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92.04.01

INTERNATIONAL SOCIETY FOR FIBRINOLYSIS AND THROMBOLYSIS

The undersigned:

Meyer M. Samama, Chairman of the International Committee on Fibrinolysis, 115 Rue de Vaugirard, Paris 75015, France, of French nationality;

Désiré Collen, Vice-Chairman of the International Committee on Fibrinolysis, Schoonzichtlaan 20, B-3020 Herent, Belgium, of Belgian nationality;

Fedor Bachmann, Council Member of the International Committee on Fibrinolysis, Chemin Praz-Mandry 20, CH-1052 Le Mont, Switzerland, of Swiss nationality;

Pieter Brakman, Council Member of the International Committee on Fibrinolysis, Groot Hoefijzerlaan 6, 2244 GH Wassenaar, The Netherlands, of Dutch nationality;

Johan Davidson, Editor-in-Chief of "Fibrinolysis", Roman Road 20, Bearsden, United Kingdom, of British nationality;

have agreed to

found a society under the name of "INTERNATIONAL SOCIETY FOR FIBRINOLYSIS AND THROMBOLYSIS", to be governed by the following articles:

DESIGNATION

Article 1

An international society is hereby founded, in accordance with the Belgian law of 25 October 1919, amended by the Belgian law of 6 December 1954, under the name of "INTERNATIONAL SOCIETY FOR FIBRINOLYSIS AND THROMBOLYSIS", with its registered office at Gasthuisberg, Onderwijs & Navorsing, Herestraat 49, B-3000 Leuven, Belgium. The Society is founded for an indefinite period, and the registered office may be relocated by virtue of a decision by the Council. Such decision must be announced in the Belgian Official Journal.

OBJECTS

Article 2

The objects of the Society, which has no profit motive, are exclusively scientific and educational in nature. Specifically, the objects include the furtherance of scientific research relating to fundamental and medical aspects of Fibrinolysis and Thrombolysis, the furtherance of research in related disciplines, the interchange of ideas through the organization of scientific conferences and the publication of a scientific journal on Fibrinolysis and Thrombolysis, and the stimulation of scientific activities for the developments in Fibrinolysis and Thrombolysis. The Society also has as its object the furtherance of the cooperation with "The International Society on Thrombosis and Haemostasis", and the "Scientific and Standardization Committee" and particularly with its Subcommittee on Fibrinolysis.

MEMBERS

Article 3

The Society consists of natural persons and has two classes of members, namely active and sponsoring members.

Active members: the eligibility for election to active membership shall be based on the candidate's continuing scientific interest in the broad field of Fibrinolysis and Thrombolysis. Candidates for active membership will be submitted by the Council at the next General Meeting. The General Meeting decides by simple majority of votes on the acceptance of the candidates as active members. The annual dues of these members will be fixed by a ruling of the Council which is to be approved by the General Meeting.

Sponsoring members: the eligibility for election of sponsoring members shall be based on their financial contributions to the International Society for Fibrinolysis and Thrombolysis. Candidates for such election are proposed by the Council at the next General Meeting. The General Meeting decides by simple majority of votes on the acceptance of the candidates as sponsoring members. The annual dues of these members will be fixed by a ruling of the Council which is to be approved by the General Meeting.

Article 4

A member of the Society may resign by submitting his resignation by means of a registered letter addressed to the Council, which shall accept the

resignation at its next meeting, providing the member concerned has paid all subscriptions due up to that date.

A member may be expelled by at least three quarters of the votes which are represented at the General Meeting, and under the following conditions:

1. If a member has damaged the honour of the Society;
2. If a member no longer meets the conditions set by the Society for acceptance;
3. If a member remains in default of his annual subscription for three consecutive years.

A member who, by reason of death or otherwise, no longer constitutes part of the Society, has no rights in respect of the Society's assets.

GENERAL MEETING

Article 5

The General Meeting shall be authorized to carry out all activities which help in the achievement of the Society's objects.

Article 6

The General Meeting is required by law to meet annually under the chairmanship of the Chairman at the location of the Society's registered office or at a place to be designated in the convocation. The convocation shall be carried out by the Chairman, who shall place an announcement to that effect in the Society's journal (to be determined), stating the agenda, date and time of the General Meeting.

