

NOTE ABOUT TRANSLATION:

This document is an English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law.

In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

Consecutive wording of the articles of association of the foundation: **Stichting Eurotransplant International Foundation**, effected by notarial deed, executed on the 14th day of September 2007 before a substitute of Herman Maarten Izak Theodoor Breedveld, civil law notary in Rotterdam.

Name. Corporate Seat. Duration.**Article 1.**

- 1.1. The name of the foundation is: Stichting Eurotransplant International Foundation and it has its registered seat in Leiden.
- 1.2. The foundation shall continue to exist for an indefinite period of time.

Definitions.**Article 2.**

Assembly:	the meeting of Delegates;
Board:	the Board of Management of the foundation as provided in article 6;

Centre:	an institution or establishment which is entitled to a Eurotransplant Centre Code and in which Programs are established under recognition of the competent and relevant authorities performing transplantations of Kidney, Thoracic Organs, Liver, Intestine, Pancreas and any part of a specific organ and/or where a Tissue Typing Centre exists;
Centre Code:	a computer code provided by the foundation to a Centre;
Committee:	a specific committee, as defined in article 11, paragraph 1;
Delegates:	the persons defined in article 5.1;
Board of Directors:	members of the Board of Directors as defined in article 8, paragraph 1;
Ethics Committee:	the ethics committee as defined in article 10, paragraph 14;
Eurotransplant Reference Laboratory:	a laboratory performing the foundation's reference tasks;
Financial Committee:	the financial committee as defined in article 10, paragraph 13;
Nationality:	nationality of the Centres;
National Transplant Societies:	the societies established in Germany, Belgium, Luxembourg, Austria, the Netherlands, Slovenia and Croatia which pursue the objectives of the interest of the transplant institutions in that particular country;
Reference Date:	the thirty-first day of March of any year; on this day it shall be established how many transplantations per Program a Centre has performed in the Year preceding to the Reference Date in question;
Program:	any of the following transplantation areas: Kidney, Heart, Lungs, Liver, Intestine, Pancreas or any part of a specific organ and/or Tissue Typing, which have the approval of the competent and relevant authorities;
Section:	meeting of the Delegates representing a particular Program, which meeting shall be held during a meeting of the Assembly;
Tissue Typing Centre:	an institution or establishment which is entitled to a TT code which under recognition of

TT code: the competent and relevant authorities performs tissue typings; a computer code provided by the foundation to a Tissue Typing Centre;

Year: the first day of January up to and including the thirty-first day of December.

Objectives.

Article 3.

- 3.1. The objectives of the foundation are:
- a. to achieve an optimal use of available donor organs and tissues;
 - b. to secure a transparent and objective selection system, based upon medical criteria;
 - c. to assess the importance of factors which have the greatest influence on waiting list mortality and transplant results;
 - d. to support donor procurement to increase the supply of donor organs and tissues;
 - e. to further improve the results of transplantation through scientific research and to publish and present these results;
- as well as the promotion, support and coordination of organ donation and transplantation in the broadest sense of the term and participation in concerted action at an international level where organ donation and transplantation is involved in a clinical or scientific sense, including all that may be conducive thereto.
- 3.2. The foundation is a non-profit organisation and does not have the intention to make profit as defined in the "Wet op de vennootschapsbelasting 1969".

Capital.

Article 4.

The capital of the foundation consists of the amount set aside by the founders at the time when the foundation was incorporated, and furthermore of contributions, subsidies, as well as amounts which will be obtained through donations, testamentary dispositions or bequests and all other income accruing to it.

The Assembly.

Article 5.

- 5.1. Each Centre shall have the right to delegate one natural person in the Assembly for each Program in which it performed transplantations during a year. On each Reference Date, the number of persons delegated (the "Delegates") by a Centre in the Assembly shall be reviewed.
- 5.2. The Assembly shall meet at least once a Year in a place and at such date to be established at the meeting of the Assembly in the previous Year.
- 5.3. The Assembly shall adopt and amend by-laws in which the organization of the Assembly shall be regulated.

