

A NOTARIAL INSTRUMENT CONTAINING THE CONSTITUTION

of the association:

**The International Society of Blood Transfusion/ La Société
Internationale de Transfusion Sanguine,**

having its official seat in Amsterdam

This thirty-first day of December two thousand and three, before me, Mr Cornelis Adrianus de Zeeuw, Master of Laws, hereinafter referred to as 'civil-law notary', acting as the deputy of Mr Hendrik Pieter Arie Klapwijk, Master of Laws, a civil-law notary practising in The Hague, personally there appeared: – Ms Miriam Karin Anneke Offringa, Master of Laws, whose elected address for service in this matter is Koningin Julianaplein 30 (2595 AA) in The Hague, at the office of the law firm Pels Rijcken & Droogleever Fortuijn, attorneys-at-law and civil-law notaries, and who was born in Geldrop on the twentieth day of December one thousand nine hundred and seventy-five, acting for the purpose of this document as the authorized representative of -----

Mr Paul Frederik Willem Strengers, residing at Lomanstraat 67 (1075 PW) in Amsterdam, born in 's-Hertogenbosch on the fifth day of July one thousand nine hundred and fifty-one, married, whose identity has been established on the basis of a passport with the number M21196945, issued in Amsterdam on the twenty-eighth day of August two thousand and one. -----

The person appearing, acting in her aforementioned capacity, made the following declaration: -----

As is shown by the documents attached to this instrument, the General Meeting of the association named 'the International Society of Blood Transfusion/La Société Internationale de Transfusion Sanguine', having its official seat at the address Jan van Goyenkade 11 (1075 HP) in Amsterdam,

has resolved to lay down the Society's Constitution in a notarial instrument and to authorize the aforementioned procurator to have this instrument executed. - The power of attorney granted to the person appearing is evidenced by a privately executed instrument witnessing a power of attorney, which has been attached hereto. -----

In pursuance of the foregoing, the person appearing, acting in her aforementioned capacity, declared that she adopted the Society's Constitution to be included in the present notarial instrument in the following terms: ----

CONSTITUTION. -----

NAME. -----

Article 1. -----

The name of the association is The International Society of Blood Transfusion/ La Société Internationale de Transfusion Sanguine, hereinafter referred to as '**the Society**'. -----

SEAT. -----

Article 2. -----

The Society has its official seat in the municipality of Amsterdam. -----

OBJECTS. -----

Article 3. -----

1. The objects of the Society are the following: -----

- (a) Dialogue between the Organizations. To create close and mutually beneficial working relationships between the relevant national and international professional societies and the intergovernmental and non-governmental organizations for the purpose of spreading the know-how about the manner in which blood transfusion medicine and science can serve the patient's interests best. -----
- (b) International Forums. To create worldwide and regional possibilities for the presentation of research, new developments and changing insights in the field of blood transfusion medicine and science and related disciplines, and for exchanging views and information between the members of this and other societies. ----
- (c) Professional Guidelines. To promote and enforce high-quality ethical, medical and scientific guidelines in the field of blood transfusion medicine and science all over the world by all possible means. -----

- (d) Permanent Education and Training. To stimulate the development of cooperation programmes in the field of good manufacturing, laboratory and user practices in all countries, in particular in countries where blood transfusion services are less developed. --
- (e) Scientific Interests and Research. To stimulate scientific and other interests and to promote research in the field of blood transfusion medicine and in addition, everything that is related thereto, either direct or indirect, everything to be taken in the broadest sense possible. -----

2. The Society seeks to achieve these objects, *inter alia*, by: -----
- organizing, evaluating and coordinating conferences, research meetings, seminars, training programmes, and symposia; -----
 - acquiring and granting funds for research purposes and participating in national and international conferences, seminars and research projects relating to the objects of the Society; -----
 - inviting experts to deliver talks; -----
 - promoting publications and publishing a scientific journal; -----
 - making funds available to persons from developing countries; ---
 - offering financial support for scientific research, possibly in combination with other organizations. -----

