



**STATUTES OF  
THE INTERNATIONAL SOCIETY OF BLOOD TRANSFUSION**

**ACCEPTED BY THE ISBT GENERAL MEETING  
JUNE 2013**

## **STATUTES**

### **Article 1: Name**

The name of the association is **The International Society of Blood Transfusion**, hereafter referred to as “the Society”.

### **Article 2: Registered Office and Official Language**

1. The Society has its registered office in Amsterdam and acts according to Dutch Law.
2. The Society’s working language is English. These Statutes are drawn up in Dutch and in English. In the event of any conflict in the text of these Statutes between the Dutch and English versions, the Dutch text takes priority.

### **Article 3: Objectives**

The objectives of the Society are:

- \* To promote and to maintain a high level of ethical, medical and scientific practice in blood transfusion medicine, science and related therapies throughout the world;
- \* To encourage and support the development of collaborative programmes for good practice, particularly in the context of less well developed blood transfusion services;
- \* To make provision for the exchange of views and information between members of the Society and other societies;
- \* To create global and regional opportunities for the presentation of research, new developments and changing concepts in blood transfusion medicine, science and related therapies;
- \* To establish close and mutually beneficial working relationships with relevant international and national professional societies, and with inter-governmental and non-governmental organisations, in order to disseminate knowledge of how transfusion medicine and science and related therapies may best serve donors and patients.

### **Article 4: Funds**

The funds of the Society include:

- a) The annual membership subscription fees, in accordance with the provisions of Article 6 paragraph 3.
- b) Any other income received by the Society and approved by the Board of Directors, including but not limited to donations, subsidies, inheritance and legacies. Income from inheritance may be accepted only without liability to debts beyond the assets descended.

### **Article 5: Members**

1. The Society has Individual members, Honorary members, and Affiliate members.
2.
  - a) Individual members are individuals with a background in transfusion medicine, related therapies and/or relevant fields of science. The Secretary General decides on all applications for individual membership. If the Secretary General considers the applicant unsuitable, the final decision rests with the Board of Directors.
  - b) Honorary members are individuals who have made a valuable contribution to the Society or field of transfusion medicine and science and related therapies and have been appointed as such by the Board of Directors.
  - c) An Affiliate member is any organisation, association or agency active in the field of transfusion medicine and related therapies and appointed by the Board of Directors. The organisation must be “not for profit”, not a commercial company and have made a commitment to abide by the Code of Ethics of the Society.
3. Membership is personal to the holder concerned. Affiliate members will be represented by an individual appointed in writing by the organisation.
4. The Executive Director maintains a register of the details of all members.

#### **Article 6: Membership Rights/Obligations**

1. Individual members are entitled to attend and vote in the Society's General Assembly, to stand in elections for membership of the Board of Directors, and to nominate candidates for elections to the Board of Directors.
2. Honorary and Affiliate members are entitled to attend and vote in the Society's General Assembly, but they are not entitled to hold a position on the Board of Directors. Honorary and Affiliate members have the right to nominate candidates for elections of the Board of Directors.
3. Individual and Affiliate members must pay an annual contribution fee, the amount and the conditions of which will be approved by the General Assembly. Exemptions to this requirement are outlined in the By-laws of the Society. Honorary members are exempt from paying contributions.

#### **Article 7: Termination of Membership**

1. Membership is terminated:
  - a) On the death of an Individual or Honorary member or on the dissolution of an Affiliate member;
  - b) By written notification of termination by the member to the Central Office;
  - c) By written notification of termination by the Society to the member;
  - d) As a result of expulsion.
2. Notification of termination of the membership, as mentioned under 1 b and c above, may only be given towards the end of a financial year and with due observance of a period of notice of four weeks. Membership may in any case be terminated by notice of termination given towards the end of the financial year preceding the year in which termination will take effect, or with immediate effect in the event that it cannot be reasonably expected to allow the membership to continue.

If a member has not paid their annual contribution by the end of three months after the commencement of the financial year the membership will be deemed terminated as per July 1 of that year.
3. Any notification of termination contrary to the provisions in the preceding paragraph will result in termination of membership at the earliest possible moment following the date at which notification of termination was given.
4. Members may terminate their membership with immediate effect within one month:
  - a) After they will have become conversant with or notified of a decision as a result of which their rights have been restricted or their obligations have been increased; the decision will then not be applicable to them. However, members may not terminate their membership with immediate effect in the event of a change in their financial rights and obligations;
  - b) After they have been notified of a decision to convert the Society into another legal form, for merger or for splitting-up.
5. The Society may terminate the membership in the event that a member has ceased to fulfil the requirements for membership laid down in the Statutes, in the event that the member has not observed their obligations towards the Society and also in the event that the Society cannot reasonably be expected to allow the membership to continue. Notice of termination will be given by the Board of Directors.
6. Members may only be expelled if they act contrary to the Statutes, the rules or resolutions of the Society or prejudice the Society in an unreasonable manner. The member will be expelled by the Board of Directors.
7. The member may appeal a decision to terminate their membership by the Society on the grounds that the Society cannot reasonably be asked to allow the membership to continue and a resolution for expulsion as a member. The procedure for appeal is described in the By-laws of the Society. During the appeal period and pending the appeal, the member will be suspended.
8. In the event that membership ends in the course of a financial year, the annual contribution will continue to be due in full.

