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**GLOBAL ALLIANCE  
ON HEALTH AND POLLUTION**

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**REGULATIONS**

(Adopted on [•])

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## **I. ORGANISATION**

### **Article 1 Composition of the Board**

Board Members may be appointed as (i) representatives of a State (including, with such country's approval, political subdivisions and local authorities), regional economic integration organisation, intergovernmental organisation or other entity (each such representative, a *Representative Board Member*); or (ii) in their independent, personal capacity (each such member, an *Independent Board Member*).

After the Global Alliance on Health and Pollution (*GAHP*) is established, the Board shall be comprised of the following Board Members:

- [four representatives from donors that are States or regional economic integration organisations];
- [four representatives of States that are low- and middle- income countries];
- [two representatives from intergovernmental organisations];
- [two representatives from civil society or the private sector];
- [[●] unaffiliated individual(s) appointed in a personal capacity]; and
- the founder or founder's representative.

The Board may also invite observers, who shall not be entitled to vote, such as the head of the Secretariat. The Board may appoint a Secretary who is not necessarily a Board Member.

A Board Chair and a Board Vice-Chair shall be elected from among the Board Members for a two-year period or such other term that the Board may determine. The Board Chair and the Board Vice-Chair may be re-elected for a single term. The Board Chair and the Board Vice-Chair positions shall not be occupied by the same person. The election of the Board Chair and Board Vice-Chair and any other matters relating to the internal organisation of the Board shall be determined in accordance with these Regulations.

Board Members may each appoint one alternate to serve in their place, in accordance with such policies and procedures as determined by the Board. If the Board Chair or the Board Vice-Chair are not able to fulfil their position, a new Board Chair or Board Vice-Chair, as applicable, shall be elected.

Board Members shall act in good faith in the best interests of GAHP and in furtherance of its purpose.

### **Article 2 Appointment of Board Members**

Each constituency represented in the GAHP Council pursuant to Article 1 hereof shall use its selection process to nominate future Representative Board Members. [The GAHP Council shall nominate any Individual Board Members.] The Board will appoint the new Board Members nominated by the GAHP Council unless the nominated person or the process used does not meet

the minimum standards established by the Board. If the Board decides not to appoint a nominated candidate, the relevant constituency shall select another candidate. If a constituency fails to designate sufficient candidates for its seats, any unfilled seats shall remain vacant until nominations are made or, failing that, until the next meeting of the GAHP Council when a recommendation may be made to the Board to reassign or terminate the unfilled seats. Board Members shall be elected by a qualified majority vote of the Board in accordance with Article 12 hereof.

The Board shall submit the newly elected Board Member's name and specify the authority to sign in accordance with Article 6 hereof to the Commercial Register of the Canton of Geneva.

### **Article 3      Term of Board Members**

Board Members shall serve for a term of four years. However, the following Board Members shall have an initial term of two years:

- [[●] and [●] as representatives of donor members];
- [[●] and [●] as representatives of recipient members];
- [[●] as a representative of a multilateral/United Nations development agency]; and
- [[●] as a representative of civil society or the private sector].

Any Board Member other than the founder may serve up to two successive terms. Re-election of the founder to the Board to successive terms shall be permitted. A Board Member's term shall end upon his or her resignation, removal or death.

### **Article 4      Resignation and Removal of Board Members**

Board Members may resign at any time by giving written notice to the Board Chair or the head of the Secretariat. The resignation shall take immediate effect unless otherwise specified.

If both a Board Member have three consecutive absences from Board meetings, the Board Chair shall discuss with that Board Member the viability of his or her continued involvement on the Board and, as the case may be, shall inform the constituency the Member is representing.

Board Members may be removed for good cause at any time by a qualified majority vote of the Board Members serving on the Board, acting in accordance with Article 12 hereof. Reasons for removal may include, without limitation, fraud, breach of fiduciary duties, criminal activity, or no longer being able to duly exercise his or her office. The constituency that the Board Member was representing shall be entitled to nominate another candidate for the Board.