FUNDS. -----

Article 4. -----

The funds of the Society include:-----

- (a) the annual membership subscription fees, in accordance with the provisions of Article 27; -----
- (b) donations; -----
- (c) subsidies; -----
- (d) acquisitions by way of inheritance and legacies; -----
- (e) all other income received by the Society. -----

MEMBERS. -----

Article 5. -----

1. Natural persons and legal entities that satisfy the membership requirements referred to in Articles 6, 7 and 8 qualify for membership of the Society. The Society has individual members, honorary members and affiliated members who are all members within the meaning of Book

- 2 of the Dutch Civil Code. -----
2. Membership is personal to the holder concerned. -----
 3. The number of members is indefinite. -----
 4. The Secretary General maintains a register of the names and addresses of all members. -----

INDIVIDUAL MEMBERS. -----

Article 6. -----

1. The individual members of the Society may be:
 - natural persons with an academic or scientific background who have shown a permanent interest in blood transfusion medicine or science or related disciplines; -----
 - other natural persons who have worked in the field of blood transfusion medicine of science or related disciplines for a period exceeding three years. -----
2. If anybody wishes to join the Society as an individual member, he or she must apply for an application form from the Secretary General. He or she must indicate his or her titles and jobs on this form. The application form must be returned to the Secretary General. -----
3. The Secretary General decides on all applications for individual membership and notifies the candidate of his decision. If the Secretary General refuses to grant membership, the membership committee of the Board of Directors may decide to admit the candidate concerned. -----

HONORARY MEMBERS. -----

Article 7. -----

1. Any person who has made himself or herself very useful to the Society or who has made a valuable contribution to the field of blood transfusion, blood transfusion medicine or science or related disciplines, either for the Society or in general, may be elected as honorary member. -----
2. Any individual member has the right to nominate a suitable candidate for honorary membership to the Board of Directors at least ninety (90) days before a General Meeting. -----
3. The Board of Directors decides on the nomination of an honorary member. The name of the honorary member will be disclosed at the next General Meeting. -----

- 4. At a convenient time during an international conference, the President issues an honorary membership certificate to an honorary member who has been elected. -----

AFFILIATED MEMBERS. -----

Article 8. -----

- 1. Any organization, association or agency of national or international repute that shows an active interest in the objects of the Society may qualify for admission to the Society as an affiliated member. An affiliated member has the right to appoint one of its officials as an affiliated representative, who may attend the General Meeting and exercise the membership rights of the Society (including the right to vote) on behalf of the affiliated member. -----
- 2. Any organization, association or agency wishing to be admitted to the Society must provide the Secretary General with the following information: -----
 - Name and address;-----
 - Objects as well as a copy of the entire Articles of Association, Charter or Constitution; -----
 - A statement in support of the ethical code of the Society; -----
 - Name and address of the proposed affiliated representative to the Society. -----
- 3. The Board of Directors decides on the admission of an affiliated member.

MEMBERSHIP RIGHTS. -----

Article 9. -----

- 1. Individual members are entitled to exercise voting rights in the Society's General Meetings and to hold a position with the Society. -----
- 2. Honorary and affiliated members are entitled to exercise voting rights in the Society's General Meetings, but they are not entitled to hold a position with the Society. -----

TERMINATION OF MEMBERSHIP. -----

Article 10. -----

- 1. Membership is terminated: -----
 - (a) by the death of an individual member or the dissolution of an affiliated member; -----
 - (b) in the case of termination by the member following a written notice

to the Secretary General; -----

(c) in the case of termination by the Society: -----

- if the relevant member no longer satisfies the membership requirements as laid down in the Constitution; -----
- if the relevant member no longer satisfies his or her obligations (including payment obligations) towards the Society; -----
- if the Society cannot reasonably be expected to continue the membership in question; -----

d) as the result of disqualification:-----

if the member acts in violation of this Constitution or the rules or resolutions of the Society, or prejudices the Society in an unreasonable manner. -----

