

Gavi Alliance Statutes

Approved on 29-30 October 2008

Revised 16-17 November 2011, 14-15 June 2017 and 6-7 June 2018

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 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 vaccine industry industrialised countries;
- one seat for a representative of the vaccine industry developing countries;
- 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 Board (not Alternate Board Members). 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.

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; (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 [Deleted: 14-15 June 2017]

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 as and when required by the Board, 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.

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 three 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, 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, which 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

To preserve transparency in financial arrangements, the Board shall adopt a conflicts of interest policy for all organs of the Gavi Alliance, with the exception of the Secretariat conflicts of interest policy which will be approved by the Governance Committee.

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.

Gavi Alliance By-Laws

Approved on 29-30 October 2008

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ARTICLE 1. THE GOVERNING, ADMINISTRATIVE AND ADVISORY BODIES

1. The governing, administrative and advisory bodies are those listed in Article 8 of the Gavi Alliance Statutes (the “**Statutes**”).

ARTICLE 2. THE BOARD

2.1 Functions of the Board

1. The functions of the Board are those listed in Article 13 of the Statutes.

2.2 Composition of the Board – Definitions

1. “**Representative Board Member**” means representatives from Gavi Alliance partner institutions and stakeholders. Representative Board Members are further separated into two categories: those which represent an “Eligible Organisation” and those which represent an “Eligible Constituency”, both defined below.
2. “**Eligible Organisation**” means each of the World Health Organization, UNICEF, the International Bank for Reconstruction and Development and the Bill & Melinda Gates Foundation, unless and until any of them provide a Termination Notice in accordance with Section 2.2.2. “**Eligible Constituency**” means each of (i) developing country governments; (ii) donor country governments; (iii) the vaccine industry industrialised countries; (iv) the vaccine industry developing countries; (v) civil society and (vi) technical health/research institutes, each as it may be further described in its Selection Procedures (as defined in Section 2.4.2), unless and until any of them provide a Termination Notice in accordance with Section 2.2.2.
3. “**Unaffiliated Board Member**” means individuals appointed in their personal capacity on the basis of their skills and qualifications and who do not sit on the Board as representatives of any Eligible Organisation or Eligible Constituency.

2.2.2 Composition of the Board

1. The Board shall be initially comprised of 27 members, consisting of 18 Representative Board Members and 9 Unaffiliated Board Members, with the Representative Board Members allocated as set forth in Article 9 of the Statutes, unless and until modified by amendment to the Statutes and By-laws. In addition, the CEO (as defined in the Statutes) shall be an ex-officio non-voting Board Member.
2. If any Eligible Organisation or Eligible Constituency that is entitled to have one or more Representative Board Members pursuant to Article 9 of the Statutes provides written notice (“Termination Notice”) to the Chair that it no longer wishes to have a Representative Board Member, then concurrently with the delivery of such notice, (i) its Representative Board Members shall resign or, in the event such resignation shall not be delivered, shall be deemed removed from the Board, (ii) such organisation or constituency shall no longer be entitled to a Representative Board Member and (iii) the size of the Board shall be reduced unless and until such time as the Board shall amend the Statutes and these By-laws to reallocate such seat(s).
3. No Board Member (other than the CEO as ex-officio Board Member) shall be an employee of Gavi Alliance (or any subsidiary of it) or a member of the immediate family or partner of any such employee.

2.3 Board Member Terms

1. Board Members shall serve a term that the Board determines at the time of election, normally three years, or such other term that the Board may determine taking into account specific agreements taken within Eligible Constituencies. All Board Members may be re-elected for one consecutive term. Upon serving two consecutive terms, Board Members may be eligible for reelection to the Board, normally after at least one (1) year off the Board. Each Board Member shall hold office until the completion of his or her term or, if earlier, death, resignation or removal by the Board. The Board should strive to ensure staggering of Board Members' terms so as to limit turnover of the Board membership.
2. An Eligible Organisation or Eligible Constituency shall be entitled, in accordance with Article 10 of the Statutes, to have the same person serve as its Representative Board Member for such additional time as it shall desire.