#### **Article 8: Notices Convening General Assemblies**

1. General Assemblies are convened by the Secretary General on behalf of the Board of Directors, as described in this Article. Notices to convene a meeting must be in writing and sent to the addresses of the members included in the register of members as described in Article 5 paragraph 4. In this paragraph, 'in writing', if a member has given consent, also means a legible and reproducible notice sent by electronic means of communication to the address notified by the member for this purpose.
2. The Board of Directors must convene a General Assembly within four weeks of receiving a written request (which also includes an electronic recording) submitted by at least ten per cent (10%) of members eligible to vote in the General Assembly.
3. In the event that the Board of Directors fails to respond to the request following receipt of such a request the members who have made the request may convene a meeting themselves in accordance with this Article.
4. Except in the situation mentioned in paragraph 2 or 3 of this article, at least twelve weeks notice must be given.
5. The notice convening the General Assemblies must include the subjects to be addressed, without prejudice to the provisions of Articles 21 and 22.

#### **Article 9: General Assembly**

1. A General Assembly is held every year, normally connected with a congress. The General Assembly is held not later than six months after the end of the Society's financial year, unless this period has been extended by up to five months by the General Assembly.
2. All powers of the Society not conferred on other constituent bodies of the Society, by Dutch law or by these Statutes shall vest in the General Assembly.
3. The General Assembly's powers and responsibilities include the following:
  - a) determining the general policy;
  - b) suspending and dismissing the members of the Board of Directors;
  - c) adopting resolutions to amend the Statutes or to dissolve the Society;
  - d) ratifying the annual membership subscription fee for the following financial year;
  - e) adopting the annual report and accounts;
  - f) adopting the By-laws.
4. Extraordinary General Assemblies may be held as necessary as determined by the Board of Directors or following a request as referred to in Article 8 paragraph 2 or 3.

#### **Article 10: Attending and Casting Votes in the General Assembly**

1. All members of the Society, if not suspended, are entitled to attend General Assemblies. Suspended members shall be entitled to attend the General Assembly at which the resolution to suspend them and/or to terminate their membership is on the agenda and may address the General Assembly in respect thereof.
2. The General Assembly decides on the admission of all other persons.
3. Two percent of all members (including members of the Board of Directors) physically present or represented by another member constitute the quorum for decisions to be taken at the General Assembly. In the event that two percent of all members are not present or represented at a General Assembly, a second General Assembly will be convened and held within twelve weeks from then, at which General Assembly a resolution may be adopted on the proposal as brought up for consideration in the previous General Assembly, irrespective of the number of members present or represented.
4. Every Individual and Honorary member and representative of an Affiliate member is entitled to cast one vote.
5. Voting will only take place on motions that are shown on the pre-circulated agenda.
6. A member may vote by a written proxy granted to another member only on a motion included in the pre-circulated agenda for the General Assembly. With the exception of the Secretary General, a member may act as proxy for a maximum of five other members. The requirement that the proxy must be in written form is complied with if the proxy is recorded electronically.

#### **Article 11: Decision Making – Proceedings of the General Assembly**

1. The General Assembly adopts all resolutions, except for the resolutions set forth in Articles 21 and 22, by an absolute majority of the votes cast and in accordance with the provisions of paragraph 3 of this Article. In the event of a tie, the Chair's single vote will constitute the casting vote.
2. Subject to the approval of the Board of Directors, the voting right may be exercised by electronic means of communication. For this purpose the person entitled to vote by electronic means of communication must be able to be identified, and must be able to take cognizance of the proceedings at the meeting and exercise the right to vote. Alternatively votes cast prior to the General Assembly by electronic means of communications but not before the thirtieth day prior to that of the meeting shall be valid as those cast at the time of the General Assembly. Conditions may be set out by or pursuant to the Statutes (in the By Laws) for the use of these electronic means of communication.
3. Any unanimous resolution of all members, even if not present in a General Assembly, has the same force as a resolution of the General Assembly, provided it was passed with the advance knowledge of the Board of Directors.
4. Abstentions and invalid votes will be regarded as votes not cast.