### **Article 5      Delegation of Board Authority**

The Board may delegate its powers to the Secretariat or committee or such other body of GAHP as the Board deems advisable, except where otherwise prohibited by the Statutes, these Regulations or applicable law. Powers delegated by the Board shall be exercised under the authority and direction of the Board and any such delegation may be rescinded by the Board at

any time. The Board reserves and retains all powers not expressly delegated to any other governing, administrative or advisory body.

#### **Article 6 Representation and Signatories**

The Board will represent GAHP in external relationships. The Board Chair, the Board Vice-Chair, the Secretariat and such other officers or agents as shall be authorised by the Board from time to time, whether for limited or general purposes, are entitled to represent GAHP in dealings with third parties.

The Board shall appoint at least two persons that shall be collectively authorised to sign on behalf of GAHP.

#### **Article 7 Board Meetings**

The Board shall meet as often as necessary and no less than quarterly. Each Board Member is entitled to request a meeting to be convened by stating the reasons in a written request to the Board Chair and Board Vice-Chair.

The meetings of the Board shall be chaired by the Board Chair and, in case of his or her absence, by the Board Vice-Chair.

#### **Article 8 Notice of Meetings**

A meeting of the Board shall be convened by written notice from the Board Chair or Board Vice-Chair. Notice of a Board meeting (which shall include a proposed agenda) shall be given to each Board Member at least 30 days prior to such meeting.

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 to be filed with the minutes of such meeting, or who participates in a meeting without, at its commencement or prior thereto, protesting the lack of notice.

#### **Article 9 Board Minutes**

Minutes of any discussion held shall be approved by the Board. Any resolution passed by the Board (including those resolutions passed by written consent) shall be signed by the Board Chair or Board Vice-Chair of the meeting as well as by the Secretary of the Board and retained in the permanent records of GAHP.

#### **Article 10 Board Voting and Decision-Making**

Except for decisions requiring qualified majority approval of the Board pursuant to Article 12, the Board shall make decisions by majority vote of the Board Members present and voting[, including at least one representative of each of the low- and middle-income States and the donors]. The Board shall strive to make decisions by unanimous consent.

Any resolutions to be adopted by the Board with regard to a motion filed can be passed by written consent unless a Board Member calls for oral discussion.

If no objection is raised, resolutions on items of the agenda that were not communicated to the Board Members by written notice can be passed if all Board Members are present at the meeting.

The Board may act by means of proxy letter, teleconference, email or such other method of communication in which the votes of each Board Member may be recorded, subject to procedures determined by the Board from time to time. When acting on a no-objection basis by proxy, email or other mode of communication in which actual participation may not be verified, participation shall be deemed to have occurred provided that notice to Board Members of the action to be taken conforms to standards set by the Board.

#### **Article 11      Obligation to Abstain from Voting**

No decision taken by the Board is binding on any organisation, country, or other entity that provides Representative Board Members to serve on the Board. When discharging their duties, Representative Board Members are not required to make decisions that conflict with the constitution, regulations, rules and policies of the organisation, country, constituency, or other entity represented by that Representative Board Member.

In the event of any such conflict, the Board Member affected thereby shall abstain from voting. He or she may take part in the discussion, but may not vote on any corresponding resolution on the business at issue.

#### **Article 12      Resolutions Requiring a Qualified Majority**

The following resolutions shall be subject to the approval by at least 75 percent of the Board Members present and voting[, including at least two representatives of each of the low- and middle-income States and of the donors]:

- Subject to Article 13 hereof, granting or revoking the right of governments, organisations, constituencies or other entities to have a Representative Board Member serve on the Board;
- Appointment or removal of Board Members;
- Changing the size of the Board or the number of seats allocated to any constituency;
- Appointment and removal of the Auditors;
- Relocation of GAHP's seat;
- Approval of GAHP's accounts;
- Significant funding decisions in excess of €500,000 (or equivalent) or as otherwise defined by the Board;
- Amendment of the Statutes and these Regulations; and
- Dissolution of GAHP in accordance with Swiss law.

### **Article 13     The GAHP Council**

Participation in the GAHP Council shall be by invitation and approval by a majority of the Board Members present and voting. Members of the GAHP Council may be removed at any time by a majority vote of the Board Members present and voting, except that States, [regional economic integration organisations] and intergovernmental organisations shall have an automatic right to membership of the GAHP Council.

