

THE COMPANIES LAW (CAP. 113)
LIMITED COMPANY BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THALASSAEMIA INTERNATIONAL
FEDERATION

1. In the present regulations

“Law” means the company Law (CAP. 113). It includes any law amending or substituting the same.

“Federation” means the company of limited liability by guarantee:
THALASSAEMIA INTERNATIONAL FEDERATION.

“Board” means the board of the Federation.

“Seal” means the common seal of the company.

“Republic” means the Cyprus Republic.

“Conference” means the bi-annual Conference of the Federation during which the General Assembly be held.

Where this Constitution makes reference to any activity of the Federation, it should be made in writing, this activity will be interpreted to mean that unless there is an expressed provision to the contrary the activity may be made either by printing, lithography, or photocopy or any other means which is used for the printing or reproduction of the written word for the purpose of being read clearly. Unless otherwise expressly stated, the present Articles of Association will be interpreted in accordance with the provisions of the law, and the words and phrases used in this Constitution will have the same meaning as in the Law.

2. The number of the members with which the Federation proposes to be registered, shall not exceed 999.

3. The subscribers to the Constitution of the Federation and the persons subsequently accepted by the board (as members) shall be members of the Federation.

MEMBERS

4. (a) Categories of members:
 - (i) Associate members
 - (ii) General members
 - (iii) Voting members

Members of the aforementioned categories must be from Member States of the United Nations. Interested parties from countries not recognized by the United Nations may be accepted as observers.

- (b) Required Qualifications for Membership:

- (i) Associate members

Any association, company, or individual interested in Thalassaemia may apply to become an Associate member. Associate members have no voting rights.

- (ii) General members:

Any Thalassaemia non-Governmental Organization/Association, which is involved with Thalassaemia and whose objectives are the same or similar with the objectives of the Federation, can become a General member, provided it fulfills the following requirements and provided it is approved by the Board:

- It is a non-Governmental organization or Association legally registered in its own country.
- It has completed the official document of the Federation for the registration of members.
- It submits, along with completed documents, the Constitution and the Registration Certificate issued to the Organisation/Association in its own country.
- To state the number of its members according to their category (Thalassaemia patients, parents and non-Thalassaemics).

- To submit, along with the application, the sum of money which is assigned by the Board for the Registration and the Annual fee.

The General members are entitled to participate in all the activities of the Federation with the exception of the meetings of the Board of Directors, with two (2) representatives, one a Thalassaemia patient and the other a non-Thalassaemic. They will have the right to participate and express opinions but they will not have the right to vote.

(iii) Voting members:

One year following the approval by the Board and the Registration as a General member, the Organisation/Association/Federation has the right to become a Voting member, after completing the specified document for Voting members and submitting the fee for the category as assigned by the Board. Once approved by the Board the member has the right to vote.

Voting members have the right to have from one to two representatives and have up to two votes, one for each representative. If the country has more than one Voting member then there is an election, within that country, to choose the two representatives, who will have the two votes. If a country has only one Voting member then that Voting member appoints one or two representatives.

If a country has one representative then he/she can be a Thalassaemia patient or a non-Thalassaemic. If the country has two representatives then one must be a Thalassaemia patient and the other a non-Thalassaemic.

The representatives of voting members who are not Thalassaemia patients cannot be medical doctors or scientists or other medical health professionals.

- (c) The Members, General or Voting, appoint their representatives and notify their names and details, in writing, to the Board. The Members may replace their representatives if there is a serious reason.

5. Approval of membership to any of the aforesaid categories, shall be at the discretion of the Board. In case of rejection of an application, the applicant has the right to appeal at the General Assembly, provided the applicant has informed the Board of its intention at least 60 days before the said General Assembly.

6. (a) A group of Organisations/Associations of a country, that join to form a Federation, may be considered to be one member. However, individual Organizations/Associations who are or are not members of the Federation of their country may also be registered directly as members.