2.4.1 General Nomination Procedures and Qualifications of Board Members

1. The Board may form a "**Nominating Committee**" responsible for nominating qualified candidates to become members of the Board in accordance with the Statutes, By-laws, and, if applicable, its Committee Charter. The Nominating Committee may be a committee constituted specifically for this purpose or its responsibilities may be delegated by the Board to another Board committee. The Nominating Committee duties, whether or not delegated to another Board committee, shall be subject to the provisions of Article 4 of the By-laws. The Nominating Committee shall nominate candidates for Board Membership in accordance with the procedures herein. The Nominating Committee may establish, subject to Board approval, additional procedures with respect to the designation and nomination of Board members as are reasonably necessary to carry out these provisions.
2. The Nominating Committee may establish, subject to the approval of the Board, minimum criteria as to the qualifications and competencies of all Board Members, provided such criteria shall not unreasonably restrict or interfere with the right of any Eligible Organisation or Eligible Constituency to select its Board member(s). The criteria for Board membership shall be consistent with the Gavi Alliance gender policy, specifically, that gender balance in all areas of Gavi Alliance work should be ensured, including throughout the governance structures, to the extent possible.

2.4.2 Nomination and Appointment Procedures for Representative Board Members

1. Each Eligible Constituency shall have its own process for selecting its Representative Board Member(s) ("**Selection Process**"). It shall be the responsibility of the Eligible Constituency to implement its Selection Process.
2. With respect to any Representative Board Member, the Nominating Committee shall promptly nominate each person designated in writing by an applicable Eligible Organisation or Eligible Constituency as its Representative Board Member, unless (i) the person so designated does not meet the minimal criteria established pursuant to Article 2.4.1 or (ii) in the case of any Eligible Constituency, the Nominating Committee shall have concluded, after reasonable investigation, that the person so designated was not chosen in compliance in all material respects with the Eligible Constituency's Selection Process. In either case, the Eligible Organisation or Eligible Constituency may request the full Board to appoint the person so selected by such Organisation or Constituency, in which case the recommendation of the Nominating Committee shall be sustained only if the Board approves it in accordance with Article 2.7.1. If a candidate selected by an Eligible Organisation or Eligible Constituency is not so nominated by the Nominating Committee, and the Board decides not to appoint the person so selected by such Organisation or Constituency, the Eligible Organisation or Eligible Constituency shall select another Candidate.
3. If an Eligible Organisation or Eligible Constituency fails to designate a Candidate for nomination, the seat shall remain vacant until a Candidate is designated and elected. If an Eligible Organisation or Eligible Constituency fails to designate a Candidate for nomination for more than one year, such Eligible Organisation or Eligible Constituency shall be deemed to have delivered a Termination

Notice and the provisions of the second paragraph of Article 2.2 shall apply. The Board may choose to waive the requirements of this paragraph from time to time.

4. Each Eligible Organisation and Eligible Constituency shall have the right to replace its Representative Board Member at any time, in which case it shall promptly notify the Nominating Committee and the Chair. It shall then select a new Candidate. Unless the applicable Eligible Organisation or Eligible Constituency requests otherwise, its Representative Board Member shall continue to serve until a replacement is appointed by the Board.
5. Each candidate for Representative Board Membership nominated by the Nominating Committee (or as to whom a Nomination Committee objection is not sustained) shall be appointed by the Board.

2.4.3 Nomination and Appointment Procedures for Unaffiliated Board Members

1. The Nominating Committee may establish, subject to the approval of the Board, such additional criteria with respect to the selection of Unaffiliated Board Members so as to ensure that the Board includes persons having skills, experience and networks beneficial to carry out the work of Gavi Alliance.
2. Unaffiliated Board Members shall possess the experience and skills in the following areas as deemed appropriate in any given case by the Nominating Committee: accounting and audit; investments and financial markets; humanitarian advocacy; private fund-raising; legal, transactional and commercial affairs; marketing and communications; health care, and other skills deemed necessary by the Board from time to time.
3. In addition, the Nominating Committee shall define the specific skills and responsibilities needed for vacancies as they arise and shall design and implement a process to identify suitable nominees.
4. Each candidate for Unaffiliated Board Membership nominated by the Nominating Committee shall be appointed by the Board.

