

## ARTICLES OF ASSOCIATION EUROPEAN BLOOD ALLIANCE

### Article 1

#### Name, status and registered office

1. The Association is called: European Blood Alliance. The abbreviated name of the Association is: EBA.
2. The Association, hereinafter referred to as: the "Alliance", is a legal entity under Dutch law. It is a non-profit organisation,
3. The Alliance has its registered office in Amsterdam (the Netherlands).
4. The Alliance may have its office in a foreign country.

### Article 2

#### Objects

1. The objects of the Alliance are to contribute to the safety, security and cost effectiveness of blood, tissue and cell supply of the European population by developing and maintaining an efficient and close cooperation within the European blood and tissue services.
2. The objects of the Alliance include:
  - raising the awareness of the public and the professional bodies on voluntary and non-remunerated donation of blood and blood components and preparation of blood components as an indispensable therapeutic agent to help patients; providing technical and professional support to national and European authorities, in particular to those dealing with the preparation of guidelines, recommendations and standards; exchanging information on developments in the field of blood transfusion, applicable to the Member States of the European Union and other European countries;
  - encouraging the communal activities and projects between the members in order to promote European self-sufficiency and increase the capacity of the Alliance in combination with that of the individual members;
  - distributing information on relevant issues by organising meetings, workshops and conferences and by producing documents.

### Article 3 Membership

1. A blood service may be a member of the Alliance if it meets the following requirements:
  - it is a national blood service or it is a cooperation of blood services that forms a majority of such organisations in a country;
  - the country where the main activities take place is a member of the European Union or of the European Free Trade Area;
  - the starting point in the work is voluntary and non-remunerated donation of blood, without any form of profit;
  - the blood service focuses on the public interest."National blood service" refers to a national organisation, which throughout the entire country is responsible for the coordination of blood collection and preparation of blood components and that can represent the interests of the blood programme in a European

- country.
2. Membership is only granted upon application. Admission or non-admission is decided on by the Board Meeting after an Executive Board proposal, by resolution adopted by a majority of at least two-thirds of the validly cast votes.
  3. Membership ends:
    - when the relevant national blood service or representative and authoritative body that holds membership ceases to exist;
    - by termination with notice of at least one hundred and eighty days, which notice must be given in writing by the member to the Executive Board;
    - by termination with notice of at least ninety days on the side of the Alliance. This may occur when a member no longer meets the requirements for membership as laid down in the charter, and if the Alliance cannot reasonably be expected to continue the membership. Such termination will be effected by the Executive Board;
    - by expulsion. A member may only be expelled if it acts in breach of the Articles of Association, regulations or decisions of the Alliance, or if it unreasonably harms the Alliance. The Executive Board decides on expulsion. The member concerned will be notified as soon as possible of the decision in writing stating the reasons on which it is based. Within one month after receipt of the notification of the decision, it may appeal to the Board Meeting.

#### Article 4

##### Observership

1. A national blood service or an association of blood services working on the basis of voluntary and non-remunerated donation of blood and blood components can be an observer of the Alliance.
2. An observer has the right to attend Board Meetings and take the floor. This can be in person or by written power of attorney. An observer will have no voting right at the Board Meetings.
3. Observers may be required to pay dues. The Executive Board can set a different amount for each observer as observer's contribution. The amount can be nil.
4. If the observership is ended during the course of a financial year the annual contribution nevertheless is due in full.

#### Article 5 Board

##### Meeting

1.
  - a. A Board Meeting of the Alliance has the final decision-making power.
  - b. The Board Meeting is a general meeting of members in a legal sense as referred to in Book 2 of the Dutch Civil Code.
2. The Board Meeting is held at least once a year or as often as the Executive Board deems advisable.
3. A Board Meeting should also be convened when the president receives a request to do so from at least one-tenth of the number of members. The request will state the business to be discussed.

If the Executive Board fails to convene the Board Meeting within four weeks after receipt of the request, the applicants are entitled to convene the Board Meeting themselves.