PROCEDURE FOR MEMBERSHIP

7. (a) Associate members

Any association, company or individual in order to become an Associate member, must submit an application to the Board of Directors, complete a specific document for the registration of members, pay the registration fee and the annual subscription as assigned by the Board. At the next meeting of the Board of Directors, all applications received will be considered by the Board, in accordance with the requirements as stated in Article 4b(i).

- (b) General Members

Organizations/Associations/Federations who fulfill the criteria to become a General member must submit an application to the Board according to Article 4b(ii). The Board examines all the applications which have been received at its next meeting. In case of rejection of any application, Members of the Board who have objected must give the reasons for their objections to the Board.

- (c) Voting members

The General members of a country may apply for their admittance as Voting members, one year after their registration as General members, according to Article 4b(iii).

The Board examines the applications in its next meeting. Immediately after their approval, the Voting members acquire the right to vote.

In case of rejection of an application, the Members of the Board who have objected must give the reasons for their objection.

In all cases where an application is rejected, to become a Member, the Board has to notify the applicant in writing and give the reason for the rejection.

EXPULSION OF MEMBERS

- 8 (a) Should, at any time, the Board of Directors be of the opinion that the interests of the Federation may so require, it shall be its duty to invite any member, in writing, to withdraw from the Federation, giving the reasons that led to that decision. The member has the right, after applying in writing, to be present in the next meeting of the Board and to present its case. The Board may reconsider the decision but must provide a final decision with a 65% majority. The member who has been expelled may lodge a further appeal to the next General Assembly if they wish, through a written notification to the Board sixty (60) days before the Assembly.
- (b) No expelled member is entitled to the return of the Registration fee and Subscription.

REGISTRATION FEE AND ANNUAL SUBSCRIPTION

9. The registration fee shall be US\$60 for all members. Annual subscription shall be:
 - (a) US\$100 for Associate individuals and General Members, US\$500 for Associate Industries, and US\$300 for one or two Voting Members of a country.
 - (b) The Board has the right to change the amount, from time to time, as necessary.
 - (c) The Board, at its discretion, may exempt any Member from paying their Registration fee and/or Subscription, owing to their financial situation, on receipt of such requests in writing.

WHEN SUBSCRIPTIONS ARE DUE

10. All annual subscriptions shall be payable on or before the 28th day of February of each calendar year.

MEMBERS IN ARREARS

11. If the annual subscription of any Member has not been paid within three months of it becoming due, then the Member will be notified in writing. If the subscription has not been paid on or before the first day of June, then the Board has the right to either give an extension, or to expel the Member. The Member may, within a period of 12 months from the day of its expulsion, apply in writing and request a re-instatement. If the member provides an adequate explanation, the

Board may exercise its discretion and refuse or accept it's re-instatement as a Member of the Federation, following settlement of the arrears.

DISMISSAL OF REPRESENTATIVES OF MEMBERS

12. Representatives of Members automatically lose their status under the following circumstances:
 - (a) Resignation
 - (b) Death
 - (c) Unsoundness of mind as certified medically
 - (d) Any other legal obstacle as defined by law

Under such circumstances, the Members of the country shall appoint (nominate) new Members according to the Article 4(b)iii and 4(c).

13. Members automatically lose their capacity for any of the following reasons:
 - (a) Resignation
 - (b) Dissolution
 - (c) If they cease to have the qualifications to be a Member of the Federation.
 - (d) Any other legal obstacle.

GENERAL ASSEMBLY

14. The General Assembly is held at least every two years, or at the nearest TIF International Conference not exceeding 36 months, on a date and place specified by the Board of Directors. The Agenda shall be the following:
 - (a) Approval of the minutes of the previous General Assembly.
 - (b) Receive and approve the President's report on the activities up to the time of the Assembly.
 - (c) Receive and approve the audited accounts of the Federation and the appointment of auditors.

- (d) Election of a new Board of Directors (every second General Assembly).
- (e) The transaction of any other business which is included on the agenda and is related to the General Assembly.
- (f) To decide on any other matter, which is not specified or clearly stated, in the Constitution.

