

World Alliance of Organizations for the Prevention of Birth Defects

CONSTITUTION

(unofficial translation)

Today September 7th 2000, appeared for me, Mr Edward Boudewijn Blankhart, notary in Beekbergen, City Apeldoorn:

Mr. Coenraad Cornelis Johannes Hoogland, born in Nijkerk (Gelderland) August 3rd 1950, residing at the office of mentioned notary Blankhart, Beekbergen, Wolterbeeklaan 3, acting as written proxy of

mr Ysbrand Simon Poortman, executive director VSOP, born in Rotterdam 26th February 1937, unmarried (etc), living 3741 HP Baarn, Bachlaan 29, with as legitimation drivers licence nr. 3127300042, valid until February 20th, 2007

He declared at this occasion to found a Corporation and to define therefore the following Constitution:

Name and seat

Article 1

1. The name of the Corporation shall be "World Alliance of Organizations for the Prevention and Treatment of Genetic and Congenital Conditions ", abbreviated WAO.
2. It has its seat in the municipality Soest.
3. It is founded during a meeting held in Amsterdam on May 31st, 2000, for an unlimited time.

Purpose

Article 2

1. The aim of the Corporation is to decrease the gap between new scientific discoveries and their practical application in health care and prevention.
2. The Corporation strives to realize its purpose among others by:
 - a. dissemination of knowledge about prevention to prospective parents
 - b. pointing out governments to their responsibility to draw the attention to the possibilities of prevention and Treatment of Genetic and Congenital Conditions by means of public education
 - c. striving after dedication of a proportion of the health budget to the prevention of birth defects
 - d. striving after incorporation of prevention as a routine component of the health care system
 - e. education of the professionals and the public
 - f. furtherance of collaboration of health experts for the purpose of expansion of scientific research
 - g. international communication and exchange of information
 - h. assisting in developing sustainable partnerships among international organizations committed to prevention and Treatment of Genetic and Congenital Conditions and to care of affected individuals and their families.

Structure

Article 3

1. Members of the Corporation are organisations affiliated to the Corporation.

2. Observers are natural persons.
3. The Corporation has the following organs:
 - a. the general meeting
 - b. the board.

Affiliated organisations

Article 4

1. An organisation also called "affiliated organisation" and/or "member" may become member if it at least meets the following requirements:
 - a. it is a legally established non-governmental non-profit organisation
 - b. it has its interests in the advocacy in the field of birth defects
 - c. its purposes and behaviour do not conflict with the purposes of the Corporation
 - d. it agrees with "A Statement of Principles" of the WAO
2. Every organisation shall be represented by one person, to be appointed by this organisation, who will be indicated in this Constitution as "member".

Observers

Article 5

1.
 - a. A natural person may become observer if he/she has a bond with the advocacy in the field of Preventin and Treatment of Genetic and Congenital Conditions
 - b. An observer has no voting rights and cannot be elected.
Apart from that he/she has the same right and duties as affiliated organisations.

Rights and duties of affiliated organisations and observers

Article 6

Members and observers are entitled to take part in the activities of the Corporation.

The General Assembly

Article 7

1. The General Assembly meets at least bi annually in a place to be noticed.
2. Convocation of the General Assembly, with notice of time, place and agenda, will be served by mail, facsimile transmission, e-mail or Internet and no less than four months before the meeting.
3. The President, or in his absence the Vice-President, or one third of the total of Board members, is entitled to convene Special Meetings apart from the meeting in section 1, without detriment to Article 41 section 2 book 2 of the [Dutch] Civil Code. These meetings may, if necessary, be held by a conference call.
4. Convening a Special Meeting, specifying time, place and agenda, will be served by mail, facsimile transmission, e-mail or Internet and no less than two months before the meeting.

The quorum

Article 8

1. Questions decided, or any business transaction of the general meeting, are feasible (except as otherwise provided by law) if the quorum is present. This quorum is one third of the members present in the meeting (in person or by proxy).
2. For the decision to adjourn the meeting the presence of the quorum is not required.