Any provision of by-laws which is contrary to the articles of association is null and void. The Assembly shall adopt special by-laws in which the guidelines for the Committees will be laid down.

5.4. The number of votes which the Delegates of each Centre may cast in the Assembly shall be determined in connection with the number of transplantations in a certain Program performed by that Centre during the preceding Year as provided hereinafter.

For the purpose of this article 5, the term transplantation shall also include living donor transplants. The following number of transplantations in a certain Program shall entitle the Delegates of a Centre to cast the following number of votes:

- a. with respect to the Kidneys:
 - one vote may be cast if the number of transplantations is less than fifty;
 - two votes may be cast if the number of transplantations is fifty or more;
- b. with respect to the Thoracic Organs:
 - one vote may be cast if the number of heart transplantations is less than twenty;
 - two votes may be cast if the number of heart transplantations is twenty or more;
 - one vote may be cast if the number of lung transplantations is less than twelve;
 - two votes may be cast if the number of lung transplantations is twelve or more;
- c. with respect to Livers:
 - one vote may be cast if the number of transplantations is less than twenty-five;
 - two votes may be cast if the number of transplantations is twenty-five or more;
- d. with respect to Pancreas and Islets:
 - one vote may be cast if the number of transplantations is less than twelve;
 - two votes may be cast if the number of transplantations is twelve or more;
- e. with respect to Tissue Typing:
 - one vote may be cast irrespective the number of tissue typings.

5.5. Each Delegate of a Centre shall cast the number of votes allocated to that Program, or those Programs of the Centre he represents pursuant to paragraph 4 of article 5.

5.6. The Assembly appoints for three years one of its members as its chairman. The Assembly shall also appoint for three years a secretary, whether or not from among its members.

5.7. Unless explicitly provided differently in these articles of association the Assembly shall adopt its resolutions with an absolute majority of votes cast. The chairman shall decide on the method of voting and on the possibility of voting by acclamation, provided, however, that voting with respect to appointment and

dismissal of persons shall take place by means of sealed, unsigned, ballots. In a tie vote, the proposal shall have been rejected.

- 5.8. The Board shall attend the meetings of the Assembly and shall provide in such meetings all information required by the Assembly.
- 5.9. The secretary or chairman of the Assembly shall send the agenda of a meeting of the Assembly to each Centre at least thirty days prior to such meeting. In a meeting of the Assembly only such subjects may be discussed as described on the agenda referred to in the first sentence of this paragraph, unless it is decided in the meeting to put a subject on the agenda during the meeting, provided that at such meeting at least fifty percent of the votes which could be cast pursuant to paragraph 4 of this article is present or represented and at least two thirds of the votes cast was in favour of the proposal to add this subject on the agenda during the meeting.
- 5.10. Minutes shall be kept of the business transacted at a meeting of the Assembly. Minutes shall be adopted.
- 5.11. Meetings of the Assembly may also be attended by other persons than the Delegates, provided however that only Delegates shall be entitled to vote at such a meeting.

Board of Management.

Article 6.

- 6.1. The foundation is managed by a Board of Management (the "Board"). The Board will be constituted as follows:
- a. with due observance of the provision of article 6, paragraph 3, ten members will be elected from the Assembly of which:
 - (i) three members of different nationality shall be involved with Kidney transplantations;
 - (ii) one member shall be involved with Pancreas transplantations or any other part of a specific organ;
 - (iii) two members of different nationality shall be involved with Liver transplantations;
 - (iv) three members of different nationality shall be involved with Thoracic Organ transplantations, of which at least one member shall be involved in Lung transplantations;
 - (v) one member with another nationality than the head of the Eurotransplant Reference Laboratory shall be involved with Tissue Typing,

provided that these persons are working in a Centre, hereinafter collectively referred to as: members A;
 - b. six members shall be a member of the respective Boards of Management of the National Transplant Societies; each National Transplant Society shall inform forthwith the Board which member it appoints to be a member of the Board, hereinafter collectively referred to as: members B, and may from time to time change the person so appointed as member B by the Board by a notification in writing to the Board;

