

The Norwegian version is an in house translation of this document, in case of discrepancy between the English language original text and the Norwegian language translation the English text shall prevail.

## **ARTICLES OF ASSOCIATION**

### **Coalition for Epidemic Preparedness Innovations**

## **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 invest in vaccine development projects and partner closely in order to maximise the value of the investments. When distributing funds, CEPI shall pay respect to all applicable laws and regulations. CEPI will also support efforts to accelerate vaccine research and development (R&D) prior to and during public health emergencies and to secure equitable access to vaccines against emerging infectious diseases for people at risk.
- 2.3 The CEPI Association will act in accordance with the Board Charter – ensuring that the principles which led to CEPI's formation, and the spirit and values core to its operation, are respected and embodied.
- 2.4 The CEPI Association is prohibited from distributing its income or assets to, or for the benefit of, a private person or non-charitable organisation, 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 with its Head Office in Oslo.
- 3.2 The CEPI Association is an independent self-owned legal entity with limited liability.
- 3.3 CEPI's accounting year equals the calendar year.

## **4 GOVERNANCE**

- 4.1 The permanent institutional bodies of the CEPI Association are:
  - (i) The CEPI Members Meeting
  - (ii) The CEPI Board
  - (iii) The CEPI Investors Council
  - (iv) The CEPI Secretariat

4.2 The CEPI Board shall establish the 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 shall prescribe by resolution or amendment to these Articles of Association. The CEPI Board shall, 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. In its deliberation and decisions, the CEPI Board shall be aware of and take account of the views of the different CEPI stakeholders such as governments, international organizations, industry, public and philanthropic funders, academia and civil society groups. Input from these stakeholders shall be used to judge how to best support development of new vaccines and equitable access for affected people.

## **5 THE MEMBERS AND THE MEMBERS MEETING**

5.1 The Members of CEPI are the voting members of the CEPI Board and the members of the Investors Council.

5.2 The Members of CEPI shall be entitled to attend the Members Meeting of CEPI. There shall be an Annual CEPI Members Meeting. The CEPI Members Meeting shall make the final decisions in the following matters:

- (i) adopting the annual accounts of CEPI
- (ii) any amendment of these Articles of Association
- (iii) adopting updates to the Board Charter as required
- (iv) any required dissolution of the CEPI Association and/or adoption of a plan for the distribution of the Association's assets upon dissolution

- 5.3 The Members Meeting will be co-chaired by the chair of the CEPI Board and the Chair of the CEPI Investors Council.
- 5.4 The Members Meeting co-chairs, or a majority of the Members of CEPI, may together summon a special Members Meeting by not less than 28 days' prior notice.
- 5.5 The summons for Members Meetings shall include an agenda specifying items for decision together with (to the extent appropriate) supporting materials. The summons should be sent not less than 10 business days prior to the Members Meeting.
- 5.6 All decisions by the CEPI Members Meeting (set out in Article 5.2) require an overall 2/3 supermajority of all Members of CEPI, and a majority vote from *both* independent Board Members and investor Members.
- 5.7 Each Member of CEPI shall have one vote. In the case of equal number of votes on a matter, if the co-chairs vote in unison their vote will be casting.
- 5.8 The CEPI Members shall keep Minutes of all Members Meetings. Such Minutes shall record the names of those participating, the decisions made at the meetings and, where appropriate, the reason for the decisions. The CEPI CEO shall act as Secretary to the Members Meeting.

## **6 THE CEPI BOARD**

- 6.1 The CEPI Board provides strategic guidance to the CEPI Association, and is responsible for all major decisions other than those reserved to the Members Meeting.
- 6.2 Any single investment proposal by the Chief Executive Officer (CEO) to commit CEPI funds exceeding MUS\$100 shall be subject to the review and approval of the Investors Council before the final decision is made by the CEPI Board.
- 6.3 The CEPI Board shall consist of 12 members ("Board Members") as follows:
  - (i) 3 Board Members representing sovereign investors or international organisations (investing in CEPI) elected by the Investors Council
  - (ii) 1 Board Member representing non-profit or non-governmental organisation investors elected by the Investors Council
  - (iii) 8 Independent Board Members elected by the Board in their individual capacity

In addition, subject to Article 8.5, the following may attend CEPI Board meetings as non-voting members with the right to express their views. The non-voting members shall receive summons for Board Meetings in accordance with Article 8.3 and Article 8.4.