EXTRAORDINARY GENERAL ASSEMBLY

- 15. Extraordinary General Assemblies of the Federation shall be convened by the Board of Directors at any time they feel necessary. The Board shall call such an Assembly immediately upon request in writing by at least 30% of the number of Voting Members, stating the purpose for which the meeting is required.

CONVENING A GENERAL ASSEMBLY

- 16. Notice of a Regular or an Extraordinary General Assembly, must be sent to Voting members at least forty (40) days before the date of the Assembly.
- 17. In case of accidental omission to notify a Voting member, the proceedings of the Assembly are not cancelled. All notifications must be sent by registered mail, facsimile and email to avoid such omissions.

PROCEEDINGS AT GENERAL ASSEMBLIES OF THE FEDERATION

- 18. All General Assemblies of the Federation are presided over by the President or in his/her absence by the Vice President or in either cases assisted by the Secretary and the Treasurer. The Board may also appoint a four member committee to undertake all procedures necessary for a General Assembly. Representatives of Voting Members present have the right of one vote each upon each motion and, in case of a tie in the vote, the President will have a second casting vote.

QUORUM

- 19. No business shall be conducted at a General or Extraordinary Assembly unless there is a quorum of representatives of Voting members at the start of the proceedings. The presence of at least 50% of the total number of representatives of Voting members shall be a quorum.

If at the time prescribed for the proceeding to start, there is no quorum, then the Assembly is adjourned for 24 hours, after which the meeting starts, at the same location, with a minimum of 40% of Members.

VOTING

20. Each representative of Voting Members has the right to one vote. Voting both in the General Assembly and the Extraordinary General Assembly is by secret ballot, unless otherwise decided at the General Assembly.
21. A representative of a Voting member has the right to vote only if the Voting Members of the country which has appointed him/her, have previously paid the Registration fee and Subscriptions, according to the definition of articles/points 9 and 11.

PROXIES

22. Voting takes place in person or by proxy.
23. The proxy must be signed by the representative of the Voting member.
24. The proxy assigning a representative must be deposited at the offices of the Federation at least 7 days before the General or Extraordinary General Assembly. The content will be determined by the Board.
25. Proxies which are submitted on the day of the Assembly will be accepted only in special cases, provided that this is approved by a majority of 75% of the Board of Directors who are present.
26. Proxies are valid only if the appointed representative is a member of an Association which is a member of the Federation.
27. Any person may be an observer.
28. Proxies will be counted in the decision whenever there is a quorum.
29. No representative can carry more than two votes, including any proxy (except the President who has the casting vote).

AMENDMENTS TO THE CONSTITUTION

30. Amendments to the Constitution may be made in a Constitutional General Assembly, which is called by the Board, with the same procedures and regulations which are in effect at General Assemblies. The period required for notification for the Constitutional General Assembly is sixty (60) days before it is convened. However, the Board of Directors shall be empowered to make emergency regulations, which must be presented to the next General Assembly for approval. The majority required for changes in the Constitution is 65% of the Representatives of Members who are present.
31. Any proposed amendment to the Constitution must be submitted in writing, by representatives to the Secretary, not less than 45 days before the date of the Constitutional General Assembly, accompanied by details of the proposed amendment and the name of the proposer. The Secretary shall send the proposed changes to all representatives, thirty (30) days before the date of the Constitutional General Assembly.

