



# **GAVI ALLIANCE STATUTES**

Approved on 29-30 October 2008

## **I. GENERAL PROVISIONS**

### **Article 1 Name**

An independent non-profit foundation within the meaning of Articles 80 et seq. of the Swiss Civil Code is referred to as “the **GAVI Alliance**”.

The GAVI Alliance shall be registered at the Registry of Commerce of the Canton of Geneva and placed under the supervision of the Swiss Supervisory Board for Foundations (hereafter referred to as the “**Supervisory Authority**”).

### **Article 2 Purpose**

The purpose of the GAVI Alliance is to promote health by: (i) providing vaccines and the means to deliver such vaccines to people in the poorest countries; (ii) facilitating the research and development of vaccines of primary interest to the developing world; and (iii) to provide support in connection with achieving the foregoing purposes by helping to strengthen health care systems and civil societies supporting such purposes in the developing world.

Within this broad purpose, the GAVI Alliance will focus its work in support of improvement of vaccination and immunisation in the poorest countries. To this effect, the GAVI Alliance works as an innovative international public-private partnership, which brings together various organisations and constituencies actively engaged in supporting immunisation in developing countries – such as Governments, United Nations organisations, vaccine manufacturers, foundations, nongovernmental organisations and research institutes, as well as individuals with private sector and other experience, which together provide legitimacy, credibility and technical expertise. Recognising and drawing on the mandates and responsibilities of all constituencies represented on the GAVI Alliance Board, the GAVI Alliance provides public and private finance and a broad diversity of perspectives, experience and skills.

### **Article 3 Limitations**

All of the purposes and powers of the GAVI Alliance shall be exercised exclusively for charitable, scientific or educational purposes.

No substantial part of the activities of the GAVI Alliance shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The GAVI Alliance shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

The GAVI Alliance has no profit motive. No part of the net earnings of the GAVI Alliance shall inure to the benefit of, or be distributable to, its Board members and other bodies or the constituencies that they represent, if any, or any director, officer, or other private person, except that the GAVI Alliance is authorised or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

#### **Article 4     Seat**

The seat of the GAVI Alliance is in the Canton of Geneva, Switzerland. The GAVI Alliance Board can at any time relocate the seat of the GAVI Alliance, provided that the corresponding agreement of the Supervisory Authority has been given.

#### **Article 5     Duration**

The GAVI Alliance is created for an unlimited period of time.

### **II.     FINANCIAL MEANS OF THE GAVI ALLIANCE**

#### **Article 6     Capital**

The founder has allocated to the GAVI Alliance initial funds of CHF 50'000 in cash (fifty thousand Swiss francs).

#### **Article 7     Funding Sources**

The GAVI Alliance shall be further funded by donations, contributions and commitments from certain constituencies represented on the Board of the GAVI Alliance and third parties, including without limitation nations, governmental and non-governmental organisations, private foundations and the private sector, and such other sources as the GAVI Alliance Board determines are consistent with the purpose of the GAVI Alliance.

### **III.     ORGANISATION**

#### **Article 8     The Governing, Administrative and Advisory Bodies**

The governing, administrative and advisory bodies of the GAVI Alliance are:

- The GAVI Alliance Board (the “**Board**”);
- The Executive Committee;
- The Secretariat;
- The Auditors;
- The Standing Board Committees;
- The Advisory Committees.

## Article 9 Composition of the Board

The Board shall consist of up to 30 members and will be inclusive of the alliance perspective described in Article 2.

Two-thirds of the voting members of the Board shall be representatives from key GAVI Alliance partner institutions and stakeholders (each such representative a “**Representative Board Member**”) and one-third of its voting members shall be unaffiliated individuals who are appointed in their personal capacity on the basis of their skills and networks (each such member an “**Unaffiliated Board Member**”), all as defined and described herein and in the By-laws.

The initial composition of the Representative Board Members shall be 18 members according to the following break-down:

- one seat for a representative of the World Health Organization;
- one seat for a representative of UNICEF;
- one seat for a representative of the International Bank for Reconstruction and Development (the “World Bank”);
- one seat for a representative of the Bill & Melinda Gates Foundation;
- five seats for representatives of developing country governments;
- five seats for representatives of donor country governments;
- one seat for a representative of the industrialised vaccine industry;
- one seat for a representative of the emerging vaccine industry;
- one seat for a representative of civil society; and
- one seat for a representative of technical health/research institutes.