2. The termination of membership by the Society and the disqualification of a member is effected by the Board of Directors. -----
3. The termination of membership by a member or by the Society can be effected only in writing. -----
4. Members do not have the right to terminate their membership with immediate effect if there is any change in respect of the financial rights and obligations. -----
5. Any member whose membership has been terminated following a decision by the Society on the grounds that the Society cannot reasonably be expected to continue the membership concerned or who has been disqualified following a decision by the Society may appeal against such decision to the General Meeting within one month after the date of receipt of the notification. -----
The relevant member must be notified of this decision and the underlying reasons in writing as soon as possible. During the period within which an appeal may be filed and for the duration of the appeal procedure, the member is suspended. -----
6. If membership terminates in the course of a financial year, the annual contribution is due in respect of the entire year. -----

GENERAL MEETING. -----

Article 11. -----

1. The General Meeting of the Society has all the powers that have not been conferred on other organs by law or the Constitution. The General

Meeting is composed of the individual members, the honorary members and the affiliated members. -----

The General Meeting’s powers and responsibilities include the following:

- (a) determining the general policy to be pursued; -----
- (b) appointing, suspending, and discharging the members of the Board of Directors; -----
- (c) adopting resolutions to amend this Constitution or to dissolve the Society; -----
- (d) determining the annual membership subscription fee and inspecting, reviewing and approving the budget and rendering account in respect thereof; -----
- (e) appointing the honorary members nominated by the Board of Directors; -----
- (f) approving the reports of the Board of Directors and the Executive Committee. -----

2. A General Meeting is held at least once a year. Every year, not later than six months after the close of the Society’s year, a General Meeting is held – the Annual General Meeting – in which the following subjects are to be addressed: -----

- (a) the annual report and the annual accounts with the notes thereto, as mentioned in Article 26, together with the auditor’s report in respect thereof; -----
- (b) the filling of vacancies, if any; -----
- (c) the determination of the general policy. -----

3. Other General Meetings may be held as frequently as deemed desirable by the Board of Directors. -----

4. Further, in the event of a written request to this effect submitted by at least the number of members required for casting a tenth part of the votes in the General Meeting, the Board must convene a General Meeting within four weeks. -----

In the absence of any response to this request for a period of 14 days following the submission of the request, the members who have made the request may convene a meeting themselves in accordance with the provisions of Article 15. -----

ATTENDING AND CASTING VOTES IN GENERAL MEETINGS. -----

Article 12. -----

1. All members of the Society are entitled to attend General Meetings. Suspended members, as meant in paragraph 5 of Article 10, do not have access thereto, except for the case specified in the following sentence. A suspended member does have the right to attend the meeting in which the decision to suspend this member is discussed and this member has the right to address the meeting in connection with the suspension proposed. Suspended members of the Board of Directors do not have the right of attendance either. -----
2. The General Meeting decides on the admission of persons other than those mentioned in paragraph 1. -----
3. Every member of the Society (every individual member, every honorary member and every affiliated member) that has not been suspended is entitled to cast one vote. -----
4. A member may vote by a written proxy granted to another member. --

CHAIRMANSHIP OF THE GENERAL MEETING – MINUTES OF THE GENERAL MEETING. -----

Article 13. -----

1. The General Meetings are chaired by the President of the Society. If the President is absent, the General Meetings are chaired by the First Vice-President. If the First Vice President is absent, the General Meeting is chaired by the Second Vice President. If the President, the First Vice President and the Second Vice President are absent, the General Meetings are chaired by a member of the Board of Directors chosen and appointed by the General Meeting from among the members of the Board of Directors who are present. -----
2. The Secretary General or another person designated by the chair of the meeting for that purpose is responsible for taking minutes of the proceedings of the General Meeting, which minutes are signed by the chair and the secretary of the General Meeting after they have been approved. The content of the minutes is made known to the General Meeting. -----

DECISION-MAKING – PROCEEDINGS OF THE GENERAL MEETING. -----

Article 14. -----

1. The General Meeting adopts all resolutions, except for the resolutions set forth in Articles 30 and 31 of this Constitution, by an absolute majority of the votes cast. In the event of a tie, the chair has the casting vote. For the purposes of determining the quorum, as set out in Article 21 of this Constitution, invalid votes are deemed not to have been cast. -----
2. Any unanimous resolution of all members, even if they have not convened in a meeting, has the same force as a resolution carried by the General Meeting, provided the Board of Directors has been notified thereof in advance. -----
3. As long as all members are present or represented in a General Meeting, valid resolutions about all subjects addressed – including any proposal to amend the Constitution or to dissolve the Society – may be adopted by a unanimous vote even though there has been no notice convening the meeting, the notice has not been given in the prescribed manner, or any other rule concerning the convening and holding of meetings or any formality related thereto has not been observed. -----

