I, J. Kerkhoven, appointed by the Court of Arnhem, the Netherlands to act as a sworn translator for the English language, hereby certify that this translation has been made by me from the attached document.

Utrecht, January 13, 2003

[Signature]
Association Health Care Without Harm Europe

deed of adoption of constitution
ref: evl/sw/2002.001310.01

Today, ..........., the following person appeared before me, Willem Petrus Brantjes, Nick van Buitenen, civil-law notary in Utrecht:

Marie Kranendonk; she was born in Amsterdam, the Netherlands on 11 February 1938; she is married; she lives at the address Gasthuisstraat 24, 5301 CC in Zaltbommel, the Netherlands; she gave proof of her identity by passport number N923956647.

She made the following statement.

The association Health Care Without Harm Europe does not yet possess a complete legal personality. The Council of Members decided at its meeting of 10 November 2002 to adopt a constitution and to have it incorporated in a notarial deed. At the said meeting, I was authorized to sign the notarial deed; this authorization is referred to in an extract from the minutes of the said meeting, which extract will be attached to this deed. Effective today, the constitution of the association will read as follows.

CONSTITUTION

The name of the Association

1. The Association is called Vereniging Health Care Without Harm Europe.

The registered office of the Association

2. The registered office of the Association is in Rijswijk (Zuid-Holland), Netherlands.

The period for which the Association has been formed

3. The Association has been formed for an indefinite period.

The objectives of the Association

4. The objectives of the Association are:
   - To transform the health care industry worldwide, without compromising patient safety or care, so that it is ecologically sustainable and no longer a source of harm to public health and the environment.
   - To build a strong campaign network of HCWH in Europe which is connected to
the international campaign.

The means by which the Association wishes to achieve its objectives

5. The means by which the Association attempts to achieve its objectives include the following:
   - Promoting comprehensive pollution prevention practices.
   - Supporting the development and use of environmentally safe materials, technology and products.
   - Educating and informing health care institutions, providers, workers, consumers, and all affected constituencies about the environmental and public health impacts of the health care industry and solutions to its problems.
   - To work with a wide range of constituencies for an ecologically sustainable health care system.
   - To promote policies, practices and laws that eliminate incineration of medical wastes, minimize the amount and toxicity of all wastes generated, and promote the use of safer materials and treatment practices.
   - To phase out the use of polyvinyl chloride (PVC) and persistent toxic chemicals, and to build momentum for a broader PVC phase out campaign.
   - To phase out the use of mercury in the health care industry.
   - To develop health–based standards for medical waste management to recognise and implement the public’s right to know about chemical usage in the health care industry.
   - To develop just waste disposal siting and transport guidelines that conform to the principles of environmental justice: no communities should be poisoned by medical waste treatment and disposal.
   - To develop an effective collaboration and communication structure among campaign allies.
   - To promote the conservation of nature by working towards ecologically sustainable health care systems.

The financial resources of the Association

6. The financial resources of the Association consist of the following:
   - the income from its capital;
   - the proceeds from events organized by the Association;
- subsidies, donations, testamentary dispositions and specific legacies;
- any other benefits.

The Association year

7. The Association year is the same as the calendar year.

Concerning the member organizations

8. Membership of the Association is open to the following: organizations with a legal standing, which endorse the objectives of the Association and declare their willingness to co-operate. The Association will not accept as members, manufacturers of medical products or companies that process waste.

Concerning application for membership

9.1. Organizations wishing to become members of the Association must apply in writing to the Steering Committee of the Association.

9.2. The Steering Committee decides on the admittance of a member organization.

9.3. If the Steering Committee does not admit an organization as a member of the Association, the Steering Committee must inform the rejected organization accordingly in writing within four weeks of the Steering Committee's decision, stating the reasons for the rejection.

9.4. In the event of non-admission by the Steering Committee the Members' Council has the final authority and may still decide to admit the applicant.

9.5. The member organizations must agree with the mission and goals of the Association.

How membership ends

10. Membership ends as follows:
    1° by cancellation by the member organization;
    2° by cancellation by the Members' Council on behalf of the Association;
    3° by disqualification from membership by the Members' Council.

Concerning cancellation of membership by the member organization

11. If a member organization wishes to end its membership, it must do so in writing and at least four weeks before the end of the Association year.
Concerning cancellation of membership by the Association

12.1. The Association may end the membership of a member organization if the member organization ceases to exist or fails to meet any other obligations with respect to the Association, or if, for any other valid reason, the Association cannot allow the membership to continue.

12.2. Cancellation of membership on behalf of the Association is done by the Members' Council; the Members' Council must do this in writing, informing the member organization of the reasons for the cancellation.

Concerning disqualification from membership

13.1. The Members' Council may decide to disqualify a member organization from membership; the Council may only take such a decision if the member organization acts contrary to the constitution, rules or decisions of the Association, or if the member organization harms the Association unreasonably.

13.2. Immediately the Members' Council has made such a decision, it informs the member organization of the decision in writing, stating the reasons for the disqualification.

