

TRANSLATED BY VERTAAL CIRCUIT

AMENDMENT TO THE ARTICLES OF BY-LAWS/30111PG

On this tenth day of May two thousand four, appeared before me, Mr. Roeland Hugo Breedveld, civil notary at Leiden: Mr Paulus Johannes Martinus Giebels, employed and hereby choosing domicile at 2313 EL Leiden, Zoeterwoudsesingel 62, born in Vleuten-De Meern on the fifteenth of October nineteen hundred and seventy-three; acting in this matter as the person appointed by the general members' meeting of the association established in Leiden: WORLD MARROW DONOR ASSOCIATION, having its principle place of business at 2343 KB Oegstgeest, Kleyn Proffijtlaan 2, listed in the Commercial Register of the Chamber of Commerce and Industry for Rijnland in Leiden under file number 40448326, and authorised as such to adopt the amendment to the articles by this deed.

The person appearing stated:

- The association was formed by deed on the fourth of October nineteen hundred and ninety-four before civil notary J. Brouwer in Leiden.
- Since then the articles of by-laws have never been amended.
- On the twenty-second of April two thousand and four the general members' meeting of said association decided:
 - a. to comprehensively amend the articles of by-laws of the association
 - b. to appoint him to adopt this amendment to the articles by notarial deed.
- These articles of by-laws are apparent from the minutes of the meeting in question, which will be attached to this deed.

The person appearing subsequently declared to now amend the articles of by-laws of the association in such a way that these articles will now read as follows:

STANDING RULES OF PROCEDURE

Name and seat

Article 1

The name of the Association is: World Marrow Donor Association (WMDA) and it has its seat in the municipality of Leiden (The Netherlands).

Object

Article 2

1. The object of the Association is to issue guidelines for and to promote the international use of donor haematopoietic stem cells (HSC), umbilical cord blood units (CBU) for transplantation purposes and other haematopoietic cells (HC) for additional transfusion related to the transplantation.
2. It shall attempt to attain this objective by:
 - Creating an ethical, technical, medical and financial framework for this objective.
 - Promoting the establishment of a clinical monitoring system capable of documenting donor side effects related to HSC or HC donation.
 - Promoting exchange of information internationally about methods for identifying optimal HSC, CBU and HC sources and for improving the efficiency of donor searches.
 - Protecting the welfare and safety of the donor by issuing guidelines which ensure donor confidentiality.
 - Providing guidelines for donor recruitment efforts.

- Establishing guidelines and standards assuring that ethical and humanitarian concerns are comprehensively described and that financial transactions are fair and accountable.
 - Promoting the improvement and demonstrating the efficacy and safety of unrelated donor HSC/CBU transplants and HC transfusion and promoting the acquisition and maintenance of a donor and recipient cell/DNA repository that can be used in studies of transplant outcome.
 - Serving as an accreditation agency for donor registries and cord blood banks.
- All this in the broadest sense.

Duration

Article 3

The Association shall continue to exist for an indefinite period of time.

Membership

Article 4

1. WMDA membership shall be open to any individual or organisation that agrees to adhere to the objectives of the WMDA and who have applied to the Board as members and have been approved as such by the Board.
2. Registries/Cord Blood Banks may be admitted as members if:
 - a. their objectives include the coordination on a national level of the direct provision of HSC, CBU and HC on an international level (a so-called HUB-centre);
 - b. they have been reviewed and approved by the Board of the WMDA,
 - c. they are current with their admission and/or membership fee to the WMDA, and
 - d. comply with the remaining demands, as formulated in the bylaws and house rules of the WMDA.
3. Individual membership is open for clinicians, scientists and others with an interest in HSC transplantation, whose admission and/or membership dues are current and who wish to receive WMDA meeting announcements, minutes and other information.
4. The Association also recognises honorary members. Honorary members are those organisations or individuals who, by reason of their particular services rendered to the Association, have been appointed as such by the general members' meeting and who have accepted their appointment. Honorary members or their representatives have the right to **attend and to** speak at Board meetings and general members' meetings.
5. If the Board turns down an application for membership, the general members' meeting can still decide to proceed to admission. The general members' meeting can delegate this power to a committee which it has designated from among its members, consisting of at least three persons who do not sit on the Board.

Article 5

The membership shall be personal to that legal entity or individual and therefore not capable of transfer or transition.