- c. one member shall be the head of the Eurotransplant Reference Laboratory,
hereinafter referred to as: member C;
 - d. two members will be elected by the Board of which one member shall be a financial expert on organ transplantation and one member shall be a representative of society or an ethicist familiar with the field of organ transplantation,
hereinafter collectively referred to as: members D.
- 6.2. The Board shall at all times be composed as such that no nationality shall be represented in the Board for more than nine seats (or ten in case of the existence of a Past-President).
- 6.3. a. The members A and D of the Board shall be appointed for three years, with due observance of the provisions set out below in this respect, and shall retire in accordance with a schedule to be drawn up by the Board. Retiring members A and D are immediately eligible for reappointment.
- b. If and when the Board appoints a member A as the President, the term of office for this member of the Board shall be extended for three years automatically and without the Assembly's intervention.
- c. If and when the Board appoints a member A as the President-Elect, the term of office for this member of the Board shall be extended for four years automatically and without the Assembly's intervention.
The maximum number of consecutive years a member A may serve on the Board, without having been reappointed by the Assembly, totals ten.
- d. In the event of a vacancy on the Board with respect to a member A, the Board shall notify the Centres thereof at least three months prior to the meeting of the Assembly in which the vacancy shall be filled, mentioning the kind of vacancy with due observance of the provision in article 6, paragraph 1 under a, and inviting the Centres to nominate a candidate. Until one month prior to the meeting of the Assembly referred to in the preceding sentence, each person qualifying for the position of member A as provided in paragraph 1 of article 6, may by a notice in writing, delivered by registered mail, put himself up for candidate, mentioning his name, his date of birth and his present profession.
On the agenda for the meeting of the Assembly during which the vacancy for the member A shall be filled, a list of the names and information of the candidates referred to in the preceding sentence shall be attached. Only the candidates mentioned on this list are available for election as member A. The members A shall be elected in a Section by the Delegates of the Program in which the vacancy occurs, as provided for in article 6, paragraph 1 under a.
- e. With respect to the election, only the Delegates of the Program concerned shall vote on the proposal to appoint a person as referred to under article 6, paragraph 1 under a as a member A of the Board.

Article 5, paragraph 5 shall apply mutatis mutandis on the number of votes a Delegate may cast in the Section with respect to the appointment of a member A.

A member A for a Program shall be elected by an absolute majority of the votes cast at the Section of the Delegates representing the Program for which the vacancy for a member A exists.

A Delegate representing a particular Program may have himself represented at a Section by a fellow Delegate also representing that Program.

If at a vote regarding the appointment of a member A no absolute majority is obtained in the first vote of such Section, a new free vote shall be held.

If no absolute majority is then obtained either, a re-vote shall take place between the two persons who in the second free vote:

- a. obtained the highest number and the highest number but one; or
- b. obtained an equal number of votes, while no votes were cast on any other persons.

If in the second free vote more than two persons meet the criterion referred to in paragraph a, a re-vote shall take place in the Section between the persons who obtained the highest number but one, but an equal number of votes. If after the second free vote more than two - but not all - persons meet the criterion referred to in paragraph b, a vote shall be held between those persons.

If an interim vote or a re-vote leads to an equality of the number of votes cast, then the election shall be determined by lottery, which shall be performed by the chairman of the meeting.

- 6.4. The members B and C will be appointed in the capacity as described in article 6, paragraph 1 and the position in the Board as member B or member C will end when this capacity ceases to apply.

Without prejudice to - and with due observance of - the provisions in paragraph 1 and 3 respectively of this article 6, such a member B or member C may be appointed as member A by the Section or the Assembly as the case may be.

- 6.5. The Board serves the interests of the foundation in the broadest sense of the term.