2.4.4 Resignation, Removal and Vacancies

1. Any Board Member may resign at any time by delivering written or electronic notice to the Chair, CEO or the Secretary, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery receipt by the Chair, CEO or Secretary.
2. If a Board Member has three consecutive absences from Board meetings, the Chair will discuss with that Board Member the viability of his or her continued involvement on the Board. In the case of a Representative Board Member, the Chair will also notify the appropriate Eligible Organisation or Eligible Constituency.
3. Other reasons for removal may include, without limitation, fraud, breach of fiduciary duties, or criminal activity. A Board Member may be removed by a three-fourths vote of the remaining Board Members. In the case of a Representative Board Member who is removed, the Eligible Organisation or Eligible Constituency shall be entitled to select a new Candidate for the Board.
4. A vacancy of a Board Member, Board Committee member, Chair or other officer of the Board or a Board Committee for any reason shall be filled in the same manner in which the original individual was appointed. Individuals appointed to fill vacant positions shall hold such positions for the unexpired terms of their predecessors.

2.5 Alternate Board Members

1. Each Eligible Organisation and Eligible Constituency shall be entitled to designate one person per Board Member as an “**Alternate Board Member**”. Each such Alternate Board Member shall be entitled to act as a Board Member in lieu of the Representative Board Member in accordance with

the provisions hereof. All references herein to Representative Board Member shall include Alternate Board Member unless otherwise specified or the context otherwise requires. Alternate Board Members shall be selected through the same procedures outlined in Article 2.4.2. and shall have the same rights, privileges and responsibilities and be subject to the same duties and obligations, and be provided the same information, as Board Members when acting in that capacity. Each Alternate Board Member shall also be subject to the provisions of Article 2.4.4.

2.6 Chair and Vice Chair

1. The Chair and Vice Chair will be selected according to Article 12 of the Statutes from among voting Board Members (not Alternate Board Members). The Nominating Committee shall nominate candidates for Chair and Vice Chair but any other voting Board Member may be so nominated at the meeting at which the Chair and Vice Chair are elected.
2. The Chair and the Vice Chair will serve for a term of 2 years and may each be re-elected in accordance with Article 12 of the Gavi Alliance Statutes, subject to the expiration of that Board member's term of service established pursuant to Section 2.3.
3. The Chair shall preside at all meetings of the Board and shall act as Chair of and preside at meetings of the Market-Sensitive Decisions Committee. Further, the Chair shall perform such other duties as may be assigned by the Board.
4. The Vice Chair shall preside at meetings of the Board in which the Chair is absent and shall act as Chair of and preside at meetings of the Governance Committee. Further, the Vice Chair shall perform such other duties as may be assigned by the Board.
5. If a Representative Board Member is appointed Chair or Vice Chair of the Board pursuant to Article 2.6, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Board meeting. The Alternate Board Member for that individual shall be entitled to participate in Board meetings to express the applicable organisation's or constituency's viewpoint in deliberations and to vote.

2.7.1 Board Procedures – Decision-making

1. The Board will make decisions in accordance with Article 15 of the Statutes.
2. Furthermore, any Amendment to the Purpose Statement in Article 2 of the Statutes shall require a consensus of all Board members.

2.7.2 Meetings of the Board

1. The Board shall meet as often as necessary, and at least twice per year. Board Members are expected to participate fully in all meetings of the Board unless extraordinary circumstances prevent attendance.
2. There shall be an Annual Meeting for the appointment of Board Members, Board Committee members, Chairs and other officers of the Board and Board Committees, and for the transaction of other business as necessary. In the event of an unexpected vacancy, the Board shall however proceed to fill the vacancy at the earliest possible opportunity, subject to the applicable procedure for selection, nomination and appointment.
3. A meeting of the Board may be called by the Chair or the Vice Chair of the Board, or by the CEO at the direction of the Chair or the Vice Chair, or at the request of at least four Board Members. Notice of any meeting so called shall be given in accordance with Section 2.7.4.
4. The Secretariat, in collaboration with the Chair and Vice Chair of the Board, shall prepare the agenda of the Board's meetings, pursuant to any procedures set by the Board, provided that any Board Member may request the Board to take up any matter not on the agenda.
5. Any or all of the Board Members may participate in a meeting by means of teleconference, videoconference or such other method of communication by which all Board Members participating

may simultaneously hear one another. A Board Member participating in such fashion shall be deemed present for purposes of quorum..