4.
  - a. The convocations to the Board Meeting are sent no later than thirty days before the day of the meeting by means of convocation letters. The

- convocation will state the time, place and agenda.
- b. In case the agenda is not sent thirty days prior to the Board Meeting, the agenda must be sent seven days before the start of the Board Meeting.
  - c. The convocation may also be sent electronically by legible and reproducible message to the address as stated in the members' register. By specifying an email address, the member is deemed to have agreed in accordance with Section 41(5) of Book 2 of the Dutch Civil Code to convocation as described in the previous sentence.
5. A member may be represented in the Board Meeting by up to two natural persons.
  6. In the Board Meeting each member may cast one vote on matters that are discussed or matters that are put forward by other members. Each member designates a vote representative. The votes may also be cast electronically.
  7. A member may be represented in the Board Meeting on the basis of a signed written power of attorney. The representative may only vote on behalf of two other members.
  8. Unless otherwise provided for in these Articles, the Board Meeting decides by an absolute majority of the validly cast votes.
  9. In the Board Meeting resolutions are only adopted if at least half of the members are represented.
  10. A member of the Alliance or his representative in the exercise of any function of the Alliance may not vote or act in a manner that can be deemed contrary to the objective of the Alliance or would imply personal gain. Such a conflict of interest must be reported in each meeting.
  11. In the event that less than half of the members are present or represented a new Board Meeting will be convened. Prior to this Board Meeting a convocation period of fourteen days will be observed. In this Board Meeting resolutions can be adopted with an absolute majority of the validly cast votes regardless of the number of members present or represented in the Board Meeting.
  12.
    - a. A resolution of all members, even if they are not at a meeting, has the same force as a resolution of the general meeting, provided that
      - this resolution is initiated by the Executive,
      - this resolution is adopted in writing including by email or fax,
      - it is clearly stated in the notification that this is a Board Decision
    - b. The votes may also be cast electronically.

## Article 6

### Executive Board

1.
  - a. The Executive Board manages the Alliance in accordance with the guidelines established by the Board Meeting.
  - b. The Executive Board is the board in the legal sense referred to in Book 2 of the Dutch Civil Code.
2.
  - a. The members of the Executive Board are elected by the Board Meeting.
  - b. The President and the vice-president are elected by the Board Meeting.
  - c. The Executive Board designates a secretary and a treasurer from its ranks.
3. In the year immediately following the last year of his presidency, the past-president is entitled to attend the Executive Board meetings as well as to receive the convocation to it, to take the floor there and play an advisory role.
4. Members of the Executive Board, who in the view of the Executive Board are acting

contrary to the interests of the Alliance, can be dismissed by the Executive Board by a majority of two-thirds of the validly cast votes. This may be appealed at the Board Meeting. The Board Meeting can suspend or dismiss one or more members of the Executive Board by resolution adopted with two-thirds of the validly cast votes. A suspension that is not followed by a resolution to dismiss will lapse within three months.

5. The Executive Board consists of at least three members: a president, a vice president, a treasurer and a secretary and one or two other members. The other members of the Executive Board may not be from the same country as the president and the vice president.  
In case one or more members of the Executive Board are absent for any reason, the remaining members or the only remaining member will form a legitimate board.
6. In the event of one or more vacancies in the Executive Board, the Executive Board will take immediate steps to fill the vacancy.
7.
  - a. The term of office for the members of the Executive Board is four years with the possibility of being re-elected twice.
  - b. The total maximum term of office is twelve years for all members of the Executive Board.