Concerning the suspension of a member organization

14.1. The Members' Council may suspend a member organization for a maximum period of three months; the Members' Council must notify the member organization of the decision in writing, also informing it of the reasons for the suspension.

14.2. A member organization is not permitted to exercise its rights of membership for the duration of a suspension.

Bodies of the Association

15. The Association has the following bodies:
   a. a Board
   b. Working Groups
   c. a Members' Council
   d. a Bureau
   e. a Steering Committee.

Concerning the Board of the Association

16.1. The Association has a Board consisting of no fewer than three and no more than seven natural persons, unless a two-thirds majority of the Members' Council decides that the
Board must consist of more members. The Board retains its powers, however, even if the number of Board members is fewer than three; in these circumstances, the Board must convene a Members’ Council to fill the vacancy within two months of the number of Board members decreasing to fewer than three.

16.2. The Members’ Council appoints the members of the Board.

16.3. The Board appoints a chairperson, a secretary and a treasurer from their number, as well as their deputies and other members. The function of chairperson is incompatible with any other function.

16.4. Chairperson, secretary and treasurer must be of legal age.

16.5. The Board is charged with the general management of the Association in the widest sense of the term.

16.6. The Board oversees that the decisions of the Members’ Council are implemented.

16.7. If required, the Board adopts rules for its own activities.

**Concerning the suspension and dismissal of Board members**

17.1. The Members’ Council is entitled to suspend or dismiss members of the Board at any time.

17.2. If the suspension of a member of the Board is not followed by dismissal within three months, the suspension expires.

17.3. The Members’ Council must notify the Board member of its decision in writing, also informing the Board member of the reasons for the suspension or dismissal.

**Concerning the duration and end of membership of the Board**

18.1. The Members’ Council appoints the members of the Board for a term of three years; the members of the Board are immediately eligible for reappointment for one further term.

18.2. Membership of the Board ends in the following circumstances:

- through dismissal by the Members' Council;
- through the resignation of the Board member himself/herself.

18.3. Retirement of Board members is by schedule of retirement drawn up by the Board; this schedule may not specify the simultaneous retirement of two Board members who fulfil the functions of chairperson, secretary or treasurer; Board members appointed to interim vacancies take the place of their predecessors according to this schedule.
Concerning meetings of and decision-taking by the Board

19.1. The Board meets as often as the chairperson or two other Board members wish, with a minimum of once a year.

19.2. Board meetings must be convened giving at least thirty days' notice.

19.3. The Board may only take decisions if at least two-thirds of the number of Board members is present or represented.

19.4. The Board takes its decisions by a simple majority of votes.

19.5. If the votes are equally divided, the chairperson will reopen the discussion; if the votes are again equally divided thereafter, the chairperson will cast the deciding vote.

Concerning limitation of the powers of the Board

20.1. The Board is not permitted to enter into agreements for the acquisition, disposal or encumbrance of compulsorily registered properties without the approval of the Members' Council, nor may it conclude agreements whereby the Association binds itself as surety, commits itself as joint and several debtor, warrants performance by a third party or provides security for a debt of a third party.

20.2. Neither the Association itself nor the third party may invoke the absence of approval as referred to in the two clauses of this article.

Working Groups

21.1. The member organizations are allocated to Working Groups for which further rules are laid down in standing orders.

21.2. The Working Groups are accountable to the Members' Council for all the funds or other resources made available to them.

Members' Council

22.1. The Members' Council exercises the highest power in the Association. It establishes general policy and sees to it that the Board performs its tasks properly.

22.2. The Members' Council annually adopts the annual accounts for the past Association year, as well as the budget for the coming year.

22.3. The Board reports annually to the Members' Council on the affairs of the Association during the past Association year.

22.4. The Members' Council approves the annual report and grants a discharge to the Board for its financial management, unless there are grounds for doing otherwise.
22.5. The Members' Council annually specifies the share of the income to be allocated to the Working Groups to cover their expenses.

**Composition of the Members' Council**

23.1. The delegates to the Members' Council and their deputies are appointed by the Working Groups.

23.2. Each Working Group is entitled to appoint one or more delegates. No more than one delegate per member organization may be part of the Members' Council. The number of delegates per Working Group is a minimum of two and as many more as is decided by the Board in consultation with the Members' Council.

23.3. The members of the Board may attend the meetings of the Members' Council *ex officio*. They have an advisory role at these meetings.

23.4. Each delegate to the Members' Council casts a single vote.

**Meetings of the Members' Council**

24.1. The Members' Council will appoint one of their number to chair the meeting.

24.2. The Members' Council will appoint one of their number to write the report.

24.3. The Members' Council meets at least once per year.

24.4. The meetings of the Members' Council are convened by the Board by advance notice at least six weeks before the date of the meeting, not including the date of the convocation and that of the meeting, and stating the provisional agenda.

24.5. Proposals and nominations may be submitted within a term to be specified by the Board, but no later than four weeks before the date of the meeting. The final notice convening the meeting comprises the complete agenda and is sent to the members of the Members' Council no later than fourteen days before the date of the meeting, not including the date of the convocation and that of the meeting.