6. Except for executive sessions, Board Members may at any meetings of the Board be accompanied by their personal advisers, provided that such persons shall not be entitled to address the meeting unless invited by the Chair.
7. All decisions of the Board will be recorded in the minutes of the Board meetings, approved by the Board and provided to all Board Members, and retained in the permanent records of the Gavi Alliance.

2.7.3 Decision-making by the Board Without a Meeting

1. Unless otherwise restricted by the Statutes or By-laws, the Board may take a decision without a meeting to an action circulated in writing, electronically or by fax if all of the voting Board Members (or their named Alternates) consent thereto in writing, electronically or by fax, and written evidence of such consent is filed with the minutes of the proceedings of the Board. A motion to approve decisions in this manner shall be deemed approved if the following conditions are met: (i) notice of a request to approve a decision is made in writing and sent by mail to the last recorded address of each Board member, or by email, (ii) a period of no less than 8 business days is given for Board Members to signal an approval in writing or by email ("**Approval Period**"), and (iii) approval to the motion by all voting Board Members (or their named Alternates) is received by the Chair, CEO, or Secretary by the conclusion of the Approval Period.
2. The Board may approve the annual accounts on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the annual accounts shall be deemed approved if the following conditions are met: (i) the Audit and Finance Committee recommended to the Board that it approve the annual accounts, (ii) notice of a request to approve the annual accounts is made in writing and sent by mail to the last recorded address of each Board Member, or by email, (iii) a period of no less than 8 business days is given for Board Members to signal an objection in writing or by email ("**Objection Period**"), and (iv) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period.
3. The Board may approve the minutes of its meetings on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the minutes shall be deemed approved if the following conditions are met: (i) draft minutes are circulated to the Board at least once for review and comment, (ii) a period of no less than 8 business days is given for Board Members to provide comments to the initial draft minutes ("**Review Period**"), (iii) notice of a request to approve the minutes is made after the conclusion of the Review Period in writing and sent by mail to the last recorded address of each Board Member, or by email, (iv) a period of no less than 8 business days is given for Board Members to signal an objection in writing or by email ("**Objection Period**"), and (v) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period.
4. The Board may approve Board and Committee appointments on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the appointment of Board and Committee members shall be deemed approved if the following conditions are met: (i) the Governance Committee (assuming the functions set out in Articles 2.4.1 through 2.4.3) recommended to the Board that it approve the appointment of Board and Committee members, (ii) notice of a request to approve the appointment of Board and Committee members is made in writing and sent by mail to the last recorded address of each Board Member, or by email, (iii) a period of no less than 8 business days is given for Board Members to signal an objection in writing or by email ("**Objection Period**"), and (iv) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period. This provision does not apply to the appointment of the Board Chair, Board Vice Chair, Board Committee Chairs or Chairs of Advisory Bodies.

2.7.4 Notice of Meetings

1. Notice of a meeting of the Board shall be given to each Board Member at least 14 days prior to such meeting. Except as otherwise required by statute, all such notices shall be given in writing and sent by mail to the last recorded address of the Board Member or by email if the Board Member has consented to receipt of notice by email. Notice of any such meeting need not be given to any Board Member who submits a signed waiver of notice for filing with the minutes or corporate records of such meeting, or who participates in a meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her.

2.7.5 Quorum

1. At the Annual Meeting and at all meetings of the Board the presence of a majority of the voting Board Members (or Alternate Board Members) shall constitute a quorum for the transaction of business.

ARTICLE 3 **EXECUTIVE COMMITTEE** [Deleted: 14-15 June 2017]