- (i) Representative of the World Health Organisation
- (ii) Representative of the principal financial institution holding CEPI's funds
- (iii) The CEPI CEO
- (iv) The Chair of the CEPI Scientific Advisory Committee
- (v) The Chair of the CEPI Joint Coordination Group

The above composition of the CEPI Board may be reviewed from time to time by the Members meeting, with due consideration to the nature of the CEPI Association as an international multi-stakeholder initiative.

- 6.4 The CEPI Association shall obtain liability including and directors and officers liability insurance to cover Board Members. The terms and conditions for such insurance shall be approved by the CEPI Board.
- 6.5 Independent Board Members will be entitled to receive honorarium compensation at a level agreed by the CEPI Board, as well as reasonable expenses for attendance at CEPI Board meetings or otherwise directly incident to their duties as Board Members.
- 6.6 Independent Board Members are customarily appointed for a term of 3 years, which will be renewable once, unless otherwise resolved by the Board.
- 6.7 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.

Board Members or others who become aware of any such event, shall notify the CEPI CEO. The CEPI CEO shall inform the CEPI Chair and the CEPI Board.

## **7 FUNCTIONS OF THE CEPI BOARD**

- 7.1 The CEPI Board shall exercise the powers of the CEPI Association subject to the objectives of the CEPI Association. To achieve these objectives, the Board shall:
- (v) Ensure that the CEPI Secretariat is efficiently executing the objective of the CEPI Association and the instructions and decisions of the CEPI Board;
  - (vi) Ensure that the organization is managed effectively by the CEO and the CEPI Secretariat, in accordance with legal and regulatory requirements and the Board Charter;
  - (vii) Approve budgets, investment, and business plan updates;
  - (viii) Set policies and principles for the pursuing the organisations mission;
  - (ix) Appoint the CEPI CEO and any bodies established in accordance with Article 4.2;
  - (x) Provide governance and fiduciary oversight over CEPI Association's activities, finances and performance;

- (xi) Work to ensure necessary funding for the CEPI Association;
- (xii) Authorize the CEO to execute on decisions not falling under his/her delegation of authorities;
- (xiii) Accept investments to the CEPI Association. This decision will be made with due consideration of the relevant investor's commitment to CEPI's mission and its Board Charter;
- (xiv) Specify the term for which new investors will be members of the Investors Council;
- (xv) Consider such other matters related to CEPI as may be referred to it by the CEO.

7.2 Any potential conflict which may arise between the Board members' duties as such and their 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.

7.3 In serving the Board, CEPI Board Members shall:

- (i) Act in the best interests of the CEPI Association in line with CEPI's values, policies, procedures and Board Charter.
- (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) Seek to 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.

## **8 BOARD MEETINGS**

- 8.1 Regular Board Meetings shall be held quarterly unless otherwise agreed by the CEPI Board.
- 8.2 Regular Board Meetings shall be set on an annual basis
- 8.3 The CEPI Chair may summon Board members and non-voting members for special in-person Board meetings by not less than 10 business days' prior written notice. Any three Board Members may require the CEPI Chair to summon a Board Meeting. In exceptional circumstances (e.g., during a Public Health Emergency of International Concern or when other urgent action is required) and at the CEPI Chair's discretion, Board Meetings may be convened on shorter notice by teleconference or other electronic means.
- 8.4 The summons for Board Meetings shall include an agenda specifying items for decision together with (to the extent appropriate) supporting materials.
- 8.5 Non-voting members may be excluded from the Board Meeting during sessions dealing with confidential subject matters, as deemed by the CEPI Board.
- 8.6 If the circumstances so necessitate, Board Meetings can be held by telephone conference, other electronic means, or by circulation of documents (in accordance with Article 8.9). At least one Board Meeting per year shall be in person.