Article 6

1. The membership shall terminate:
 - a) as a result of the death of the member. If a legal entity is a member of the Association, its membership shall end whenever it ceases to exist, also if this ceasing to exist is the consequence of a merger;

- b) by cancellation of the membership by the member;
 - c) by cancellation of the membership by the Association;
 - d) by expulsion.
2. Cancellation of membership by a member can only take place at the end of a financial year, provided this be done in writing and subject to at least four weeks' notice. The membership can be terminated by cancellation immediately, however:
- a) if it can, in reason, not be demanded that the membership be continued;
 - b) within one month after the adoption of a resolution by which the rights of the members are restricted or their obligations are increased came to the notice of or was communicated to the member;
 - c) within one month after a member was informed of a resolution to give the Association another legal form or of a resolution to merge.
- Cancellation of membership by the Association can only take place in such a manner that it takes effect at the end of a financial year. The membership shall be cancelled by the Board, in writing and subject to at least four weeks' notice. Cancellation of membership by the Association can only take place if it cannot reasonably be demanded of the Association that the membership be continued. If the membership is not cancelled on time, it shall be continued until the end of the following financial year.
3. A member can only be expelled if he violates the rules, the regulations or the resolutions of the Association, which shall be the case, for example, if the member fails to pay his annual contribution or fails to do so in time, despite any reminders, or if a member injures the Association in an unreasonable manner. Expulsion shall be effected by the Board, which shall inform the member concerned of the resolution as soon as possible, the reasons being stated. The person or organisation involved shall have the right to appeal to the general members' meeting within one month of receipt of the notification. During the time prescribed for the appeal and pending the appeal, the member shall be suspended. The resolution by the general members' meeting to expel the member shall be adopted by a majority of at least two thirds of the number of votes cast. The provisions of article 4, paragraph 5, last sentence shall apply analogously.
4. If the membership ends in the course of a financial year, the entire annual contribution shall nevertheless be due by the member.
5. The Board can suspend a member who violates the rules, regulations or resolutions of the Association or who injures the Association in an unreasonable manner for a period to be determined by the Board, but which period shall not exceed six (6) months. The provisions of paragraph 3 concerning an 'appeal' shall apply analogously.

Contributors

Article 7

Contributors are organisations or individuals who have been admitted as such by the Board. This status will be open to any volunteer, professional or commercial organisation interested in promoting the WMDA objectives, but is not directly involved in providing HSC, CBU and HC internationally. The Board shall have the right to terminate the contributorship by means of a cancellation in writing. Contributors shall be obliged to make an annual financial contribution to the Association, the minimum amount of which shall be fixed by the general members' meeting. Each organisation will designate an individual to serve as the WMDA contact. Contributors do not have voting rights.

Funds

Article 8

1. The funds of the Association consist of the annual contributions made by the members and the contributors, any admission fees, testamentary dispositions, bequests, donations and other income and revenues.
2. Each of the members shall pay an annual amount to the Association. The amount will be dependent upon the class of membership of that member, as designated by the general members' meeting and as described in article 13 paragraph 2.
3. New members shall pay an admission fee which shall be fixed by the general members' meeting.

Board

Article 9

1. The Board shall consist of not less than four persons, including the president, secretary, treasurer and president-elect. These four persons together shall constitute the Executive Committee.
2. The Board members are appointed on the basis of a proposal. The Board is entitled to propose candidates for Board membership.
The Board's proposal is announced together with the convocation notice for the general members' meeting.
The proposal is binding, unless the general members' meeting votes against the proposal by a majority of at least two thirds of the number of votes cast.
3. Each member of the Board can at all times be suspended or removed by the body by which he was appointed, the reasons being stated. A resolution regarding suspension or removal shall be adopted by the general members' meeting by a majority of at least two thirds of the votes cast.
4. If, in case of suspension of a member of the Board, the general members' meeting has not resolved his removal within three months thereof, the suspension shall terminate. The suspended member of the Board shall be given an opportunity to account for himself at a specially convened general member' meeting, on which occasion he can have himself/herself assisted by a legal advisor.
5. Board Members shall be appointed for a period of service of two years. Board members shall resign by rotation, the order of resignation being fixed by the Board. The Board member who thus resigns shall be eligible for re-election forthwith, to serve for a maximum period of six years in that position.
6. Any vacancies shall be filled as soon as possible. A Board which is not complete shall keep its executive powers.

Article 10

1. The Board shall be entrusted with the management of the Association. Any Executive Committee shall be charged with the day-to-day management of the Association. The Board can delegate duties and powers to any Executive Committee until further notice.
2. Without prejudice to the provisions of paragraph 3 of this article, the Board shall also have the right to adopt resolutions to enter into agreements to acquire, dispose of or encumber register-bound property, to enter into agreements by which the Association binds itself as a guarantor or as a several co-debtor, assumes liability for a third party or commits itself to provide security for a debt of a third party.

