

# Coalition for Epidemic Preparedness Innovations (CEPI)

## Articles of Association

### 1 Name

The name of the non-profit international association shall be Coalition for Epidemic Preparedness Innovations and/or the CEPI Association (hereinafter referred to as "CEPI Association").

### 2 Background and objective

- 2.1** The CEPI Association is an international multi-stakeholder initiative supported by governments, international organisations, industry, public and philanthropic funders, academia and civil society groups.
- 2.2** The objective of the CEPI Association is to create a global financing and coordination mechanism, and to strengthen public-private collaboration in order to develop, manufacture and stockpile vaccines necessary to respond to emerging infectious diseases for which no commercial market exists. CEPI will also support efforts to accelerate vaccine research and development (R&D) during public health emergencies
- 2.3** The CEPI Association is prohibited from distributing its income or assets to, or for the benefit of, a private person or non-charitable organization, other than distributions: (a) as part of its charitable activities; (b) as payment of reasonable compensation for services rendered or (c) as payment of the fair market value of property.

### 3 Legal entity

- 3.1** The CEPI Association is an international non-profit association established under Norwegian law.
- 3.2** The CEPI Association is an independent self-owned legal entity with limited liability.

### 4 Governance

- 4.1** The permanent institutional bodies of the CEPI Association are:
- (i) The CEPI Board
  - (ii) The CEPI Secretariat

Version number	Approval process	Date
1.0	Prepared by: secretariat	08.23.2016
	Approved by CEPI Board	08.24.2016

**4.2** The CEPI Board may establish a CEPI Forum, CEPI Joint Coordination Group, CEPI Scientific Advisory Committee and/or other permanent or ad-hoc committees with responsibility for specific issues as further detailed by the CEPI Board. The members of any such body shall have such qualifications, serve for such terms and be elected or appointed in such manner as the CEPI Board may prescribe by resolution or amendment to these Articles of Association. The CEPI Board may, in carrying out its duties and exercising the powers vested in it by these Articles of Association, consult any such body at any time and from time to time; provided that, no such body (i) shall possess the rights, powers or duties conferred on the CEPI Board under these Articles or applicable law; or (ii) be vested with authority to direct the actions of the CEPI Board regarding the business and affairs of the CEPI Association.

## **5 The CEPI Board**

**5.1** The CEPI Board exercises the supreme authority in the CEPI Association.

**5.2** In order to reflect the multi-stakeholder nature of the CEPI Association, the CEPI Board shall consist of [13-22] members ("Board Members") and as follows:

- (i) [3-5] Board Members representing individual governments from high-income countries
- (ii) [3-5] Board Members representing individual governments from low- and middle-income countries
- (iii) [2-3] Board Members representing philanthropic funders
- (iv) [3-4] Board Members representing the private sector
- (v) [1-2] Board Member representing the civil society/non-governmental organizations/patient organizations
- (vi) [1-3] Board Members in their individual capacity

In addition, subject to Article 7.5, the following may attend CEPI Board meetings as observers ("Observers") with no voting rights, but with the right to express their views. The Observers shall receive summons for Board Meetings in accordance with Article 7.2 and Article 7.4.

- (i) Representative of the WHO
- (ii) The CEPI CEO
- (iii) The Chairman of the Scientific Advisory Committee
- (iv) The Chairman of the CEPI Joint Coordination Group

**5.3** An interim CEPI Board shall be appointed by the CEPI Association founding members at the establishment of the CEPI Association for a term that expires at the end of 2017. The interim CEPI Board shall appoint the permanent CEPI Board before the expiry of its term. Thereafter, Board Members shall be appointed by the CEPI Board for 2 or 3 year terms with an opportunity for reappointment only once.

**5.4** The CEPI Association shall obtain liability insurance for Board Members. The terms and conditions for such insurance shall be approved by the CEPI Board.