Adjournment of the meeting may occur upon announcement during the meeting, without further notice on beforehand, or further notice of any absent member.

Voting

Article 9

1. Each member is entitled to vote during the meetings, be it in person, be it by proxy. The proxy has to be demonstrated by instrument in writing, subscribed by such member and provided with a date not over eleven months to be counted from the date of the respective meeting, unless the proxy shows that it has been given for a longer term.
2. Each member shall be entitled to one vote in person or by proxy.
3. All questions shall be decided and all elections shall be had by a majority vote of the votes.

Dues

Article 10

1. Each affiliated organisation will be assessed annual dues.
2. The Board will set the amount of dues annually.

Board of Directors

Article 11

1. The business of the Corporation shall be managed by a Board of Directors, also called "the Board", with due observance of the policy defined by the General Assembly.
2. The Board of Directors shall consist of minimum seven and maximum twelve persons of which two represent parent and/or patient organisations.
3. The members of the Board of Directors shall be elected by and from among the General Assembly by a majority of the vote.
4. A Director shall be elected for the term of five years.
5. The Board of Directors will hold at least one annual meeting.
6. The quorum required for the transaction of business, shall be constituted if at least five Board members are present in person.
7. Directors shall not receive any stated salary or fee for their services to the corporation. However some expenses of attendance may be allowed for.

Executive Board

Article 12

1. The Executive Board shall consist of the President, the Vice-President and the Secretary/Treasurer.
2. The Executive Board shall be elected by and from among the Board of Directors and shall be appointed for a term of three years. They can be re-elected for another term of three years but not for a third term.
3. The Executive Board shall be in charge with the daily activities, commissioned to them by the Board of Directors.

Special acts in law

Article 13

1. All the corporate powers are vested in and shall be exercised by the Board of Directors.
2. The Board may delegate the execution of the corporate powers to two Directors

- acting together, after preliminary authorization by the Board of the Corporation.
3. Decisions on the acquisition or disposal of real estate shall only be taken in a meeting of the Board of Directors where the quorum is present. A two thirds majority vote shall be required.

Amendments

Article 14

1. This Constitution may be amended by the General Assembly, where the quorum is present. A two thirds majority vote shall be required.

Dissolution

Article 15

1. The decision to dissolve the Corporation may be taken in the General Meeting where the quorum is present. A two thirds majority vote shall be required.
2. In case of dissolution of the Corporation the General Assembly shall take a decision to allocate the possible surplus in accordance with the purpose of the Corporation.

Conflicts

Article 16

Any conflict arising about this Constitution and any conflict between members will be judged according to Dutch Law.

Final provision

For the first time are appointed as Directors:

- as President:
prof. Michael Katz, born in LWOW (Poland) 13-02-1928, living 1 Griggs Lane, Chappaqua, NY 10514 USA
- as Vice-president:
mr. Ysbrand Simon Poortman
- as Secretary/Treasurer:
prof. Wladimir Wertelecki, born in Rivne (Oekrain) 28-07-1936. living 9 Oakway Drive, Mobile, Alabama, USA 36608
- as a Member:
 - * prof.dr. Irmgard Nippert, born in Sarstedt (Germany) 07-05-1948, living Hohe Strasse 16, 48366 Laer, Germany
 - * prof. Oswaldo Maximo Mutchinick, born in Buenos Aires (Argentina) 26-07-1935, living in Nino Jesus 92, Tlalpan, 14000 Mexico D.E., Mexico
 - * prof.dr. Victor B. Penchaszadeh, born in Buenos Aires (Argentina) 06-04-1942, living in 32 West 82nd Street, New York, NY 10024 USA
 - * prof. Eduardo Enrique Castilla, born in Argentina 09-10-1933, living in Avenue Rui Barbosa 636, Rio De Janeiro 22250-020 Brasil.

The comparant is known to me, notary.

DOMICILE

[domestic remarks about the reading and signing of this Constitution]

w.s.: C.C.J. Hoogland, E.B. Blankhart