ARTICLE 4 **BOARD COMMITTEES**

1. The Standing Committees of the Board ("**Board Committees**") shall consist of a Market-Sensitive Decisions Committee, a Governance Committee (which may also act as the Nominating Committee), an Audit and Finance Committee, a Programme and Policy Committee and an Investment Committee. The Board may establish such other Board Committees or abolish Board Committees as it shall determine.
2. Each Board Committee shall be composed of three or more Board Members/Alternates. Each of the Board Committees shall have a presiding Chair who shall be one of the Board Members and shall be appointed once every two years by the Board unless otherwise provided in the Statutes, By-laws or Charter of the relevant Committee. If a Representative Board Member is appointed Chair pursuant to this Section 4.2, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Committee meeting. The Alternate Board Member for that individual shall be entitled to participate in the Committee meetings to express the applicable organisation's or constituency's viewpoint in deliberations and to vote. Each Board Member (taken together with his or her Alternate or any Committee Delegate, as defined below, if applicable) shall normally be a member of at least one but no more than three Board Committees. This limit of three Committee memberships shall not include membership of the market-Sensitive Decisions Committee. The criteria for Committee membership shall be consistent with the Gavi Alliance gender policy, specifically, that gender balance in all areas of Gavi Alliance work should be ensured, including throughout the governance structures, to the extent possible.
3. Board Committee Members and Board Committee Chairs shall be appointed by the Board upon the recommendation of the Nominating Committee. In addition to Board Members and Alternates, Board Committee membership may include members selected by Eligible Organisations or Eligible Constituencies as "**Committee Delegates**". Committee Delegates shall be nominated and appointed in the same manner as Board Members and subject to the same procedures for resignation and removal as stated in Article 2.4.4. Committee Delegates shall have the same status as other Board Committee members.
4. In nominating Committee Chairs, the Nominating Committee shall consult the Board Chair and Board Vice Chair.
5. Non-voting expert advisers may be appointed to Committees as needed at the discretion of the relevant Board Committee Chair according to provisions in the Committee Charters..
6. The powers, duties, functions, composition, quorum and other rules of procedure of each Board Committee shall be set forth in their respective Charters which shall be approved by the Board.

Apart from the Market-Sensitive Decisions Committee with delegated authority, other Board Committees serve in an advisory capacity to the Board, and shall in all cases report to the Board. Each Board Committee may perform such duties, and shall be subject to such other directions (in each case not inconsistent with its Charter) as the Board may determine from time to time, excluding however powers reserved specifically to the Board as stated in Article 13 of the Statutes.

7. The Board shall determine the duration of the term of the Members of the Board Committees.
8. The rules and procedures set forth herein for the Board (including the last three paragraphs of Article 2.7.2 and Articles 2.7.3 through 2.7.5) shall apply to Board Committees unless the Board decides otherwise.
9. The Chair or the Board may also create temporary committees from time to time to carry out the goals, objectives and functions of Gavi Alliance as may be deemed desirable. Each such temporary committee shall consist of at least two Board Members (or Alternate Board Members), each of whom shall be appointed to each such committee by the Board Chair. The Board Chair shall appoint one of the members of each temporary committee as its chair. Each temporary committee of the Board shall serve at the pleasure of the Board, with defined terms of reference. The rules and procedures set forth herein for Board Committees shall apply to temporary committees unless the Board decides otherwise.

ARTICLE 5 ADVISORY BODIES

1. The Board or a Board Committee may establish, or request the Secretariat to establish, advisory bodies, including advisory committees described in Article 20 of the Statutes.
2. The internal regulations of the advisory bodies shall be specified in terms of reference adopted by the Board or Board Committee, as the case may be.
3. Advisory bodies shall be supported by the Secretariat and report to the Board or Board Committee that established them.
4. Advisory bodies shall have no authority to bind the Board or the Gavi Alliance to any commitment or funding obligation.

5.1 Independent Review Committee

1. The Independent Review Committee (IRC) is an independent, impartial group of national health programme experts appointed by the Board from a pool nominated by the Secretariat in consultation with partners and others as required by the Board. In emergency situations, the CEO in concurrence with the Chair of the PPC may appoint IRC members with subsequent ratification by the Board. IRC members shall be selected on the basis of their skills, expertise and independence. The IRC serves to guarantee the integrity and consistency of an open and transparent programme funding process.
2. The Board may create separate teams of the IRC to perform different functions, for example for new country proposals, country progress reports and other specific functions that require independent expert review.
3. Each of the IRC teams shall have one presiding chair.

5.2 Time-limited Task Teams

1. Time-limited Task Teams may be established by the Secretariat at the request of the Board, a Board Committee or by the Secretariat itself, to tackle specific technical, policy or strategy matters.
2. Each of the Time-limited Task Teams shall have one presiding chair.