The Head of the Secretariat (Chief Executive Officer, hereafter the “**CEO**”) shall be an ex -officio non-voting Board member.

## Article 10 Appointment of Board members

Board members shall be appointed by the existing Board members subject to and in accordance with these Statutes.

Board members serve for the term or terms established in the Statutes and By-laws.

Each organisation or constituency that is entitled pursuant to Article 9 to have one or more Representative Board Members will determine a process for selecting its Board member(s), provided that such Board Member(s) shall possess skills relevant to the GAVI Alliance, and provided that the process with respect to any constituency shall be set forth in the By-laws or shall be otherwise acceptable to the Board. Each person so selected shall be appointed by the Board and shall hold the seat allocated to such organisation or constituency until such time as such organisation or constituency shall designate a successor person. Each organisation or constituency shall be entitled to replace any of its representatives, and any such replacement shall be appointed by the Board.

The appointment and role of alternate members shall be set forth in the By-laws.

## **Article 11 Resignation of Board members**

Board members can resign at any time. Modalities and effect of a resignation shall be set forth in the By-laws.

## **Article 12 Organisation of the Board**

Board members will select the Chair and a Vice Chair of the Board from among their own voting members, it being understood that the Vice Chair shall be chosen from among the voting members of the Executive Committee. The Chair and the Vice Chair shall be selected for a two-year period or such other term that the Board may determine. The Chair and the Vice Chair may be reselected for a single term. The Chair and the Vice Chair positions shall not be occupied by the same person. The Vice Chair shall act as the Chair of the Executive Committee.

Any other matters relating to the internal organisation of the Board shall be determined in the By-laws.

## **Article 13 Functions of the Board**

The Board shall be the supreme governing body of the GAVI Alliance. It shall possess all powers that are not expressly delegated to other bodies in the scope of the present Statutes or the By-laws of the GAVI Alliance.

The Board shall possess the highest and most extensive authority concerning decision-making and administration of the GAVI Alliance. The Board shall provide the By-laws and other internal guidelines and procedures necessary for the administration and management of the GAVI Alliance. In particular, the Board shall:

- Appoint Representative Board Members and Unaffiliated Board Members in accordance with Article 10;
- Set policies and strategies for the GAVI Alliance and adopt and amend its By-laws and other internal guidelines and procedures necessary for the administration and management of the GAVI Alliance;
- Set operational guidelines, work plans as well as financial and business planning;
- Determine the employment terms, appoint and, if necessary, replace the CEO;
- Make major funding decisions, as specified in the By-laws;
- Establish a framework for monitoring and periodic independent evaluation of performance and financial accountability of activities supported by the GAVI Alliance;
- Coordinate with outside agencies;
- Advocate for the GAVI Alliance, and mobilise resources;
- Approve the annual accounts;
- Appoint the Auditors;
- Create Standing Board Committees;
- Create Advisory Committees;
- Appoint outside legal counsel;
- Execute or authorise the execution of agreements as required to carry out the purposes of the GAVI Alliance.

The Board shall exercise all other lawful powers required to carry out the purposes of the GAVI Alliance.

The GAVI Board members shall not be entitled to receive compensation for their services. Reasonable expenses for attendance at Board Meetings and for participating in other GAVI Alliance activities may be paid or reimbursed by the GAVI Alliance.

#### **Article 14 Delegation of Board Authority**

The Board may delegate its powers, except where governing law or these Statutes or the By-laws may otherwise prohibit delegation, and except that no committee or person shall be delegated the power to (a) amend, alter or repeal these Statutes or the By-laws; (b) amend or alter the mission or purpose; (c) appoint or remove any member of the Board or the Executive Committee; (d) adopt a plan of merger or consolidation with another organisation; (e) authorise the sale, lease or exchange of all or substantially all of the property and assets of the GAVI Alliance; (f) authorise the voluntary dissolution of the GAVI Alliance or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the GAVI Alliance; (h) make revisions to the list of eligible countries; (i) approve the long-term strategy; (j) approve any major new funding or programme initiative; (k) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee or person; or (l) approve the annual accounts.