#### Article 7

##### Executive Board meetings

1. The president will convene the Executive Board Meeting. An Executive Board Meeting should also be convened if two members request the president to do so. The convocation notice will be made in writing but may also be sent electronically by legible and reproducible message to the address that the Executive member has specified. By specifying an email address the Executive member will be deemed to have agreed to the convocation as described in the previous sentence.
2. The Executive Board will meet at least twice a year. The convocations for the Executive Board Meeting will be sent no later than four weeks before the meeting. The Executive Board decides on the venue of the meeting on the invitation of a member of the Alliance.
3. Resolutions are only adopted at Executive Board Meetings if at least two-thirds of the Executive Board members are present or represented at the meeting.
4. Executive Board resolutions are adopted by an absolute majority of votes unless these articles provides otherwise. The votes may also be cast electronically. If the votes tie the proposal will be put to the vote again at the end of the meeting. If the votes tie again the president has a decisive vote.
5. The Executive Board may also hold meetings in writing or by telecommunication means. If an urgent matter so requires, a meeting can be held by telecommunication means within a period of a week.
6. In the case that less than two-thirds of the members of the Executive Board are not present or represented, a new meeting will be convened with a convocation period of fourteen days. In these Executive Board Meetings resolutions can be adopted by an absolute majority of the validly cast votes regardless of the number of members present or represented at the Executive Board meeting.
7. As long as all members of the Executive Board are present at the meeting, legitimate decisions on topics that are brought up can be adopted assuming that the resolutions are adopted unanimously even if the requirements for holding Executive Board Meetings

were not taken into account.

8. The Executive Board, either at the meeting or outside the meeting, may adopt resolutions including by email, but only provided that none of the Executive members in writing, by e-mail or fax included, object to such decision-making.

The secretary records the resolutions adopted in this manner.

#### Article 8 Representation

1. The Alliance is represented by the Executive Board;
2. The Alliance is represented by the president. The vice president represents the Alliance in the absence or inability to act of the president.

#### Article 9 Secretariat

1. The Executive Board may set up an executive body (Secretariat) for the execution of the affairs of the Alliance. The Secretariat will report to the Executive Board.
2. The Board Meeting approves the total of personnel expenses. The president will be authorised to make personnel changes within the specified budget.

#### Article 10 Financial

##### resources

1. The financial resources of the Alliance consist of membership fees and other income from specific activities that benefit the objectives of the Alliance. The Alliance is authorised to charge a reasonable fee for its services.
2. The Board Meeting adopts the budget for the coming calendar year and the annual report. The Board Meeting will appoint the accountants and approve the audit of the books.
3. All members are obliged to pay membership fees.  
The Board Meeting will set the membership fee pro rata the activities of the affiliated blood services.
4. Unless the Executive Board decides otherwise, the members of the Alliance are responsible for the travel and accommodation expenses incurred by their representatives for the Alliance's activities.

#### Article 11

##### Amendment to the Articles

1. The Articles of the Association can only be amended by a resolution adopted with a majority of at least two-thirds of the validly cast votes at a Board Meeting which is convened with the special purpose of amending the Articles.
2. Those who have convened a Board Meeting for a proposed amendment of the Articles will make a copy of the said proposal containing the verbatim text of the amendment available to the members and deposit it for inspection at a suitable location at least fourteen days before the meeting until after the day of the meeting. In addition, a copy will be sent to all members.
3. Resolutions amending the Articles will be laid down in a Dutch notarial deed.
4. Each Member of the Executive Board is authorised to sign the notarial deed of amendment of the charter.

#### Article 12

##### Dissolution

1. The Board Meeting is authorised to decide on dissolution of the Association. The provisions of article 11 will apply to the dissolution resolution.
2. If the Association has no income at the time of dissolution, the Association ceases to exist.

The Association continues after dissolution insofar as this is necessary for the liquidation of the Association's assets. In the event of dissolution, liquidation is carried out by the Executive Board unless the dissolution resolution appoints one or more persons or legal entities as liquidators.

3.
  - a. Any positive balance must be spent on an institution within the meaning of Section 5b of the State Taxes Act with a similar object or a foreign institution which exclusively or virtually exclusively is a public benefit organisation and which has a similar object.
  - b. The destination of the positive balance is established by the Executive Board subject to what is stated above under a; in the absence of establishing such use, the decision rests with the liquidators.
4. The liquidation will be carried out in the manner prescribed by law. The provisions of these Articles will remain in effect to the greatest extent possible during liquidation.
5. During liquidation, the documents and announcements sent out by the Association must have the words "in liquidation" next to its name.
6. The books and records of the Association must be kept after the Association has ceased to exist for the statutory term by the person designated for that purpose by the Executive Board in the dissolution resolution.