3. The Board shall require the permission of the general members' meeting for resolutions to enter into agreements as those specified above in paragraph 2. Without the approval referred to above, the Association cannot be validly represented with respect to these legal acts.

Article 11

1. The Board shall represent the Association.
2. The power of representation shall also belong to the president acting in concert with the secretary or treasurer, or the secretary acting in concert with the treasurer. Each member of the Board shall be independently entitled to perform legal acts, the interest or value of which for the Association does not exceed an amount of two thousand euros (EURO 2.000), or by which the Association is bound for a period of not more than three months.
3. The Board can authorise one or more members of the Board, or others, to represent the Association, either together or individually, within the limits of said authorisation.

The General Members' Meeting

Article 12

The general members' meetings are announced in such a way and are held in such a place, that the members or their representatives respectively are able to attend these meetings and that they can be reasonably expected to know that the meetings will be held, and which business will be transacted during such meetings.

Article 13

1. Members of the Association who have not been suspended, persons who sit on the administrative organs of the Association, and those who have been invited by the Board and/or the general members' meeting shall have access to the general members' meeting. A suspended member shall have access to the meeting at which the resolution to suspend him is discussed, and shall be authorised to speak about the matter.
2. The above-mentioned members shall be entitled to vote at the general members' meeting. Each organisation will designate an organisational representative who will be eligible to cast votes on behalf of the organisation. The number of votes of each organisational membership class is dependent upon the class of membership of that member. A member is assigned a class by the general members' meeting according to the number of donors or cord blood units registered internationally and with due observance of the house rules as established by the general members' meeting. The individual members shall have one vote each.
3. Anyone who is entitled to vote can have his vote cast by another member who is entitled to vote and who has been designated to that end by an instrument in writing. A member can cast a vote as proxy for not more than two members.
4. A unanimous resolution (other than a resolution to alter the standing rules of procedure) adopted by all those who are entitled to vote at the general members' meeting, even if they are not in meeting assembled, shall have the same force and effect as a resolution adopted by the general members' meeting, provided it has been adopted with the prior knowledge of the Board.
5. The President shall determine the way in which votes are taken at general members' meetings.

6. All resolutions for which the law or these rules do not prescribe a larger majority shall be adopted by an absolute majority of the votes cast.
If the votes are equally divided in the case of a vote on a motion not concerning persons, the motion shall have been rejected. If the votes are equally divided in case of a vote concerning the election of persons, lots shall be drawn.
If, in case of an election between more than two persons, no absolute majority is secured by anyone, there shall be a second vote between the two persons who have secured most votes, if necessary after an intermediate vote.

Article 14

1. The general members' meetings shall be presided over by the President, or in his absence, by the oldest member of the Board present.
If no members of the Board are present, the general members' meeting shall provide its own chairperson.
2. The opinion expressed by the chairperson at the general members' meeting that a resolution has been adopted regarding the outcome of a vote shall be decisive. The same shall apply to the contents of an adopted resolution, in so far as the vote concerned a motion, which had not been laid down in writing.
3. The secretary or another person appointed by the chairperson shall keep minutes of the proceedings of the general members' meeting.
These minutes shall be confirmed and signed at the same or the following general members' meeting by the chairperson and the secretary of that meeting.

Article 15

1. Besides the general members' meeting mentioned in Article 16, general members' meetings shall be convened by the Board as often as it sees fit.
2. At the written request of at least the number of members who are entitled to cast one tenth of the votes in a plenary general members' meeting, the Board shall be obliged to convene a general members' meeting within a period not exceeding four weeks after the request was submitted.
If the request is not complied with within a fortnight, the requesters themselves can convene the general members' meeting. In that case, the requesters can entrust others than members of the Board with the presidency of the meeting and with the keeping of the minutes.
3. If the general members' meeting has not been convened in writing, valid resolutions can nevertheless be adopted by the general members' meeting, provided at least the number of members who are entitled to cast fifty per cent of the votes in a plenary general members' meeting is present at the meeting and provided none of them, nor the Board, opposes the adoption of a resolution. If the term of notice for the convocation of the meeting was shorter than the prescribed term of notice, the general members' meeting can nevertheless adopt valid resolutions, unless such a number of members present who are entitled to cast one tenth of the votes in that meeting oppose this. The provisions of the first sentence of this paragraph shall apply analogously to the adoption of resolutions by the general members' meeting regarding subjects that were not put on the agenda.