NOTICES CONVENING GENERAL MEETINGS. -----

Article 15. -----

1. The General Meetings are convened by the Board of Directors, without prejudice to the provision of Article 11 (4). Notices to convene a meeting must be in writing and sent to the addresses of the members as included in the register of members as meant in Article 5. For the purposes of this Constitution, 'in writing' means all messages through the ordinary channels of communication and messages that can be received in writing. -----
The term to be observed for convening meetings must be at least ninety (90) days. -----
2. The notice convening the General Meeting must include the subjects to be addressed in the meeting, without prejudice to the provisions of Articles 30 and 31. -----

OFFICIAL LANGUAGES. -----

Article 16. -----

The Society's working language is English. The language of all official and other notices of the Society will be determined in the Internal Rules of the Society. -

This Constitution is drawn up in Dutch (since this is a requirement under Dutch law), in English and in French. In the event of any conflict in the text of this Constitution between the Dutch, English and French versions, the Dutch text takes priority. -----

BOARD OF DIRECTORS. -----

Article 17. -----

1. Subject to the restrictions set out in this Constitution, the Board of Directors is entrusted with the management of the Society. -----
The Board of Directors also determines the date, location, and the subjects to be addressed of all General Meetings. -----
2. The Board of Directors appoints permanent committees, *ad hoc* committees and working parties, as described in the Internal Rules. --
3. (a) The Board of Directors decides in what year international and/or regional conferences will be held; through the International Scientific Advisory Committee ('ISAC'), the Board of Directors will advise the local organisers of these conferences on the structure of the programme.
(b) Conferences or symposia may be organized wholly or partly under the auspices of the Society, if the Board of Directors approves thereof. -----
4. The Board of Directors will meet at least once a calendar year at the request of the President, at the request of two other members of the Executive Committee or at the request of the majority of the members of the Board of Directors. -----
5. Resolutions of the Board of Directors may also be adopted in writing rather than in a Board of Directors meeting, provided that all Members of the Board of Directors entitled to vote carry such resolutions unanimously. -----
6. A resolution signed by all members of the Board of Directors has the same authority as a resolution adopted in a duly convened Board meeting. -----
7. The Board of Directors may also appoint a regional Board member in order to make sure that all regions of the World Health Organisation are sufficiently represented. The term of office of a Board member appointed in this way is four years. -----
8. The Board of Directors may delegate all or some of its responsibilities to

an Executive Committee. The Board of Directors remains responsible for all acts performed by the Executive Committee. -----

COMPOSITION OF THE BOARD OF DIRECTORS. -----

Article 18. -----

1. The Board of Directors is appointed by the General Meeting. -----
2. Not more than two members of the Executive Committee and not more than five members of all Members of the Board of Directors may be residing in the same country. -----
3. The Board of Directors consists of: -----
 - (a) the President of the Society, elected for a two-year term;
 - (b) two Vice Presidents, elected for four-year terms;
 - (c) a Secretary General and a Treasurer, elected for four-year terms;
 - (d) an incoming president, elected for the two years immediately prior to the withdrawal of the present President; -----
 - (e) the most recent ex-President for the term of office of his successor;
 - (f) nine regional Board members, each elected for a four-year term. One Board member will be elected from each of the following regions of the World Health Organisation: the Eastern Mediterranean, Southeast Asia and Africa. Two Board members, not living in the same country, will be elected from the Western Pacific region. Two Members of the Board of Directors will be elected from the region North, Central and South America; not more than one of these Members of the Board of Directors will be from Canada or the United States. Two Members of the Board of Directors will be elected from the Europe region, one of whom must be from Central or Eastern Europe. -----
4. – The Secretary General and the Treasurer may be re-elected for another four-year term. -----
 - The Vice Presidents are eligible for re-election for another two-year term. -----
5. Without prejudice to the provisions of paragraph 4 of this article, the Members of the Board of Directors may not be re-elected to the same post until after a period of at least four years has expired. -----