- 5.5** The Board Members shall not receive any compensation for their services as such; however, reasonable expenses of Board Members for attendance at CEPI Board meetings or otherwise directly incident to their duties as Board Members may be paid or reimbursed by the CEPI Association.
- 5.6** A Board Member shall be automatically and immediately removed from the CEPI Board in the event that
- (i) Such Board Member is prohibited by law from being a director of any organisation or company in any jurisdiction;
  - (ii) a bankruptcy order is made against that Board Member in any jurisdiction;
  - (iii) a composition is made with that Board Member's creditors generally in satisfaction of that person's debts in any jurisdiction;
  - (iv) a registered medical practitioner who is treating that person gives a written opinion to the CEPI Association stating that that Board Member has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - (v) by reason of that Board Member's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - (vi) notification is received by the CEPI Association from the Board Member that the Board Member is resigning from office, and such resignation has taken effect in accordance with its terms.

## **6 Functions of the CEPI Board**

- 6.1** The CEPI Board Member shall:
- (i) act in the best interests of the CEPI Association at all times.
  - (ii) act within his or her powers, in accordance with these Articles of Association and exercising his or her powers only for the purposes for which they are conferred.
  - (iii) exercise independent judgement.
  - (iv) exercise reasonable skill, care and diligence (as measured against objective and subjective standards).
  - (v) Avoid conflicts of interest; this duty is not infringed if a situation cannot reasonably be regarded as likely to give rise to a conflict of interest or where the matter has been authorised by the CEPI Board.
  - (vi) Not accept benefits from a third party conferred by reason of him or her being a Board Member or doing (or not doing) anything as a Board Member.
  - (vii) Declare interests in any proposed transaction or arrangement if such interest is likely to give rise to a conflict of interest.
- 6.2** The CEPI Board shall exercise the powers of the CEPI Association subject to the objective of the CEPI Association, including the following key functions:
- (i) ensure that the CEPI Secretariat is efficiently executing the objective of the CEPI Association and the instructions and decisions of the CEPI Board,
  - (ii) set policies and principles for the CEPI Association,
  - (iii) appoint the CEPI CEO and any bodies established in accordance with Article 4.2,

- (iv) provide governance and fiduciary oversight over CEPI Association's activities, finances and performance, and
- (v) work to ensure necessary funding for the CEPI Association.

**6.3** Conflict of interests which may arise between the Board members duties as such and their potential conflicting interests due to other roles and obligations shall be handled according to a conflict of interest policy decided upon by the CEPI Board and/or through resolutions which may be adopted by the CEPI Board from time to time.

## **7 Board Meetings**

**7.1** Regular Board Meetings shall be held at least quarterly unless otherwise agreed by the CEPI Board.

**7.2** Regular Board Meetings are set on annual basis.

**7.3** The CEPI Chair may summon Board members and Observers for special Board meetings by not less than 10 business days' prior written notice. Any Board Member may require the CEPI Chair to summon a Board Meeting.

**7.4** The summons for Board Meetings shall include an agenda specifying items for decision together with (to the extent appropriate) supporting materials. The summons should be sent by not less than 10 business days prior to the Board Meeting.

**7.5** Observers may be excused from the Board Meeting during sessions dealing with confidential subject matters, as deemed by the CEPI Board.

**7.6** If the circumstances so necessitate, Board Meetings can be held by telephone conference or by circulation of documents (in accordance with Article 7.9 below). At least one Board Meeting per year shall be in person.

**7.7** The CEPI Board shall keep Minutes of all Board Meetings. Such Minutes shall record the names of those participating, the decisions made at the meetings and, where appropriate, the reason for the decisions.

**7.8** A quorum for Board Meetings requires the presence of the majority (i.e., more than one-half) of the Board Members.

**7.9** Board resolutions may also be passed by written resolution. In these circumstances, the written resolution needs to be circulated to all members of the CEPI Board, and a resolution must be signed by the majority of the Board Members.