Article 16

1. The financial year of the Association shall be the calendar year.
2. At least one general members' meeting shall be held annually. At this general members' meeting, the Board shall present an annual report on the course of business of the Association and the policies pursued. It shall submit the balance sheet and a statement of income and expenditure with explanatory notes to the meeting for approval. These documents shall be signed by two board members. If the signature of one of them is lacking, this shall be reported, the reasons being stated.
3. If a statement regarding the true and fair view represented by the documents referred to in the preceding paragraph, drawn up by an auditor as referred to in section 292, subsection 1, Book 2 of the Netherlands Civil Code, is not submitted to the general members' meeting, the general members' meeting shall each year appoint a committee of at least two members who do not sit on the Board.
4. The Board shall send the documents referred to in paragraph 2 to the committee at least one month before the day on which the general members' meeting in which these documents will be discussed is to be held.
5. The Board shall be obliged to provide the committee with all the information it may request for the purpose of its examination, to show the committee, upon request, the cash and securities, and to allow the committee to inspect the books and records of the Association.
6. Should the committee be of the opinion that such an examination requires specific accounting knowledge, it can have itself assisted by an expert at the expense of the Association.

Alteration of the standing rules of procedure

Article 17

1. The standing rules of procedure can only be altered by a resolution of a general members' meeting which has been convened by means of notices in which it has been stated that at that meeting a proposal will be made to alter the standing rules of procedure.
2. The persons who have sent the notices convening the general members' meeting at which a motion to alter the standing rules of procedure will be discussed shall be obliged to deposit a copy of such proposal, in which the proposed alteration has been included verbatim, in which an appropriate place for inspection by the members, at least five days before the meeting, until after the end of the day on which the meeting is held.
3. A resolution to alter the standing rules of procedure can only be adopted by the general members' meeting by a majority of at least two thirds of the number of votes cast.
4. An alteration of the standing rules of procedure shall not become effective until a notarial deed has been drawn up thereof. Each of the members of the Board shall be entitled to cause such deed to be executed.
5. The provisions of paragraphs 1 and 2 of this article shall not apply if all persons entitled to vote are present or represented at the general members' meeting and the resolution to alter the standing rules of procedure is adopted unanimously.
6. The Members of the WMDA Board shall be obliged to deposit an authentic copy of the deed witnessing the alteration of the standing rules of procedure and a complete copy of the continuous text of the standing rules of procedure as they read after the alteration at the office of the Register of Associations kept by the Chamber of Commerce and Industry.

Dissolution and liquidation

Article 18

1. The provisions of paragraphs 1, 2, 3 and 5 of article 17 shall apply analogously to a resolution of the general member' meeting to dissolve the Association.
2. When the resolution referred to in the preceding paragraph is adopted, the General Members' Meeting shall also determine how the credit balance shall be used, which shall be in accordance with the objects of the Association as much as possible.
3. The Board shall be entrusted with the liquidation.
4. After the dissolution the Association shall continue to exist in so far as this is necessary for the liquidation of its capital.
During the liquidation the provisions of the present standing rules of procedure shall remain effective in so far as possible. In documents sent and announcements made by or on behalf of the Association, the words: in liquidation ("in liquidatie") must be added to its name.
5. The Association shall cease to exist at the moment at which there are no longer any assets of which the Association or its liquidator(s) are aware. The liquidator(s) shall report the fact that the Association has ceased to exist to the registers in which the Association has been entered.

Article 19

1. The books and records of the dissolved Association must be kept for ten years after the end of the liquidation. The custodian shall be the person designated to that end by the liquidators.
2. Within eight days of the commencement of his custody obligation the custodian must state his name and address to the registries in which the Association has been entered.

Regulations

Article 20

1. The general members' meeting can lay down or alter one or more sets of regulations, in which matters are dealt with for which these standing rules of procedure do not or not fully provide.
2. A set of regulations may not contain any provisions that are in contravention of the law or these standing rules of procedure.
3. The provisions of article 17, paragraphs 1, 2 and 5 shall apply analogously to resolutions to enact and alter regulations.

TAKING NOTICE

The person appearing is known to me, civil notary.

The substance of this deed has been indicated and explained to him. He stated that he did not require the deed to be read out in full. Subsequently the deed was read out in outline and was immediately thereafter signed by the person appearing and by me, civil notary.

(Followed by the signing of the deed)

ISSUED AS A TRUE COPY.