EXECUTIVE COMMITTEE. -----

Article 19. -----

1. The Board of Directors may delegate the management of the Society's affairs to an Executive Committee, which consists of the President, the Vice Presidents, the Secretary General, the Treasurer, the incoming President and the most recent ex-President. -----
2. The Executive Committee will meet as often as the President deems necessary; it may invite the members of the Board of Directors and other persons whose opinion is valued to attend its meetings as guests.
3. The Executive Committee sees to it that the Society acts in accordance with the resolutions of the General Meeting and the Board of Directors. It will use the funds of the Society in accordance with this Constitution.
5. Resolutions of the Executive Committee may also be adopted in writing rather than in a meeting, provided that all Committee members entitled to vote carry such resolutions unanimously. -----
6. A resolution signed by all members of the Executive Committee has the same authority as a resolution adopted in a duly convened meeting of the Executive Committee. -----

DUTIES OF THE BOARD OF DIRECTORS. -----

Article 20. -----

1. Duties of the President -----
He/she acts as the chair of all meetings of the Board of Directors, the Executive Committee and the General Meeting. He/she is an *ex officio* member of all committees of the Board of Directors. -----
2. Duties of the Vice Presidents -----
The duties are set forth in Article 21 (3) of this Constitution. -----
3. Duties of the Secretary General -----
The Secretary General is responsible for ensuring that all activities of the Society are in compliance with the legislation of the country where the Society has its official seat. The Secretary General will act as the Secretary of the Board of Directors, the Executive Committee and the General Meeting. -----
4. Duties of the Treasurer -----
The Treasurer follows the instructions of the Board of Directors in relation to financial issues. The Treasurer gives a detailed report of the financial situation of the Society at every General Meeting. -----

VOTING AND QUORUM FOR THE BOARD OF DIRECTORS, THE EXECUTIVE COMMITTEE AND THE GENERAL MEETING. -----

Article 21. -----

1. Each member of the Board of Directors or the Executive Committee has the right to cast one vote relating to the affairs of the Board of Directors or the Executive Committee, respectively. -----
2. (a) Six members of the Board of Directors constitute the quorum for -- decisions to be taken by the Board of Directors; -----
(b) Four members constitute the quorum for decisions taken by the Executive Committee; -----
(c) twenty individual members, honorary members or affiliated members (including members of the Board of Directors) constitute the quorum for decisions to be taken by the General Meeting. ---
3. If the President cannot act for any reason whatsoever, the Vice President who has been in office longest will take over the duties of the President automatically until the next General Meeting or until the President is able to resume his office, depending on which occurs first. If both the President and the Vice President who has been in office longest cannot act for any reason whatsoever, the Vice President with the second longest term of office automatically assumes the duties of the president until the next General Meeting, to the extent necessary. ---
4. In the event that the Secretary General or the Treasurer cannot act, the Executive Committee will designate one of the other members of the Board of Directors by a majority of the votes to discharge the duties of this position until the next General Meeting of the Society. -----
5. The Board of Directors is entitled to fill its own vacancies by appointing members of the Society, provided that not more than half of the Members of the Board of Directors are appointed by the Board of Directors. These appointments will be effective until the next General Meeting. -----

NOMINATION AND ELECTION OF BOARD MEMBERS. -----

Article 22. -----

1. The Board of Directors appoints a nomination committee, consisting of the incoming President as the chair, one outgoing Board member and one individual member of the Society. -----