#### **Article 12: Board of Directors**

1. Subject to the restrictions set out in these Statutes, the Board of Directors is entrusted with the management of the Society.
2. Subject to the approval of the General Assembly, 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.
3. The Society is represented by:
  - a) either the Board of Directors;
  - b) or two members of the Executive Committee acting jointly.
4. The Board of Directors ensures that the Society acts in accordance with the Statutes and resolutions adopted by the General Assembly.
5. The Board of Directors will meet at least once a calendar year.
6. Detailed descriptions of the responsibilities of Board members are set out in the Board Operating Manual.
7. 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 elections.
8. Six members of the Board of Directors constitute the quorum for resolutions to be taken by the Board of Directors.
9. Each member of the Board of Directors has the right to cast one vote relating to the affairs of the Board of Directors.
10. Resolutions at a duly convened meeting of the Board of Directors will be adopted on the basis of an absolute majority of the votes cast. In the event of a tie the Chair's single vote will constitute the casting vote.
11. Resolutions of the Board of Directors may also be adopted in writing (which also includes an electronic recording) outside of a Board of Directors meeting, provided that all Members of the Board of Directors entitled to vote carry such resolutions unanimously.
12. 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.

#### **Article 13: Composition of the Board of Directors**

1. The Board of Directors is appointed by the members of the Society as described in these Statutes.
2. The Board of Directors consists of:

- a) the President of the Society, serving a two year term;
  - b) the two Vice Presidents, elected for four year terms which will not coincide. The longer serving Vice president shall become the senior Vice President;
  - c) a Secretary General and Treasurer, elected for four year terms;
  - d) a President Elect who will be elected for a two year term before assuming the Presidency;
  - e) the Past President serving for two years following completion of their term as President;
  - 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 Organization: the Eastern Mediterranean, South East Asia and Africa. Two Board members, not living in the same country, will be elected from the Western Pacific region and from the European region. Two Members of the Board of Directors will be elected from the Americas, one from Canada or the USA, the other from the remainder of the Americas.
3. The Secretary General and the Treasurer may be re-elected for a second four-year term.
  4. Without prejudice to the provisions of paragraph 3 of this article, the Members of the Board of Directors may not be nominated to the same post until after a period of at least four years has expired.
  5. If the number of members of the Board of Directors is less than six, the Board members still in office will nevertheless continue to form a lawful Board. However the Board is obligated to fill any vacancy as soon as possible.

#### **Article 14: Executive Committee**

1. The Board of Directors may delegate the daily management of the Society's affairs to an Executive Committee.
2. The composition of the Executive Committee will be as follows:
  - a) the President;
  - b) the two Vice Presidents;
  - c) the Secretary General;
  - d) the Treasurer;
  - e) the President Elect;
  - f) the Past President.
3. The Executive Committee ensures that the Society acts in accordance with the resolutions of the Board of Directors.
4. The Executive Committee will meet as often as the President deems necessary.
5. Four members of the Executive Committee constitute the quorum for resolutions taken by the Executive Committee.
6. Each member of the Executive Committee has the right to cast one vote relating to the affairs of the Executive Committee.
7. Resolutions at a duly convened meeting of the Executive Committee will be adopted on the basis of an absolute majority of the votes cast. In the event of a tie the Chair's single vote will constitute the casting vote.
8. Resolutions of the Executive Committee may also be adopted in writing (which also includes an electronic recording) outside of an Executive Committee meeting, provided that all Members of the Executive Committee entitled to vote carry such resolutions unanimously.

#### **Article 15: Board Succession**

1. If the President cannot act for any reason, the Senior Vice President will take over the duties of the President automatically until the next elections or until the President is able to resume office, depending on which occurs first. If both the President and the Senior Vice President cannot act for any reason, the other Vice President automatically assumes the duties of the President until the next elections to the extent necessary.
2. 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 simple majority of the votes to discharge the duties of this position until the next elections of the Society.
3. In exceptional circumstances, where for any reason an Executive post holder is unable to serve,

the Board of Directors may pass a resolution to call a special election to fill the vacant position.