The Board is empowered to adopt by-laws with regard to subjects to be determined by the Board.

Provisions in these by-laws conflicting with the articles of association are null and void.

- 6.6. The Board shall elect a President from the members A. The Board shall elect a Vice-President and a Secretary/Treasurer from its midst.

Prior to the final year of the President's term commences, the Board shall appoint a President-Elect from the members A, who will prepare for the function of President in that final year of the President's term.

A member of the Board shall start a new term of three years following appointment as President.

Upon resignation of the President, the President-Elect will become the new President.

If the President, President-Elect or Vice-President should retire for any reason whatsoever, the Board shall immediately fill the vacancy. Until that time, the respective function shall be taken over by one of the remaining 'Presidents'.

Upon resignation as a President, President-Elect or Vice-President, a person shall not be eligible for the position of President, President-Elect or Vice-President for a period of three years. The Board can adopt a resolution to the extent that contrary to the aforementioned the retiring President, President-Elect or Vice-President is immediately eligible for reappointment, provided that such a resolution is adopted unanimously in a meeting in which all Board members are present or represented.

- 6.7 The Board can appoint a President who has completed his term as Past-President. The Past-President will render advice to the President-Elect and the President. The appointment as Past-President will be for a period of three years.

The Past-President is the third member D of the Board.

Resignation of a member of the Board.

Article 7.

- 7.1. Without prejudice to the provisions of Article 298 of Book 2 of the Civil Code, a member of the Board ceases to be a member of the Board:
- a. on his death;
 - b. through resignation, voluntary or by rotation;
 - c. as a result of his bankruptcy becoming irrevocable or his losing free control of his estate in any way other than as a result of a suspension of payments granted to him;
 - d. with respect to members A and members D through dismissal with a notice addressed to him, jointly signed by the (other) members of the Board;
 - e. with respect to a member A in the event that such member A does no longer satisfy the requirements as provided in article 6, paragraph 1 under a;
 - f. by reaching the age of seventy;
 - g. with respect to members B and C in the event as described in article 6, paragraph 4.
- 7.2. When a member of the Board ceases to be a member of the Board as a consequence of paragraph 1 of this article, his successor shall be in office for the time unfulfilled by his predecessor.

Board of Directors.

Article 8.

- 8.1. The day-to-day management within the foundation, such under supervision of the Board, is the responsibility of the Board of Directors (the "Board of Directors").
- 8.2. The Directors are appointed by the Board. The Board of Directors consists of a number of one or more directors to be determined by the Board.
- 8.3. The duties and the extent of the authority of the Board of Directors shall be determined by the Board by way of an instruction to the Board of Directors.
- 8.4. The Board of Directors shall deliberate with the President, the Vice-President and the Secretary/Treasurer of the Board at least four times a Year and furthermore whenever a Director or the President of the Board so wishes.

Resignation and suspension of a director.

Article 9.

- 9.1. A director ceases to be a director:
 - a. on his death;
 - b. through voluntary resignation;
 - c. through his having been declared in a state of bankruptcy in an irrevocable finding of a court of law, his losing control of his estate in any way, other than as a result of a suspension of payments granted to him, and through being placed under legal restraint;
 - d. through dismissal as a result of a resolution of the Board, of which resolution the director in question has been notified in writing;
 - e. by reaching the age of sixty-five.
- 9.2. The Board is authorized to suspend a director, in compliance with statutory provisions on this matter.

Organisation of the Board.

Article 10.

- 10.1. Every member of the Board shall have the right to cast one vote at meetings of the Board.
- 10.2. No valid resolutions can be taken unless at least an absolute majority of members are present or represented.

If, at a meeting in respect of which members of the Board have been timely invited, not at least an absolute majority of members are present or represented, a second meeting shall be called, at which meeting valid resolutions can be taken regardless of the number of members of the Board present or represented.