2. The outgoing Board member and the individual member of the Society, as mentioned in paragraph 1, may not serve on this nomination committee for a period exceeding two years. -----
3. (a) The Secretary General notifies all members of each General Meeting at least five months in advance for the purpose of proposing persons for Board vacancies. -----
(b) These nominations must be signed by two individual members of the Society and must include a brief curriculum vitae of the candidate proposed and a declaration by the candidate proposed that he or she accepts the nomination and will try to play an active role in the Society's work. -----
(c) These nominations must be received by the Secretary General no later than three months before the General Meeting. -----
(d) The nomination committee will recommend one or more persons for each Board vacancy from the list of nominees and the list of persons applying for the relevant post. -----
4. The Secretary General will send a notice including all the recommendations of the nomination committee and all nominees, accompanied by a power of attorney granted to the Secretary General, to all registered addresses of the members of the Society not later than three months before the General Meeting. The names of those supporting the nomination will be mentioned in any case and a concise curriculum vitae of each proposed candidate will be made available. -----
5. Each member will cast his or her vote in favour of the candidates of his or her choice on the list of the Secretary General, which is also a proxy, and return this document properly sealed to the Secretary General. Under pain of loss of validity, the Secretary General must have received the proxy no later than one month before the General Meeting. -----
6. The Secretary General will check the names of all proposed candidates and the members supporting them by means of the list of members and will make all properly sealed proxies available to the tellers engaged by the President and report any invalid proxies to the Board of Directors. The tellers will count the votes on the proxies and report the result to Secretary General, who discloses the names of the candidates elected in the General Meeting. The Secretary General will make the result of the

election of the members of the Board of Directors known to the members. -----

- 7. Only individual members of the Society may be proposed as members of the Executive Committee. This concerns a non-binding nomination. If there is more than one nomination for the posts of incoming President, Vice President, Treasurer, or Secretary General, a secret ballot between the Members of the Board of Directors is to be held, if necessary by post, under the supervision of the chair of the nomination committee. –

TERMINATION OF BOARD MEMBERSHIP. -----

Article 23. -----

- 1. Any member of the Board of Directors may at all times be suspended or discharged by the General Meeting, even if he or she has been appointed for a predefined period. Any suspension that does not end within three months because no decision to discharge the Board member concerned has been adopted will end upon the expiry of this period. -----
- 2. Membership of the Board of Directors also ends: -----
 - (a) when the membership of the Society ends; -----
 - (b) by resignation it. -----

Article 24. -----

- 1. If the number of members of the Board of Directors is less than six, the Board nevertheless maintains its powers. However, the Board is obligated to fill any vacancy as soon as possible. -----
- 2. Subject to the General Meeting’s approval, the Board of Directors is entitled to enter into agreements to acquire, alienate or encumber property subject to public registration, and to enter into agreements whereby the Society guarantees or provides security as surety or joint and several co-debtor for any debt of any third parties, or warrants performance by any third parties. -----
Third parties may invoke the absence of this approval. -----
- 3. Without prejudice to the provision of paragraph 2 of this Article, the Society is represented by: -----
 - (a) either the Board of Directors; -----
 - (b) or two members of the Executive Committee acting jointly. -----

VOX SANGUINIS. -----

Article 25. -----

The scientific journal of the Society is *Vox Sanguinis*. The organization of *Vox Sanguinis* will be determined in the Internal Rules of the Society. -----

ANNUAL REPORT, ANNUAL ACCOUNTS AND NOTES. -----

Article 26. -----

1. The Financial Year runs from the first day of April to the thirty-first day of March. -----
2. The Board of Directors must keep accounting records of the financial condition of the Society and everything in relation to the activities of the Society in accordance with the requirements that arise from these activities, and keep the books, documents, and other data carriers in such a manner that the rights and obligations of the Society may be recognized at all times. -----
3. Except where this term is extended by the General Meeting, the Board of Directors must publish its annual report on the situation of the Society and the policy pursued at the Annual General Meeting as referred to in Article 11 (2). It must submit the balance sheet and the statement of income and expenditure with the explanatory notes to the General Meeting. These documents are signed by the members of the Board of Directors; if the signature of one or more of them is missing, this must be reported, stating the reasons. After the term for rendering account of the records has expired, any member may demand performance from the collective members of the Board of Directors. -----
4. An auditor as referred to in Article 393, paragraph 1, of Book 2 of the Dutch Civil Code must submit a statement about the accuracy of the documents as meant in the second sentence of paragraph 3 of this article. The auditor must report on his findings to the General Meeting. -
5. For the purposes of the audit, the Board of Directors must provide the auditor with any information that he has requested, show him the cash and cash equivalents and make the books, documents and other data carriers of the Society available, if required. -----
6. The adoption of the annual accounts does not mean discharge to any member of the Board of Directors. -----
7. The Board must safe the documents referred in paragraphs 2 and 3 of this Article for a period of seven years. -----

FINANCING. -----

Article 27.