Powers delegated by the Board will be exercised under the authority and direction of the Board and any such delegation may be rescinded by the Board at any time.

#### **Article 15 Board Decision-making**

A quorum shall be a majority of all voting Board members (or their permitted alternates). The Board will use all reasonable efforts to make decisions by consensus. If no consensus can be reached, any decision of the Board shall require a two-thirds majority of members present and voting. The Board may also act by means of teleconference, e-mail or other method of communication, subject to procedures determined by the Board from time to time.

No decision taken by the Board is binding on any organisation providing members to serve on the Board. When discharging their duties, Board members are not required to take decisions that conflict with the constitution, regulations, rules and policies of the organisation providing that member to the Board.

#### **Article 16 The Executive Committee**

The Board may delegate specified functions to the Executive Committee, within the limits set forth in, and subject to, these Statutes and the By-laws and resolutions of the Board adopted from time to time.

The CEO shall be an ex-officio non-voting member of the Executive Committee.

A quorum shall be a majority of the voting members of the Executive Committee. The Executive Committee will use all reasonable efforts to make decisions by consensus. If no consensus can be reached, any decision of the Executive Committee shall require a two-thirds majority of members present and voting. The Executive Committee may also act by means of teleconference, e-mail or other method of communication, subject to procedures determined by the Board from time to time.

The composition, powers, duties and processes for the Executive Committee shall be further defined in the By-laws and such other directions as shall be provided by the Board from time to time.

### **Article 17 The Secretariat**

The Secretariat consists of a professional staff responsible for carrying out the day-to-day operations of the GAVI Alliance. The powers, duties and processes for the Secretariat shall be defined in the By-laws and such other directions as shall be provided by the Board from time to time.

The CEO shall manage the Secretariat and shall report on the activities of the Secretariat to the Board (and the Executive Committee) as and when required by the Board (or the Executive Committee), but at a minimum twice per year, as determined by the By-laws and such other directions as shall be provided by the Board from time to time.

The CEO and other officers appointed by the Board shall have the authority and responsibilities granted from time to time by the Board or the Executive Committee.

### **Article 18 Auditing Body**

The Board shall appoint a reputable firm of independent auditors ("Auditors") to conduct an annual audit of the accounts of the GAVI Alliance. The Auditors shall deliver a written report of the audit findings to the Board in accordance with statutory requirements.

The commercial year runs from January 1 to December 31. The first commercial year ends on December 31, 2007. The GAVI Alliance's statutory accounts may be held in Swiss francs or in US dollars.

### **Article 19 Creation of Standing Board Committees**

The Board may establish one or more Standing Board Committees, each of them composed of two voting Board members (or their permitted alternates) at least. Each of the Standing Board Committees shall have a chair person. The members of these Standing Board Committees shall be appointed by the Board. The Board shall determine the duration of the charge of the members of the Standing Board Committees.

The Standing Board Committees shall report to the Board or the Executive Committee, as determined in the By laws and by the Board from time to time.

The functions the Standing Board Committees and any requirements for members shall be specified in the By-laws and such other directions as may be provided by the Board from time to time.

#### **Article 20 Creation of Advisory Committees**

The Board may decide to create Advisory Committees, who shall essentially have a consultative and advisory function to the GAVI Alliance and shall not have any decision-making power.

### **IV. REPRESENTATION, SIGNATURE, LIABILITY AND INDEMNIFICATION**

#### **Article 21 Representation**

The Chair and the Vice Chair of the Board and such other officers or representatives as shall be authorised by the Board from time to time, whether for limited or general purposes, are entitled to represent the GAVI Alliance in dealings with third parties.

#### **Article 22 Signatures**

All instruments committing the GAVI Alliance shall be signed by the Chair and/or Vice Chair of the Board and/or such other officers or representatives as shall be authorised by the Board from time to time

#### **Article 23 Liability**

The GAVI Alliance is responsible for its liabilities from all its assets. Neither the members of the Board or any other body of the GAVI Alliance, nor their alternates, nor any organisation or constituency represented by a member of the Board or any other body of the GAVI Alliance or its alternates (each an "Indemnified Person"), shall incur any personal liability arising out of the activities or commitments of the GAVI Alliance.