A member of the Board can be represented at a meeting by a fellow member of the Board authorized in writing.
- 10.3. Meetings of the Board shall be chaired by the President, who shall however be authorized to appoint another member as the chairman of the meeting.
- 10.4. Unless otherwise provided in these articles of association, resolutions of the Board are taken by an absolute majority of votes of the members of the Board present or represented at the meeting. In a tie vote, the proposal shall be deemed to be rejected. A meeting attended by all the members of the Board

can take legally valid resolutions, but only unanimously, even if no notice has been given.

- 10.5. Meetings are held at least twice a year and additionally as often as required by three members of the Board.
- 10.6. Notice of the meeting shall be given in writing by the Secretary of the Board or by the member of the Board who has requested the holding of the meeting, to each of the members of the Board with a notice period of at least fifteen days; the items on the agenda shall be specified in the notice of meeting.
- 10.7. The Board may invite directors to attend the meetings of the Board. If so invited, the directors shall attend such meetings and provide all information requested by the Board.
- 10.8. The minutes of a meeting of the Board shall be adopted.
- 10.9. The Board may also take resolutions without holding a meeting, provided that all members express themselves in favour of the proposal in question in writing, by e-mail, telegraph or telecopier. The documents evidencing such resolution shall be included in the minute book.
- 10.10. The Board may also meet by telephone provided that at least two thirds of the sitting Board members are present during such meeting and that each member of the Board can hear and be heard. The Secretary shall ensure that what is discussed will be recorded in writing and sent to all the members of the Board and kept with the minute book.
- 10.11. Providing the number of members of the Board is at least ten (or eleven in existence of a Past-President), the Board is deemed to be fully composed during the existence of one or more vacancies.
- 10.12. The approval and authorization of the Assembly shall be required for resolutions of the Board:
 - a. to amend the articles 5, 10.2, 10.12, 13 and 20 of the articles of association of the foundation;
 - b. to dissolve the foundation;
 - c. to have the foundation merge with another legal entity.
- 10.13. The Board shall institute a Financial Committee consisting of 5 members of different nationalities. The chairman of the Financial Committee shall be the member D of the Board, being the financial expert, and 4 members shall be appointed by the Board, such at the proposal of the respective National Transplant Societies.
 The Financial Committee shall advise the Board on any financial matter on the foundation.
 The Board may dismiss the members of the Financial Committee.
- 10.14. The Board shall institute an Organ Procurement Committee.
 The members of the committee shall be appointed as follows:
 - the following committees will each appoint one representative:
 - a. the Committee instituted for Kidneys;
 - b. the Committee instituted for Thoracic Organs;
 - c. the Committee instituted for Livers;

- d. the Committee instituted for Pancreas and Islets;
- the following National Transplant Societies will each appoint a representative (the transplant coordinator):
 - a. Austria;
 - b. Belgium;
 - c. the Netherlands;
 - d. Slovenia;
 - e. Croatia.

The National Transplant Society of Germany may appoint two representatives;

- the Ethics Committee may appoint one representative;
- one member shall be appointed from and by the Board, who will be the chairman of the Organ Procurement Committee.

10.15. The Board shall institute an Ethics Committee consisting of 5 members of different nationalities. The chairman of the Ethics Committee shall be the member D of the Board, being the ethics expert or the representative of the society, and 4 members shall be appointed by the Board, such at the proposal of the respective National Transplant Societies.

The Ethics Committee shall advise the Board on any ethics matter involving the foundation. The Board may dismiss the members of the Ethics Committee.

10.16. The Board may institute working groups for any area involving the foundation as it may deem fit.

The Committees.

Article 11.

11.1. With due observance of the provisions mentioned hereinafter, the Board shall institute with respect to each Program a specific committee (the "Committee"). Each Committee shall at all times be composed as such that:

- a. no nationality shall have the majority of seats in a Committee;
- b. no Program shall have more than one representative in a Committee; and
- c. a member of a specific Committee should actively work in that specific Program.