1. The individual and affiliated members of the Society must pay an annual contribution fee, of which the amount and the conditions will be determined by the General Meeting. -----
2. For each affiliated member, one representative is entitled to attend congresses and other meetings of the Society of that member. -----
3. Honorary members and members as referred to in the Internal Rules, in Articles 6 up to and including 8, are exempted from paying contribution.

Article 28. -----

1. The funds of the Society are entrusted to the Executive Committee, which may use the interest on the assets or part of the assets to enable the Society to continue to exist. Two Executive Committee members may authorise the Treasurer on behalf of the Society to deposit all documents in respect of the investment of funds with banks, and sign the withdrawal of interest or assets. -----
2. The Society may finance small scientific seminars that are held with the support of the Society, as well as the publication of scientific brochures or the reports of such seminars. -----
3. The expenses of the Executive Committee may be paid from the general funds of the Society following the submission of the invoices that state these expenses to the Treasurer. -----
4. The Society may accept all gifts, income from inheritance and specific legacies and subsidies. Income from inheritance may be accepted exclusively with the benefit of inventory. -----
5. The Board may grant prizes to persons whose work promotes the achievement of the objectives of the Society. -----

Article 29. -----

At the end of each calendar year, each member will receive a notice mentioning the contribution due for the following year. This notice will be deemed to form an adequate notice to the Member of his or her financial obligations vis-à-vis the Society. -----

AMENDMENT TO THE CONSTITUTION. -----

Article 30. -----

1. The Constitution of the Society may be amended only by a resolution adopted by the General Meeting convened by a notice to the effect that

a resolution for an amendment of the Constitution will be moved at such meeting after the Board has advised the General Meeting in writing. ----

- 2. An amendment of the Constitution may be proposed by: -----
 - (a) ten individual or honorary members who give notice of their proposal in writing; -----
 - (b) the Board of Directors. -----

The Secretary General must have received such amendments at least six months prior to the General Meeting. -----

- 3. The members that have convened the General Meeting for the amendment to the Constitution must make a verbatim copy of this resolution that includes the amendment proposed available for inspection in a place that is appropriate for this purpose until the day following the day on which the meeting is held has expired. In addition to this, a copy as referred to hereinabove will be sent to all members. --
- 4. A resolution to amend the Constitution requires a majority of at least two thirds of the votes that were validly cast. -----
- 5. An amendment to the Constitution will only take effect after a notarial instrument has been drawn up in respect of it. -----

DISSOLUTION. -----

Article 31. -----

- 1. The Society may be dissolved by a resolution of the General Meeting to this effect. The provisions of paragraphs 1 up to and including 4 of Article 30 apply by analogy to the resolution to dissolve the Society. The Board of Directors decides about the allocation of net profits, on the understanding that only international non-profit organisations in the field of transfusion or related disciplines qualify for it. -----
- 2. For the liquidation of the assets of the dissolved Society the Members of the Board of Directors act as liquidators. -----
- 3. The provision of this Constitution apply to the appointment, suspension and the dismissal of the Board Members. A liquidator has the same powers, obligations and liabilities as a Board Member, insofar as these are compatible with this task as liquidator. -----
Otherwise, Articles 23 up to and including 24 of Book 2 of the Dutch Civil Code apply. -----

DISPUTES. -----

Article 32. -----

All disputes that relate to the interpretation of the text of this Constitution or matters in respect of which no provisions were included in this Constitution or only to an insufficient extent are settled by the General Meeting. -----

INTERNAL RULES. -----

Article 33. -----

1. The General Meeting may adopt Internal Rules. -----
2. The Internal Rules may not violate the law, not even if it concerns non-mandatory law, nor with this Constitution. -----