**7.10** Any Board Member (appointor) may appoint as an alternate any other director or any person approved by resolution of the directors to (a) exercise that Board Members' powers and (b) carry out that Board Member's responsibilities in the absence of the alternate's appointor. Any appointment or removal of an alternate must be effected by notice in writing to the CEPI Association and signed by the appointor. Alternate directors shall be deemed for all purposes to be Board Members, shall be liable for their own acts and omissions, are subject to the same restrictions as their appointors and are not deemed to be agents of or for their appointors. Each alternate director shall be entitled to receive notices of all meetings of the CEPI Association.

## **8 CEPI Chair**

**8.1** The CEPI Chair shall be elected by the CEPI Board.

**8.2** The CEPI Chair is elected for a term of 2 years, and can be re-elected once. The CEPI Board may however at any time during the term decide to change the CEPI Chair.

**8.3** If the CEPI Chair is unable to preside over a Board Meeting, the CEPI Board Members present may appoint another Member to chair that Meeting.

## **9 CEPI Secretariat**

**9.1** The CEPI Secretariat shall be responsible for the day-to-day running of the CEPI Association under the direction of the CEPI Board.

**9.2** The CEPI Secretariat shall be led by a full-time CEPI CEO, and consist of other staff as deemed appropriate by the CEPI CEO from time to time.

**9.3** The CEPI CEO will manage the day-to-day running of the CEPI Association, including selecting appropriate staff, overseeing development of the CEPI Association and providing support to the CEPI Board. The CEPI CEO shall present plans for the CEPI Secretariat staffing to the CEPI Board at least annually. The CEPI CEO shall facilitate the recommendations to the CEPI Board from any bodies established according to Article 4.2. The CEPI CEO shall report to the CEPI Board through the CEPI Chair and be responsible for the activities of the CEPI Secretariat.

## **10 Voting Procedures**

**10.1** Each Board Member shall have one vote, with exception of the Chair who will have a casting vote in case of equal number of votes on a matter.

**10.2** All decisions by the CEPI Board, other than those set out in Article 10.3 require a majority vote by the attending Board Members or a majority vote of all Board Members through the operation of Articles 7.6 and 7.9.

**10.3** The following matters require a 2/3 supermajority vote by the attending Board Members:

- a) amendments to these Articles of Associations;
- b) removal of any Board member;
- c) the commencement, settlement, waiver or other disposition of any claims, lawsuits, or other proceedings;
- d) incurring any indebtedness;
- e) the creation or extension of any lien or other encumbrance on any asset of the CEPI Association;
- f) appointing or removing the auditors of the CEPI Association;
- g) sale of all or substantially all of the assets of the CEPI Association;
- h) merger or consolidation of the CEPI Association; and
- i) dissolution of the CEPI Association and/or adoption of a plan for the distribution of the Association's assets upon dissolution.

## **11 Auditing**

**11.1** The CEPI Board shall appoint an external, independent auditor to annually audit the CEPI accounts, and to present a written audit report to the CEPI Board. The CEPI Board shall develop reporting and auditing arrangements with respect to the CEPI account which shall be set forth in the supplementary operating rules and procedures of the CEPI Association.

## **12 Amendments**

**12.1** These Articles of Association may be amended by the CEPI Board in accordance with Article 10.3. A proposal for an amendment of the Articles of Association shall be included in a summons for a Board Meeting with at least four weeks' notice.

## **13 Dissolution**

**13.1** The CEPI Association may be dissolved by the CEPI Board in accordance with Article 10.3. A proposal for dissolution shall be included in a summons for a Board Meeting with at least four weeks' notice.

**13.2** In the event of liquidation or dissolution, all of the assets of the CEPI Association remaining after satisfaction of the Association's debts and liabilities shall be distributed to one or more charitable organizations or government entities to be used for purposes similar to those of the CEPI Association, as more specifically determined by the CEPI Board.

## **14 Signature**

**14.1** The CEPI Board as a whole is authorised to collectively act and sign on behalf of the CEPI Association in all matters, and to assign such authority to the CEPI Chairman and the CEPI CEO or other designated persons.