The appointment of the member who will be the chairman of a Committee does not affect the composition of such Committee.

11.2. The members of the Committees shall be appointed as follows:

- (i) with respect to the Committee instituted for Kidneys the members are appointed by the National Transplant Society of Austria, Belgium, Luxembourg, Germany, the Netherlands, Slovenia and Croatia, as well as one member by the Section Tissue Typing in the Assembly,
 - one member shall be appointed from and by the Board, who will be the chairman of the Committee instituted for Kidneys;
- (ii) with respect to the Committee instituted for Thoracic Organs the members are appointed by the National Transplant Society of Austria, Belgium, Germany, the Netherlands, Slovenia and Croatia,

- one member shall be appointed from and by the Board, who will be the chairman of the Committee instituted for Thoracic Organs;
- (iii) with respect to the Committee instituted for Livers the members are appointed by the National Transplant Society of Austria, Belgium, Germany, the Netherlands, Slovenia and Croatia,
- one member shall be appointed from and by the Board, who will be the chairman of the Committee instituted for Livers;
- (iv) with respect to the Committee instituted for Pancreas and Islets the members are appointed by the National Transplant Society of Austria, Belgium, Germany, the Netherlands, Slovenia and Croatia, as well as one member by the Section Tissue Typing in the Assembly,
- one member shall be appointed from and by the Board, who will be the chairman of the Committee instituted for Pancreas and Islets;
- (v) with respect to the Committee instituted for Tissue Typing the members are appointed by the National Transplant Society of Austria, Belgium, Germany, the Netherlands, Luxembourg, Slovenia and Croatia,
- one member shall be appointed from and by the Board, who will be the chairman of the Committee instituted for Tissue Typing.

The Board decides, at its own discretion or at the request of a National Transplant Society, bearing in mind that the transplant numbers of a country should be in balance with the assigned member of a respective Committee appointed by the National Transplant Society of that country, the number of members of a respective National Transplant Society is allowed to appoint in the respective Committee.

In the event of a vacancy in a Committee, the chairman of that Committee shall immediately notify the chairman of the Board about the vacancy. With respect to a vacancy for a member of a Committee appointed by a National Transplant Society, the chairman of the Board shall immediately inform in writing the National Transplant Societies which appointed the resigning member of the Committee initially to appoint a new member.

The members of the Committees shall be appointed for a period of two years. The members of the Committees will retire in accordance with a schedule to be drawn up by the Committee in question.

Retiring members are eligible for immediate reappointment.

11.3. The membership of a Committee shall be personal. A member of a Committee may have himself represented in writing at a meeting of the Program to which he is a member only by a fellow member of that Committee.

11.4. The chairman of each committee shall be the member of the Committee which is appointed from and by the Board for that Committee in that position. Each Committee shall elect its vice-chairman.

Each Committee shall elect either from its midst or from outside the Committee a secretary.

The secretary of a Committee shall be responsible for the minutes of each meeting of a Committee.

- 11.5. Every member of a Committee shall at all times keep the secretary of the Committee in which he participates informed about any changes in his address. The secretary of a Committee shall give notice for a meeting and shall send the agenda of a meeting of a Committee to the members of the Committee at least fifteen days prior to such meeting.
- 11.6. A Committee shall meet at least two times a year and furthermore as often as required by the chairman of a Committee or two members of a Committee.
- 11.7. Resolutions of a Committee shall be adopted with an absolute majority of votes cast. Each member of a Committee shall have the right to cast one vote. In a tie vote, the proposal shall be deemed to be rejected.
A meeting attended by all members of a Committee can take valid resolutions, but only unanimously, even if no notice has been given.
- 11.8. A Committee may also take resolutions without holding a meeting provided that all members express themselves in favour of the proposal in question in writing, by e-mail, telegraph or by telecopier. The documents evidencing such resolution shall be included in the minute book.

Resignation of a member of a Committee.

Article 12.

