

# CODE OF CONDUCT FOR ISBT DIRECTORS



## 1. GENERAL PROVISIONS

### DEFINITIONS

In this Code of Conduct, unless the context dictates otherwise, the terms and expressions below are used as follows:

- 1.1 “Board”: ISBT’s Board of Directors;
  - 1.2 “By-Laws”: the By-Laws adopted pursuant to the Constitution.
  - 1.3 “Conflict of interest”: Any real, apparent, potential or future situation in which a director may be inclined to give preference to his or her personal interest, or the interest of a related party, to the detriment of ISBT;
  - 1.4 “Directors or member of the Board of Directors”: Person appointed to the ISBT Board of Directors in accordance with the Statutes;
  - 1.5 “Law”: Dutch law, which is applicable to the Society;
  - 1.6 “Related party”: Individuals related by blood, adoption or marriage, or living as partners, as well as any organization, company or other entity in which the Directors or their families may have a controlling interest;
  - 1.7 “Resolution of the Society”: resolution of the General Assembly;
  - 1.8 “Society” : International Society of Blood Transfusion;
  - 1.9 “Statutes”: a notarial instrument containing the constitution executed December 29, 2003 and any amendments thereto;
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## **2. MANAGEMENT DUTIES**

**2.1** Directors are appointed to manage ISBT. In carrying out their duties, they must adhere to the obligations imposed upon them by the framework of Dutch law and of other countries, if applicable, the Statutes and the By-Laws, the ISBT Code of Ethics, the resolution of the Society, and act within the limits of the power conferred upon them.

### **2.2 DIRECTORS MUST PERFORM THEIR DUTIES WITH CARE AND RESERVE:**

2.2.1 Directors must be rigorous and independent, and act in the best interests of ISBT.

2.2.2 Directors must act within the limits of their mandate.

2.2.3 Directors must be courteous, their relationships must be characterized by good faith, so as to maintain the trust and consideration required by their role.

### **2.3 DIRECTORS MUST ACT WITH HONESTY, LOYALTY AND SOLIDARITY:**

2.3.1 Directors must act with integrity and impartiality in the best interests of ISBT.

2.3.2 Directors must not in any way participate in illicit activities.

2.3.3 Directors must actively take part in the management of ISBT, which in no way precludes their right to dissent.

2.3.4 Directors must be loyal and honest to their colleagues and in their dealings with them.

2.3.5 Directors must abide by the Board's decisions even if they had registered a dissenting vote on a particular matter.

## **2.4 DIRECTORS MUST ACT WITH SKILL, DILIGENCE AND EFFICIENCY:**

2.4.1 Directors must exercise their skills and abilities, demonstrating diligence and effectiveness in carrying out their mandate. They must also demonstrate independent professional judgment.

2.4.2 All members of the Board of Directors must actively participate in the Board's work and attend meetings regularly. They must also be assiduous when taking part in Board committees.

## **2.5 DIRECTORS MUST ACT ACCORDING TO THE RULES OF CONFIDENTIALITY:**

2.5.1 Directors must respect the confidential nature of any information that comes to their attention in the course of their duties or by virtue of their position. Documents distributed for or at Board meetings are confidential until the Board has made a decision on the matter referred to in the said documents and has declared the said documents public.

2.5.2 Directors must not use confidential information that comes to their attention during the course of their duties for the purpose of obtaining a direct or indirect advantage, now or in the future, for themselves or a related party.

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## **3. CONFLICTS OF INTEREST**

### **GENERAL PROVISIONS**

**3.1** Directors must at all times maintain a high level of independence and avoid any situation in which there could be a personal advantage, direct or indirect, either now or in the future, which could jeopardize their independence, integrity or impartiality.

**3.2** Directors must prevent any conflict of interest or appearance thereof and avoid putting themselves in a position that could ultimately prevent them from fulfilling their duties.

## **PREVENTIVE MEASURES**

- 3.3** Directors must complete and sign the ISBT conflicts of interest form annually, and must update it as required.
- 3.4** At the start of each meeting or during said meeting, if the situation arises, Directors must declare any existing conflict of interest to the Chair and see that it is recorded in the minutes.
- 3.5** Directors must demonstrate impartiality:
- 3.5.1 Directors shall not use their position as Board members, solicit, accept or demand any gift, favour, other advantage or consideration, for themselves or a related party, either directly or indirectly, now or in the future, which could compromise their independence, integrity or impartiality; such is the case of gifts, favours, advantages or considerations other than what is customary and of modest value.
- 3.5.2 Directors must not award, offer to award or promise to award to a third party a gift, favour or other advantage or consideration that could compromise their independence, integrity or impartiality.
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## **4. AFTER TENURE MEASURES**

- 4.1** After their tenure on the Board expires, Directors must maintain confidentiality and refrain from disclosing any non-public data, information, debate or discussion to which they were privy by virtue of their position at ISBT.
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## **5. RESPONSIBILITIES AND SANCTIONS**

- 5.1** Compliance with the Code of Conduct is an integral part of the duties and obligations of Directors.
- 5.2** The President of the ISBT Board of Directors has the duty to ensure that the Code of Conduct is complied with and applied.
- 5.3** ISBT's Board of Directors shall revise this Code of Conduct on regular basis to ensure that it adequately reflects changes in the laws, rules, regulations and situations specific to ISBT.

- 5.4** Directors undertake to sign the Code of Conduct agreement form appended at the start of their mandate and every year thereafter.
  
- 5.5** Directors undertake to sign the declaration of personal interests appended at the start of their mandate and every year thereafter.

This version was adopted by the Board of Directors on Saturday June 18, 2011.



## **PERSONAL COMMITMENT**

I hereby acknowledge that I have read ISBT's Directors' Code of Conduct and hereby undertake to comply with it.

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*Signature*

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*Date*

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*(name in blocked letters)*