BOARD OF DIRECTORS

- 32 (a) Administration of the Federation shall be carried out by the Board of Directors.
No country has the right to have more than two Members on the Board of Directors. The Members of the Board of Directors, who will serve in the first period, shall be appointed by the Founder Members of the Federation. If the number of interested persons is less than eighteen (18) then the Board has the right to appoint the remaining members during the next Meeting of the Board of Directors if possible. The Board of Directors shall consist of the following eighteen 18 Directors:
 - President
 - Vice President
 - Secretary
 - Assistant Secretary
 - Treasurer
 - Assistant Treasurer
 - and twelve (12) other members.
- (b) Out of the eighteen (18) Members of the Board, nine (9) must be Thalassaemia patients and the other nine (9) must be non-Thalassaemic. Medical Doctors or medical scientists (who are not Thalassaemia patients) cannot be Members of the Board.
- (c) The Board may, if it wishes, elect up to two Honorary Board Members, who shall not have the right to vote. The term of office shall be equal to the term of office

of the Board which has appointed them. Medical doctors or medical scientists who are not thalassaemics cannot be appointed as Honorary Members. In addition, these should be individuals from whom the Federation will benefit either financially or status-wise.

SYNTHESIS & ELECTION OF THE BOARD

- 33 (a) The sixteen (16) members of the Board are Representatives of Voting members. No country can have more than two candidates, one a Thalassaemia patient and the other non-Thalassaemic.
- (b) The remaining two Members should not be derived from the Representatives of Voting Members. These must be prominent people with a recognized significant contribution and devotion to Thalassaemia both in their own country and internationally. These two Members may be from any country and may be in excess of the two defined in Article 32(a).
- (c) Nominations for the sixteen (16) Members of the Board will be submitted by the Voting Members to the office of the Federation, thirty (30) days before the date of the General Assembly, accompanied by a short cv/resume.
- (d) Nominations for the two Members described in paragraph 33(b) may be submitted by anyone who has the right to be present and vote in the General Assembly, or by the candidate him/herself, thirty (30) days before the date of the General Assembly, accompanied by a short cv/resume.
- (e) If the nominations for the members of the Board which are submitted within the said time-frame, are equal or fewer than the number of Board members who should be elected in each category, then the candidates are automatically pronounced members of the Board. If Board Members who are appointed in this manner are less than the number that is predefined according to the categories, then nominations for the available posts may be submitted during the General Assembly and elections will be held for the said available posts.
34. Elections are conducted by secret ballot. Votes are valid only when they are cast for the correct number of posts which should be equal to the number of vacancies on the Board and for which the elections are being carried out (for all categories).
35. In its first Meeting, following the General Assembly, which must take place immediately and within 24 hours after the elections, the Board elects from among its Members the President, the Vice President, the Secretary, the Assistant Secretary, the Treasurer and the Assistant Treasurer.
36. (a) The election of Members of the Board of Directors is according to the number of votes that each candidate has received in each category. In the case of a tie,

- the choice of a new Member is made by drawing lots.
- (b) If the number of the interested persons to become Directors in the course of the General Assembly is less than eighteen (18) then the newly elected Board of Directors has the right to appoint the remaining.

TERMS OF REFERENCE OF THE BOARD OF DIRECTORS

37. The Board of Directors exercises all powers over the activities of the Federation. It regulates all business, decides on general actions to be undertaken within the framework of the Rules, implements the decisions taken at the General Assembly and acts at all times for the promotion of the Federation's objectives and mission.

The President has the responsibility to oversee the implementation of the decisions taken by the Board and the General Assembly assisted by the Vice President. The Vice President replaces the President in his/her absence and undertakes the President's responsibilities.

The Secretary's role and responsibilities are clearly defined in the context of the Cyprus Company Law.

The Directors of the Board have the right to appoint alternates. The request in writing should be sent to the Board for approval early enough to allow TIF management to register the name and other details of the alternates with the Cyprus Company Registrar. The alternate should be a member of the Thalassaemia Association to which the elected Board Director, whom he/she represents, is a member.

The President alone, for his period as President with the authorization of that Board, or the Treasurer jointly with the Secretary, has the right to sign financial documents, make payments or withdraw money from the Federation's Bank Account. The Board has the right, at any time, to change the abovementioned arrangement and to authorize other Member(s) of the Board to take up this responsibility.

38. The Board administers the property of the Federation. It appoints and dismisses all the Federation personnel, (salaried or not) and undertakes all necessary activities for the promotion of the objectives of the Federation.
39. Prepares the Income and Expenditure Budget.
40. Decides on all expenditure items of the Federation.
41. Searches for new sources of income.