A member of a Committee shall resign from such a Committee:

- a. if he no longer works in the Program for which he was appointed in that Committee;
- b. with respect to a member A of the Board, if he resigns as a member from the Board as provided in article 7;
- c. on his death;
- d. through resignation, voluntary or by rotation;
- e. as a result of his bankruptcy becoming irrevocable, his losing free control of his estate in any way other than as a result of a suspension of payments granted to him;
- f. through dismissal by the Assembly.

Duties of the Assembly.

Article 13.

The duties of the Assembly are:

- a. pursuant to article 6, paragraph 3, to meet in order to enable the appointment of ten members A of the Board as provided for in article 6, paragraph 1, under a;
- b. to approve certain resolutions of the Board as provided for in article 10, paragraph 12;
- c. to discuss the reports of the various Committees;
- d. to evaluate and discuss any subjects concerning the foundation and its objectives, not being a management subject as may be determined by the Assembly from time to time.

Duties of the Board.

Article 14.

- 14.1. Without prejudice to the other provisions of these articles of association, the Board is responsible for managing the foundation and supervising the day-to-day management.
- 14.2. The duties of the Board include the taking of resolutions to:
- a. determine the nature, extent and function of the work of the foundation;
 - b. determine the budget of the foundation;
 - c. adopt and approve the annual accounts of the foundation;
 - d. granting the approval for the five-year policy plan drawn up by the Board of Directors;
 - e. enter into, amend or terminate - other than within the framework of the normal business of the foundation - agreements on cooperation with other institutions performing work similar to that of the foundation;
 - f. reach settlements or appearances in court, including arbitration and binding recommendation procedures;
 - g. file for bankruptcy and suspension of payments;
 - h. appoint a person as referred to in article 20, paragraph 3;
 - i. take on long-term debts;
 - j. grant approval for agreements to buy, dispose of or encumber registered property and the conclusion of agreements whereby the foundation undertakes to stand surety as main co-debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party and to conclude financing and other agreements to promote the objectives of the foundation, including agreements with national health services and insurance companies;
 - k. grant approval as referred to in article 21, paragraph 4;
 - l. issue rules with regard to the implementation of the objectives of the foundation on the basis of scientific development in the field of organ transplantation.
- 14.3. Without prejudice to the provisions of article 14, the Board may delegate powers to the Board of Directors.
- 14.4. The Board can obtain assistance in the fulfilment of its duties and charge the assistance to the foundation.
- This assistance may consist of incidental advice, but may also be of a more permanent nature; in the latter case the Board is under an obligation to file the agreement in question in writing.
- This assistance may also be rendered, for the purposes of specific expertise, by one or more members of the Board.

Duties of the Committees.

Article 15.

- 15.1. Each Committee shall prepare and advice as to the following subjects:
- a. the definition and implementation of new rules for organ procurement and sharing;
 - b. the monitoring of specific allocation procedures within the foundation, including the Centre Codes;

- c. the formulation of short-comings in the allocation procedures;
- d. the draw up of adaptations and the implementation schedules;
- e. the examination of comments on the allocation procedures;
- f. the review of non-compliance by a Centre with allocation procedures;
- g. the proposal and suggestion of measures and/or sanctions in the event of non-compliance of a Centre of the allocation rules;
- h. data collection and scientific analyses.

Furthermore, the Committee instituted for Tissue Typing shall prepare and advise as to the following subjects:

- a. the introduction of new tissue typing and matching procedures;
- b. the performance of the Tissue Typing Laboratories in relation to the standards of the foundation.

The Board may request advice from a Committee for any matter relating to the Program for which the Committee has been instituted.

- 15.2. A Committee shall document the advices referred to in paragraph 1 of article 15 in a report to the Assembly at least one time a year.

In the event that a Committee advised the Board pursuant to a request as provided in paragraph 1 of this article 15 and with due observance of the guidelines as provided for in article 5, paragraph 3, such a Committee shall in a written report notify the chairman of the Assembly thereof.