To the fullest extent permitted by law, except cases of willful or criminal misconduct, gross negligence or reckless misconduct, the GAVI Alliance will indemnify any Indemnified Person (and that Indemnified Person's heirs, executors, administrators, assigns and any other legal representative of that Indemnified Person) who was or is a party or is threatened to be made a party to or is involved in (including as a witness) any threatened, pending, or completed action, suit, proceeding or inquiry, whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that the Indemnified Person is or was a member of the Board or any other body of the GAVI Alliance, or an alternate, or an organisation or constituency represented by a member of the Board or any other body of the GAVI Alliance or its alternates, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that Indemnified Person or that Indemnified Person's heirs, executors, administrators, assigns or legal representatives in connection with that action, suit, proceeding or inquiry, including appeals.

Nothing contained in the present Statutes or By-laws or internal regulations shall constitute or may be construed as a waiver of, or limitation upon, the privileges and immunities granted to any member of the Board or any other body of the GAVI Alliance or his/her alternates, nor as a waiver of, or limitation upon, the privileges and immunities granted to a multilateral organisation or country providing a representative and alternates to serve on the Board or any other body of the GAVI Alliance.

#### **Article 24 Indemnification**

To the fullest extent permitted by law, the GAVI Alliance will pay expenses as incurred by any Indemnified Person in connection with any action, suit, proceeding or inquiry described in Article 23; provided, that, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses will be made only upon delivery to the GAVI Alliance of an undertaking, by or on behalf of the Indemnified Person, to repay all amounts so advanced if it is ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article or otherwise.

The GAVI Alliance may purchase and maintain insurance on behalf of any Indemnified Person against any liability asserted against that Indemnified Person, whether or not the GAVI Alliance would have the power to indemnify the Indemnified Person against that liability under the provisions of this Article or otherwise.

The provisions of this Article will be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption.

If any provision of this Article is found to be invalid or limited in application by reason of any law or regulation, that finding will not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article 24 and in Article 23 will neither be exclusive of, nor be deemed in limitation of, any rights to which any Indemnified Person may otherwise be entitled or permitted by contract, the Statutes, vote of the Board, or otherwise, or as a matter of law, both as to actions in the Indemnified Person's official capacity and actions in any other capacity while holding such office, it being the policy of the GAVI Alliance that indemnification of any Indemnified Person will be made to the fullest extent permitted by law.

### **V. AMENDMENT OF THE STATUTES, BY-LAWS AND DISSOLUTION**

#### **Article 25 Amendment of the Statutes**

The present Statutes can be amended by the Board, provided that the amendments have been submitted to the supervision of the Supervisory Authority in accordance with Articles 85 and 86 of the Swiss Civil Code.

Any such amendment shall be by consensus or, if consensus cannot be obtained, shall require a two-thirds majority of all Board members.

**Article 26 By-laws**

The Board may adopt By-laws and other internal guidelines which shall be subject to the prior approval of the Supervisory Authority.

**Article 27 Dissolution**

If the GAVI Alliance is unable to continue its activities, the Board shall notify the Supervisory Authority of the situation of the GAVI Alliance.

The GAVI Alliance may be dissolved in accordance with Articles 88 and 89 of the Swiss Civil Code. The Board shall carry out the liquidation unless it designates another party to act as a liquidator.

In the event of liquidation of the GAVI Alliance, its remaining assets shall be entirely assignable to another public utility and tax exempt entity pursuing similar objectives to those of the GAVI Alliance. In no cases shall the assets of the GAVI Alliance be returned to the founder or members or be used for their profit in whole or in part and in whatever manner.

The dissolution of the GAVI Alliance, to any degree, and particularly to the point of liquidation, shall only be carried out with the consent of the Supervisory Authority, the decision of which must be based on a written report justifying any such action.

**VI. FINAL PROVISIONS****Article 28 Conflicts of Interest Policy**

The Board shall adopt a conflicts of interest policy for all organs of the GAVI Alliance, to preserve transparency in financial arrangements.

**Article 29 Applicable Law**

Subject to applicable privileges and immunities granted to the GAVI Alliance, in particular under the Swiss Host State Law, these Statutes, the By-laws and regulations promulgated hereunder shall be governed by and construed in accordance with the laws of Switzerland.