FINAL PROVISIONS. -----

Finally, the person appearing, acting in the aforesaid capacity, declared the following: -----

1. The Board of Directors of this Society is now constituted as follows: ----
 - (a) Mr Hans Erik Heier, residing at Toffen 121169, Oslo, Norway, born in Oslo, Norway, on the twenty-ninth day of August, as President;
 - (b) Mrs Francine Decary, residing at 820- 36^e Avenue Lachine PQ, Canada, born in Montreal, Canada, on the sixteenth day of December one thousand nine hundred and forty-three, as incoming President; -----
 - (c) Mr John A.J. Barbara, residing at Clyst Street, Mary, Exeter, EX51AJ, Devon, United Kingdom, Woodlands, Oil Mill Lane, born in Cairo, Egypt, on the second day of April one thousand nine hundred forty-six, as Vice-President; -----
 - (d) Mr Yong Ming Zhu, residing at #1191 Hong Qiao Road, Shanghai 20051, China, born in Shanghai, China, on the twelfth of June one thousand nine hundred sixty-two, as Vice-President; -----
 - (e) Mr Paul Holland, residing at 9011 Quail Cove Drive, Elk Grove CA 95624, United States of America, born in Toronto, Ontario, on the twenty-ninth of October one thousand nine hundred and thirty-seven, as Ex President; -----
 - (f) Mr Geoffrey Lane, residing at HG5 8HX Knaresborough, United Kingdom, born in Swillington, United Kingdom on twenty-three September of one thousand nine hundred and forty-six, as Treasurer; -----
 - (g) Mr Paul Frederik Willem Strengers, residing at Lomanstraat 67,

1075 PW Amsterdam, the Netherlands, born in 's-Hertogenbosch on five July one thousand nine hundred and fifty-on, as Secretary General; -----

- (h) Mr Graham M. Thurtell as regional Board Member; -----
- (i) Mr Celso Bianco, residing at 6524 Elgin Lane, Bethesda, MD 20817, United States of America, born in Sao Paulo, Brasilia on the twenty-third of May one thousand nine hundred and forty-one as regional Board Member; -----
- (j) Mrs Maria Cristina Martinez, residing at Julio Parada 1862, Concepcion, Chilli, born in Chillan, Chilli on the twenty-eighth day of April one thousand nine hundred and fifty-two as regional Board Member; -----
- (k) Mrs Magdalena Katarzyna Letowska, residing Modra 3/47, 02-661 Warsaw, Poland, born in Milanowek on the twenty-second of March one thousand nine hundred and fifty-four as regional Board Member; -----
- (l) Mrs Faten Moftah as regional Board Member; -----
- (m) Mrs Rachanee O'Charoen as regional Board Member; -----
- (n) Mrs Yasmin Ayob, residing 9 Jalan 4/7, 68100 Kuala Lumpur, Malaysia, Taman Melewar, born in Redah, Malaysia on the twenty-fourth of April one thousand nine hundred and fifty-two as regional Board Member; -----
- (o) Mr Shigeru Takamoto, residing at 5-3-7 Fujiyama-dai, Kasugai City 487-0035, Japan, born in Kanagawa Pref., Japan on the twentieth March one thousand nine hundred and forty-seven as regional Board Member; -----
- (p) Mr Philippe Rouger, residing at 2 Rue du Bel-Air, 92190 Meudon, France, born in Paris, France on the fifth of July, one thousand nine hundred forty-nine as regional Member Board. -----

2. The current financial year that started on the first day of January two thousand and three ends on the first day of April two thousand and four.

Final Act. -----

The person appearing is known to me, civil-law notary. -----

WHEREOF DEED, executed in one original in the Hague on the date written at the beginning of this deed. -----

After the substance of this instrument had been read and explained to the person appearing, the latter declared that she had been given the opportunity to take cognizance of the content of this instrument and had taken cognizance thereof, that she approves the contents of this instrument and did not require the instrument to be read out in full. -----

Immediately following the reading of those parts of this instrument that must be read out by law in any event, this instrument was subsequently signed by the person appearing and immediately thereafter by me, civil-law notary.

ISSUED AS TRUE COPY