42. Accepts or rejects inheritances, allotments, donations, collections or any other contributions with or without conditions.
43. Appoints sub-committees to study and handle specialized subjects.
44. Prepares internal regulations for the better functioning of the Federation.
45. Appoints a Voting member to fill a temporary vacant position on the Board.
46. (a) Appoints Scientific Advisors. Their role and responsibilities should be defined.

(b) Appoints a Scientific Co-ordinator who does not have voting rights.

DISMISSAL FROM THE RANK OF DIRECTOR

47. (a) The members of the Board of Directors, automatically lose their position for the following reasons:
 - (i) Resignation
 - (ii) Death
 - (iii) Unsoundness of mind
 - (iv) Expulsion
 - (v) The absence of three consecutive meetings without the presence of an alternate (according to point 37).
- (b) In such circumstances non country Board Member position is filled by the runner-up and, in the absence of a runner-up the Board decides how to proceed.

MEETINGS OF THE BOARD OF DIRECTORS

48. The Board of Directors meets at least twice a year to examine the Accounts and manage the affairs of the Federation. It may also meet Extraordinarily when there are matters the Board considers urgent or necessary to address earlier.
49. A Quorum shall be formed when the total number of those present is not less than nine (9) Directors. If there is no Quorum, the Board Meeting is postponed for 24 hours, in which case the necessary number for a Quorum is reduced to eight (8) Directors.
50. The approved and signed Minutes are redistributed to the Board Members, are kept for all proceedings and are open for inspection by any member of the Federation, on (written) application to the Board of Directors.

51. All decisions are taken by a simple majority. In case of an equality of votes, the President shall have a second or casting vote.
52. Board Meetings are called by the President or the Secretary of the Federation or at the request of at least eight (8) other Members of the Board of Directors.
53. A written decision of the Board, taken without a Board Meeting having been held, is valid provided that it is signed by thirteen (13) Members of the Board of Directors. Communication should be via email or facsimile. Proof of the responses must be available to the Board Members, when and should this is required. If proof has been requested and is not available, the decision will become void.

AUDITING OF ACCOUNTS

54. All accounts shall, after the end of the financial year, be audited by a professional auditor, who shall be appointed at each General Assembly. The Auditor shall audit the said accounts of the Federation at least sixty (60) days before the General Assembly. If at any time there is no Auditor then one is appointed by the Board.
55. The books must be kept in order at the registered office of the Federation or subject to the provisions of the Law, in any place, decided upon by the Board. The books must always be at the disposal of the Board for inspection.
56. The Board of Directors is bound to prepare the accounts in accordance with Articles 142, 144, 151, of the Law and to submit before the Federation in a General Assembly the income and expenditure account, the balance sheet, and the reports of the Board and the Auditor, in accordance with the aforesaid articles.

AUDITORS

57. The auditors are appointed. Their duties are specified by articles 153-156 of the Law.

SEAL

58. The Federation has a seal with the words Thalassaemia International Federation and the year of its establishment (1987).

The Board takes all necessary steps for the safe keeping of the official seal which will be used only following authorization by the Board.

TRANSITION PERIOD

60. The above changes in the Constitution will take immediate effect, with the exception of the currently elected Board Members who will continue their services until the next elections which will be in approximately four years' time. The four additional Members necessary to join the Board, in order to meet the new number of eighteen (18), as proposed in this Constitution, will be the first four "runners-up", two Thalassaemic and two non-Thalassaemic (according to the election in the General Assembly of January 2006 in Dubai). The status of the non-country affiliated Members remains as it is until the next elections.

The officers of the Board that is: the President, Vice President, Secretary, Assistance Secretary, Treasurer and Assistance Treasurer will be elected after the Constitutional Meeting has been finalized on the 14th of November 2006 and after the runners-up have joined the Board to complete the required number of eighteen (18).

All provisional members automatically become General upon approval of the new constitution.