The General Meeting may also be convened by at least five members of the Council.

Whenever the Society organizes a scientific conference, the General Meeting for the year concerned shall be held during said conference, unless decided otherwise by a majority of the members.

Every active member may represent one other active member by means of a written proxy.

Article 7

Save in the exceptional cases specified in these articles, resolutions shall be adopted by a simple majority of the active members present, and shall be brought to the notice of all members by publication in the Society's journal.

No decision may be taken on any subject which has not been recorded on the agenda, except by means of unanimous resolution.

Article 8

The resolutions of the General Meeting shall be listed in a register, signed by the Chairman, the Vice-Chairman and the Secretary.

COUNCIL

Article 9

The Society shall be managed by the Council, consisting of at least 12 active members of whom at least one must possess the Belgian nationality and in which at least four different countries from at least two continents must be represented. Notwithstanding the foregoing, the Council may consist as a transitory provision, of at least three founding members until 31.12.1992.

Four of these twelve members of the Council shall be replaced every two years by four new members. This replacement shall take place on the basis of seniority.

Members of the Council shall be appointed by the General Meeting by simple majority of votes. The term of their mandate shall be fixed at six years.

Members of the Council may be dismissed by a General Meeting which decides by a majority of two thirds of the active members present.

Article 10

The Council shall elect by secret vote from among its members and for a renewable term of two years, a Chairman and a Vice-Chairman and for a term of 4 years a Secretary/Treasurer, and an "Editor-in-Chief" of the Society's journal (to be designated). The Council may appoint an Executive Director who is not a member of the Council, who will be responsible for the business management of the Society, as defined by a ruling of the Council.

On election to one of these offices, the mandate of the Council member concerned may be extended by a term corresponding to the term of the elected mandate.

The Council shall meet at the request of the Chairman or at the request of three members of the Board. Its resolutions shall be passed by a majority of the members of the Council. In case of a tied vote the Chairman's vote shall be decisive.

Article 11

Resolutions passed by the Council shall be entered in the register signed by the Chairman, the Vice-Chairman and the Secretary, and shall be kept by the Secretary or the Executive Director, if appointed, who shall make the resolutions available to the members of the Society.

Article 12

The Council shall have full authority with respect to the management and running of the Society, subject to the authority of the General Meeting. The Council may charge its Chairman, or one or more members of the Council, or another person appointed for the purpose, with the day-to-day management.

The Council, subject to approval by the General Meeting by common majority, may set up a number of special committees. The Council shall specify further and in more details the various responsibilities and tasks of these committees in a ruling, which must be approved by the General Meeting.

Article 13

All acts which commit the Society in matters other than those connected with the day-to-day management, shall be signed by two members of the Council.

Article 14

All legal actions, both as plaintiff and defendant, shall be conducted, prosecuted and expedited by the Council, represented by its Chairman, or two members of the Board, or a person appointed for that purpose.

BUDGET AND ACCOUNTS

Article 15

The Society's financial year shall be closed each year on December 31/June 30.

The Council shall be bound to submit to the General Meeting each year the accounts for the financial year just ended and the budget for the following financial year.

AMENDMENT OF THE ARTICLES AND DISSOLUTION

Article 16

Any proposal which has as its object an amendment of the articles or the dissolution of the Society, must be issued by the Council or at least one third of the active members of the Society.

The Council must bring the date of the General Meeting which will decide on the proposal referred to, to the notice of the members of the Society at least two months in advance via publication in the Society's journal (to be designated).

No decision shall be obtained unless it is voted by a majority of two thirds of the active members of the Society.

Alternatively, a vote by mail may be convened under the same conditions as described above, which shall decide in a valid manner on the proposal referred to, by a majority of two thirds of the voting active members.

Amendments to the articles shall only become effective following approval by Royal Decree and after the conditions in respect of notification as required by Article 3 of the law of 25 October 1919 have been met.

The General Meeting shall determine the way in which the Society is to be dissolved and liquidated. Any remaining assets following liquidation should be transferred to a non-profit organization with related scientific or educational goals.

GENERAL PROVISIONArticle 17

All matters which are not determined by these articles, including the announcements which must be placed in the Belgian Official Journal, shall be dealt with in accordance with the provisions of the law.