ARTICLE 6 OFFICERS

1. The Board shall appoint the officers of the Gavi Alliance. The officers shall include the Chief Executive Officer (CEO), a Secretary, and a Treasurer and shall perform the functions listed in these By-laws and other responsibilities that may be assigned to them by the Board from time to time. Each officer shall at all times be subject to the control of the Board, and any power or duty assigned to an officer by these By-laws or the Board shall be subject to control, withdrawal or limitation by the Board. The Board may adopt a Delegation of Authority Policy to further outline delegations to the officers.

6.1 Functions of the CEO

1. The CEO shall be selected by the Board based on merit, in a non-political, open and competitive manner. The CEO shall be appointed to renewable terms of four years. The performance of the CEO shall be reviewed by the Board annually. The CEO shall have the responsibility for the general supervision of the Secretariat (see Article 7) which shall be recruited and appointed by the CEO, under policies and procedures approved by the Board. The Board may authorise the CEO to appoint one or more deputies to perform the functions and duties of the CEO in his or her absence.

6.2 Functions of the Secretary

1. The Secretary shall ensure proper notice, and keep the minutes of Board and Board Committee meetings; be custodian of the organisation's seal and Board records; and maintain a register of addresses of the Board members. The Board may appoint one or more Assistant Secretaries to perform the functions and duties of the Secretary in his or her absence.

6.3 Functions of the Treasurer

1. The Treasurer shall have charge of, and be responsible for, all funds and securities of the Gavi Alliance. In addition, the Treasurer shall prepare an annual statement of financial condition of the Gavi Alliance. The Board may appoint one or more Assistant Treasurers to perform the functions and duties of the Treasurer in his or her absence.

ARTICLE 7 SECRETARIAT

1. The Secretariat, headed by the CEO, shall be responsible for managing the Gavi Alliance business, including facilitation of the participation and contribution of all Gavi Alliance stakeholders and sustaining its unique public-private character.

7.1 Functions of the Secretariat

1. In carrying out the responsibility set out in the preceding sentence, the main functions of the Secretariat are to:
 - coordinate with Alliance stakeholders and individuals;
 - execute the decisions of the Board – functioning where appropriate through the stakeholders of the Gavi Alliance – and communicate Board decisions to stakeholders;
 - prepare the strategic plan for review and approval by the Board;
 - to implement the strategic plan, prepare draft business plans and budgets in consultation with Alliance partners in accordance with these By-laws, the Committee Charters, and any additional instructions from the Board.
 - supervise the expenses in relation to the budget and keep the accounts of the Gavi Alliance and submit them to the Auditors for the annual audit;
 - provide a substantive annual report on the Gavi Alliance work plan, including financial accounts, and revenue and expenditure projections, describing in particular the tasks achieved, the tasks not achieved and any appropriate explanations;
 - provide the Board with all necessary and appropriate information to carry out its responsibilities, including by preparing issue papers and operational strategies for Board and Committee meetings, and present these to the relevant Board Committee for inputs, actions and recommendations, in line with the functions as described in the Committee Charters;

- support the work of advisory bodies and Time-Limited Task Teams, and other support structures;
- commission and supervise contracted work;
- support the Board in advocacy and fund raising;
- accomplish all other tasks and functions as lawfully assigned to it by the Board from time to time.

ARTICLE 8 ADMINISTRATIVE PROVISIONS

8.1 Books and Records

1. The Gavi Alliance shall keep at its principal or registered office copies of its current Statutes and By-laws; correct and adequate records of accounts and finances; minutes of the proceedings of its Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Board Member, Alternate Board Member and Committee Delegates, and of the name and postal address of each officer; and such other records as may be necessary or advisable. Without waiving any privileges and immunities that may exist, all books and records of the Gavi Alliance shall be open at any reasonable time to inspection by any Board Member at the Gavi Alliance offices.

8.2 Accounting Year

1. The accounting year of the Gavi Alliance shall be the 12 months ending 31 December.

ARTICLE 9 AMENDMENT

1. The present By-laws can be amended by the Board, after submission 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 10 ENTRY INTO FORCE

1. These By-laws shall enter into force after their approval by the Board and the Federal Supervisory Board for Foundations.