- 8.7 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. The CEO shall act as Secretary to the Board.
- 8.8 A quorum for Board Meetings requires the presence of the majority (i.e., more than one-half) of the Board Members.
- 8.9 Board resolutions may also be passed by written resolution. In these circumstances, the written resolution shall be circulated to all members of the CEPI Board and must be signed by the majority of the Board Members.

## **9 CEPI CHAIR**

- 9.1 The CEPI Chair shall be elected by the CEPI Board. The CEPI Board may follow the custom of also designating a Vice-Chair if it desires to do so.
- 9.2 The CEPI Chair is elected for a term of 2 years, and can be re-elected once unless otherwise resolved by the Board. The CEPI Board may however at any time during the term decide to change the CEPI Chair.
- 9.3 If the CEPI Chair is unable to preside over a Board Meeting, the CEPI Board Members present shall appoint another Member to chair that Meeting.

## **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 8.6 and 8.9.
- 10.3 The following matters require a 3/4 supermajority vote of all Board Members:
- a) removal of any Board member; due to serious breaks of CEPIs policies and regulations; fraud or other criminal acts;
  - b) the commencement, settlement, waiver or other disposition of any claims, lawsuits, or other proceedings;
  - c) incurring any indebtedness;
  - d) the creation or extension of any lien or other encumbrance on any asset of the CEPI Association;
  - e) appointing or removing the auditors of the CEPI Association;
  - f) sale of all or substantially all of the assets of the CEPI Association;
  - g) merger or consolidation of the CEPI Association; and
  - h) dissolution of the CEPI Association and/or adoption of a plan for the distribution of the Association's assets upon dissolution.

## **11 INVESTORS COUNCIL**

11.1 The CEPI Investors Council shall consist of representatives from legal entities contributing to the general fund of CEPI.

11.2 The CEPI Investors Council serves as a platform for engagement with other CEPI governance bodies.

11.3 As set out in the Investors Council Terms of Reference, the Investors Council shall:

- (i) Receive regular updates from the CEPI Secretariat, and conversely have the ability to share information with CEPI and among themselves;
- (ii) Provide guidance to CEPI in areas relevant for management and oversight of CEPI activities, including tools necessary for monitoring progress and achievements;
- (iii) At each Investor's own discretion, engage in resource mobilization efforts and make active outreach towards potential new partners to CEPI, assisted by the CEPI Secretariat;
- (iv) Select four members of the CEPI Investors Council to represent it and serve on the CEPI Board.

- 11.4 Any single investment proposal by the CEO to commit CEPI funds exceeding MUSD100 shall be subject to the review and approval of the Investors Council before the final decision is made by the CEPI Board.
- 11.5 The Investors Council will operate and vote according to the contents and procedures in their Terms of Reference.
- 11.6 Changes to the Investors Council Terms of Reference shall be approved by the CEPI Board.

## **12 CEPI SECRETARIAT**

- 12.1 The CEPI Secretariat shall be responsible for the day-to-day running of the CEPI Association under the direction of the CEPI Board. The CEPI Secretariat is part of the CEPI Association Legal Entity.
- 12.2 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.
- 12.3 The CEPI CEO will manage the day-to-day running and operating budget 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.

## **13 AUDITING**

- 13.1 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 accounts.

## **14 AMENDMENTS**

These Articles of Association may be amended by the CEPI Members Meeting in accordance with Article 5.2. A proposal for an amendment of the Articles of Association shall be included in a summons for a Members Meeting with at least four weeks' notice.

## **15 DISSOLUTION**

- 15.1 The CEPI Association may be dissolved by the CEPI Members Meeting in accordance with Article 5.2. A proposal for dissolution shall be included in a summons for a Members Meeting with at least four weeks' notice.
- 15.2 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 retransferred proportionally to the respective investors to each Investor calculated on a pro rata basis with regard to the total funds transferred to the CEPI Association by such Investor relative to the total funds transferred to the CEPI Association by all Investors.

## **16 SIGNATURE**

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 Chair and the CEPI CEO or other designated persons.