In the event that the guidelines as referred to in article 5, paragraph 3 require that a Committee may only render such an advice upon consultation with the Assembly, the Committee in question shall only give an preliminary advice to the Board.

- 15.3. Each Committee shall adopt by-laws in which the organisation of a Committee shall be regulated. Any provision of by-laws which is contrary to the articles of association is null and void.

Duties of the Board of Directors.

Article 16.

- 16.1. Execution of day-to-day management of the foundation is the responsibility of the Board of Directors.

- 16.2. The duties of the Board of Directors include in particular:

- a. the preparation and execution of resolutions of the Board;
- b. the day-to-day management of movable and immovable property of the foundation;
- c. the day-to-day management of the financial funds;
- d. the effective operation of the organisation;
- e. the maintenance of external contacts;
- f. the care for the accommodation;
- g. the preparation and drawing up of the budget, the annual accounts and the annual report;
- h. the drawing up of a proposal for and implementation of an approved five-year policy plan;

- i. the conducting of summary proceedings - both as claimant and as defendant - and in general the taking of legal actions which admit of no delay or are purely of a distraint nature;
 - j. in general all matters which may reasonably be considered to belong to the day-to-day management, or have been passed to the Board of Directors by the Board, as the case may be.
- 16.3. The Board may request the Board of Directors to provide additional information with respect to one or more of the subjects mentioned in paragraph 2 of this article, incidental as well as on a continuing basis.

Representation.

Article 17.

- 17.1. The foundation shall be represented in court and otherwise by the Board or two members of the Board, acting jointly.
- 17.2. The Board can give a director continuing or non-continuing proxy.

Financial year, annual accounts and financial management.

Article 18.

- 18.1. The financial year shall be the calendar year.
- 18.2. The Board is under an obligation to keep such records of the financial position of the foundation that its rights and obligations may be known at any time. Annual accounts for the past year are adopted by the Board before the first of July following the end of the financial year.
- The Board is under an obligation to retain these documents for ten years. The annual accounts shall be signed by the President and Secretary/Treasurer of the Board and accompanied by a report on the activities and conduct of business in the financial year in question. After approval by the President the annual accounts and the annual report will be published.
- 18.3. The Board appoints a member of the Netherlands Institute of Chartered Accountants (Nederlands Instituut van Registeraccountants) to audit the annual accounts.

Article 19.

- 19.1. Except as prescribed in paragraph 4 of this article, only the annual proceeds of the capital of the foundation may be used for the objectives of the foundation, plus the income received in any year, under whatever name, which is not intended to be set aside as capital.
- 19.2. If in any year the funds available for the accomplishment of the objectives of the foundation are only partly used, the Board determines whether or to what extent the balance not used is added to the capital or is reserved for future accomplishment of the objectives.
- 19.3. The Board is free to invest and re-invest the capital of the foundation.
- 19.4. The Board may only use the capital of the foundation for the accomplishment of the objectives of the foundation.

Amendment of articles of association; dissolution.

Article 20.

- 20.1. The Board is entitled to make amendments to these articles of association with due observance of these articles of association; a resolution to do so may only be taken by a majority of at least two-thirds of the votes.
An amendment to the articles of association comes into effect by notarial instrument.
- 20.2. If the Board is of the opinion that the objects of the foundation cannot or can no longer be accomplished, it can dissolve the foundation with due observance of these articles of association; a resolution to dissolve is likewise taken by a majority of at least two-thirds of the votes.
- 20.3. In the event of dissolution, the foundation will be wound up by the members of the Board acting at that time; the articles of association continue to apply accordingly to the winding up of the foundation, and also to the filling of vacancies.
- 20.4. After all debts have been paid in full, the balance of the assets remaining shall be allocated, as far as possible within the meaning of article 2, paragraph 1, in a manner to be determined by the Board.

Article 21.

All cases falling within the limits of these articles of association but not regulated in them shall be provided for by a resolution of the Board.