#### **Article 16: Nomination and Election of Board of Directors**

1. Elections for the Board of Directors shall be held prior to a General Assembly.
2. A nominations committee will be established before each election in order to identify suitable candidates to stand for vacant Board positions. The Board of Directors appoints the nominations committee, consisting of the President Elect as the chairperson, one outgoing Board member and at least one Individual member of the Society, who has been a member of the Society for at least five years and should not come from the same World Health Organization (WHO) region as the chairperson and outgoing Board member.
3. The procedure for nominations and elections to the Board of Directors is as follows:
  - a) The Secretary General shall notify all members of the elections at least six months in advance of the relevant General Assembly and call for nominations to fill vacancies on the Board of Directors. The call for nominations will be sent to all members who are accepted members of the Society on the date of the call for nominations.
  - b) Nominees can only be Individual members who are members of the Society on the date of the call for nominations.
  - c) Nominations must be proposed by two Individual, Honorary or Affiliate members who were accepted members on the date of the call for nominations.
  - d) The nomination must include details of the candidate as defined by the nominating committee.
  - e) The nominations must be received by the Secretary General at least four months before the relevant General Assembly.
  - f) The Secretary General is responsible for ensuring that the nominees fulfil the criteria for nomination as outlined above under b, c and d and notifies the candidates.
  - g) The nominations committee may recommend one or more persons for each Board vacancy from the list of nominees for the relevant post.
  - h) The Secretary General will send a notice by electronic means at least three (3) months before the relevant General Assembly to all members who were accepted members of the Society at the time of the call for nominations announcing the opening of voting. The notice will include the closing date which will be at least thirty (30) days prior to the relevant General Assembly.
  - i) The names of the candidates and their details will be made available.
  - j) Voting will be carried out electronically.
  - k) Each member will cast their vote in favour of the candidate of their choice.
  - l) Two Tellers, who will not be members of the Board, will be appointed by the President.
  - m) The Tellers will verify the electronic voting procedure and report the result to the Secretary General.
  - n) The Secretary General will make the result of the election known to the members.
  - o) In the event of a tie or in any situation the Board of Directors deems necessary the election procedure described in this article under paragraph 3 from g) to n) will be followed with the exception that the Board of Directors will decide within which period of at least two months the members may cast their votes.
4. If a member does not have access to internet the Society will take care that this member can participate in the election procedure.

#### **Article 17: Termination of Board Membership**

1. Any member of the Board of Directors may at any time be dismissed or suspended by the General Assembly, even if they have been appointed for a predefined period. Any suspension that does not end within five months because no resolution 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;
- c) ending of the term of office.

#### **Article 18: Executive Director**

1. The Society has an Executive Director.
2. The Executive Director is an *ex officio* member of the Board of Directors and Executive Committee, without voting rights.
3. The Executive Director is appointed and dismissed by the Board of Directors.
4. The responsibilities of the Executive Director will be defined in the Board Operating Manual.

#### **Article 19: Vox Sanguinis**

The scientific journal of the Society is Vox Sanguinis. The organisation of Vox Sanguinis is described in the By-laws of the Society.

#### **Article 20: Annual Report, Annual Accounts and Notes**

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 finances of the Society, produce an annual report on the activities of the Society, and keep the books, documents, and other databases in such a manner that the rights and obligations of the Society may be recognised at all times.
3. Except where the term is extended by the General Assembly, the Board of Directors must publish its annual report on the situation of the Society and the policy pursued at the Annual General Assembly as referred to in Article 9 paragraph 1. It must submit the balance sheet and the statement of income and expenditure with the explanatory notes to the General Assembly. 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. If after the deadline has expired no account has been produced, any member may demand the appropriate action 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. A report from the auditor must be provided at the General Assembly.
5. For the purposes of the audit, the Board of Directors must assure that the auditor is provided with any requested information, show the auditor 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 shall not serve as a discharge and release of any member of the Board of Directors.
7. The Board must save the documents referred to in paragraphs 2 and 3 of this Article for a period of seven years.

#### **Article 21: Amendment to the Statutes**

1. The Statutes of the Society may be amended only by a resolution adopted by the General Assembly convened by a notice to that effect.
2. An amendment of the Statutes may be proposed by:
  - a) the Board of Directors;
  - b) ten per cent of members eligible to vote in the General Assembly who give notice of their proposal in writing. The Secretary General must have received such amendments at least six months prior to the relevant General Assembly.
3. The members that have convened the General Assembly for the amendment to the Statutes 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 after the General Assembly. This might include an electronic copy on the Society website.
4. A resolution to amend the Statutes requires a majority of at least two thirds of the votes that were validly cast at the General Assembly, with due observance of the provisions set out in Article 10 paragraph 3.
5. An amendment to the Statutes will only take effect after a notarial deed has been drawn up in



respect of it. Any member of the Board of Directors will be competent to have the deed executed.

**Article 22: Dissolution**

1. The Society may be dissolved by a resolution of the General Assembly to this effect. The provisions of paragraph 1 up to and including 4 of Article 21 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 them.
2. For the liquidation of the assets of the dissolved Society the Members of the Board of Directors act as liquidators.
3. The provisions of these Statutes regarding the appointment, suspension and dismissal of the Board Members also apply to the liquidators. A liquidator has the same powers, obligations and liabilities as a Board Member in so far 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 will apply.

**Article 23: Disputes**

All disputes that relate to the interpretation of the text of these Statutes or matters in respect of which no provisions were included in these Statutes or only to an insufficient extent are settled by the Board of Directors.

**Article 24: By-laws**

1. The General Assembly may adopt By-laws.
  2. The By-laws may not violate Dutch civil-law or these Statutes.
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