24.6. The meetings of the Members' Council are public, unless decided otherwise by the Members' Council.

24.7. The procedure for submitting proposals and their consideration by the Members' Council are provided in the standing orders.

24.8. The Members' Council may only take decisions if the majority of the number of Members' Council members is present or represented by proxy.

24.9. A member of the Members' Council can only represent one other member by proxy to speak and vote in his place. This proxy must be in written form.
24.10. The Members' Council makes its decisions by a simple majority of the votes cast.

Bureau

25.1. The Association has a Bureau that is directly accountable to the Board. Some of the staff of the Bureau (the co-ordinators) may be stationed in various countries.

25.2. The Bureau executes the duties assigned by the Board and that arise from the objectives.

25.3. A Director or, in absence of a Director, a Senior Management Team (consisting of Working Groups co-ordinators and other employed staff as set by the Board), is in charge of the Bureau. The Director is appointed and dismissed by the Board.

25.4. One of the tasks of the Bureau is to implement the (financial) personnel policy. Final responsibility relating to this policy rests with the Board however.

25.5. Staff employed at the central office – including the Director – cannot be part of the Members' Council or the Board. The Director and the co-ordinators may attend the meetings of the Members' Council and can have voting rights. However, the number of votes cast by the total of the staff including the Director present in any meeting of the Members' Council cannot be more then 50 % of the total number of votes cast by the members that are present and represented by proxy.

The Steering Committee

26.1. The Steering Committee is directly accountable to the Board.

26.2. The Steering Committee has the task to assist the Board with the implementation of its tasks.

26.3. The Members' Council appoints the members of the Steering Committee. The Steering Committee has six members: three representatives from the Bureau and three from the Working Groups.

Concerning commissions

27. The Members' Council and/or the Board may set up commissions.

Concerning representation

28.1. The Association may be jointly represented by the chairperson of the Board and the secretary or by the Board as a whole.

28.2. The Board may give one or more Board members, the Director or others full or limited
authority to represent the Association; such authorization must be given in writing. The Board must make a general authorization known to third parties, by publication in the Commercial Register of the Chamber of Commerce in the place where the Association is listed.

**Concerning the budget, the financial year and the annual accounts**

29.1. The Board prepares a draft budget for the following calendar year and sends this to the Members' Council within three months before the end of every financial year; this budget must be accompanied by explanatory notes.

29.2. The Members' Council must adopt the budget prepared by the Board before the end of the Association year.

29.3. The Association holds its annual general meeting within six months of the end of every financial year.

29.4. The following subjects at least must be discussed in the annual general meeting:

- the annual accounts;
- the filling of any vacancies;

29.5. The annual accounts include at least the following: a review of the activities, the Board's annual report, a balance sheet, a statement of income and expenditure, and explanatory notes to these documents.

29.6. At this meeting, the Board renders an account of its financial management. Approval by the Members' Council of the annual accounts implies that the Board is discharged of any liabilities.

29.7. Before the Members' Council approves the annual accounts, these accounts must have been audited by a chartered accountant, who has provided the accounts with an unqualified audit opinion.

**Concerning amendments to the constitution and dissolution of the Association**

30.1. The Members' Council may decide to amend this constitution or to dissolve the Association; it may only take such a decision in a meeting of the Members' Council convened for this purpose, at which the number of members of the Members' Council either present or represented is such that they are able to cast at least four-fifths of the total number of votes; the majority required is at least four fifths of the number of votes.

30.2. The Board must convene a meeting of this kind at least thirty days in advance, stating that amendment of the constitution or dissolution of the Association is to be proposed in
that meeting.

30.3. The Board must send the text of the proposed amendment to the constitution to the Members’ Council and every member organization at least thirty days before the meeting.

**Concerning the liquidation of the assets of the Association**

31.1. After the decision to dissolve the Association, the Board as liquidator must liquidate the assets of the Association, unless the Members’ Council has appointed others for this purpose.

31.2. The liquidation must proceed with due observance of the relevant requirements set out in Section 2:23 a to c inclusive of the Netherlands Civil Code.

31.3. After liquidation, the Members’ Council must apply any credit balance remaining, in a manner, which is most in keeping with the object of the Association.

31.4. After the liquidation, the annual accounts and other documents of the dissolved Association must be kept at least seven years by the party appointed by the Members’ Council for this purpose; the custodian must notify the Commercial Register of the Chamber of Commerce of this obligation to retain records within eight days of the completion of the dissolution.

**The close of this deed**

I determined the identity of the person who appeared before me using the proof of identity she produced, and she is therefore known to me.

For the benefit of the person who appeared, I summarized the contents of this deed, explained these and pointed out the consequences of the contents of this deed. She stated that she had read a draft of this deed, was aware of its contents and agreed to it.

After I had read out parts of the deed, the person who appeared and I both signed the deed. The original of this deed is to be kept in my office. The deed was executed in Utrecht, the Netherlands on the date specified in the heading of this deed.