The GAHP Council will, inter alia, provide recommendations and proposals to the Board for its decision.

### **Article 14     Functions of the GAHP Council**

The GAHP Council will perform the following functions including, without limitation:

- Provide a forum where the largest possible number of Members of the GAHP Council can participate in their respective group selection processes for nominating members for appointment to the Board;
- Mobilise and sustain political commitment and momentum to achieve GAHP's objectives;
- Review progress reports from the Board;
- Advise the Board on the strategy and general policies of GAHP;
- Propose strategies and objectives for adoption;
- Provide a communication channel for those stakeholders not formally represented elsewhere in the governance structure; and
- Fundraising.

The GAHP Council shall be consulted by the Board on amendments to the Statutes, on changes to future Board composition and, where possible, on amendments to the Regulations.

Members of the GAHP Council will be informed of all Board decisions.

### **Article 15     Meetings of the GAHP Council**

A meeting of the GAHP Council will be held at least once every two years, where possible in the margins of major international meetings. A meeting of the GAHP Council shall be convened by written notice from or on behalf of the Board.

The member of the GAHP Council hosting a meeting of the GAHP Council shall serve as its chair. If there is no hosting member of the GAHP Council, the Board shall propose a chair of the GAHP Council for the meeting from among the attending members of the GAHP Council

Meetings will be held in English unless specific funding for translation is donated.



## **Article 16 Standing Committees**

The Board may establish one or more committees (*Standing Committees*). Each Standing Committee shall be composed of at least two Board Members and shall have a chairperson who is a member of the Board. The Board shall determine the term for which the members of the Standing Committees serve.

## **Article 17 Advisory Committees**

The Board may establish one or more *ad hoc* committees (*Advisory Committees*), which shall have a consultative and advisory function to GAHP and shall not have any decision-making power.

The Board may specify the functions of the Advisory Committees and any requirements for Advisory Committee members from time to time.

## **Article 18 Secretariat**

The Secretariat shall consist of a professional staff headed by the Executive Director, who is appointed by the Board. The Secretariat staff shall be selected by the Executive Director under policies and procedures approved by the Board.

The Executive Director shall manage the Secretariat and shall report on the activities of the Secretariat to the Board as and when required by the Board, as determined by these Regulations and such other directions as may be provided by the Board from time to time.

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

## **Article 19 Roles and Functions of the Secretariat**

The Secretariat shall be responsible for managing and performing the day-to-day operations, including, without limitation, the following functions:

### *Governance and management:*

- Prepare materials for the GAHP Council, the Board and the Standing Committee meetings; and
- Develop and implement annual work plans, budget, expenditure schedules eligibility, appraisal and selection criteria for projects and other GAHP activities.

### *Fundraising and commitment of financial resources:*

- Coordinate and manage grant implementation, including disbursement of funds;
- Manage the budget for GAHP and its advisory and governance bodies;
- Explore long-term financing options and develop a fund mobilisation plan;
- Negotiate and execute grant agreements on behalf of the Board; and

- Organise the receipt and review of grant applications.

*Assessment of organisational performance:*

- Conduct performance-based monitoring and evaluation of projects; and
- Monitor and evaluate progress and compile programmatic and financial reports of GAHP activities for review by the Board.

*Risk management:*

- Implement the risk management strategy adopted by the Board.

*Partnership, resource mobilisation, programmes and advocacy:*

- Produce and disseminate reports, trainings and programmes in support of GAHP strategy; and
- Implement GAHP activities in accordance with the Board-approved strategy.

## **II. AUDITORS, REPORTING, FINANCIAL YEAR AND ACCOUNTS**

### **Article 20 Auditors**

The Board shall appoint auditors (the *Auditors*) to conduct an annual audit of the accounts of GAHP.

The Auditors shall deliver a written audit report (the *Auditor's Report*) to the Board in accordance with statutory requirements.

The Auditors are appointed for one financial year. Their office ends with the adoption of the last annual accounts. Re-appointment is possible.

### **Article 21 Reporting**

The Board or a Standing Committee with powers duly delegated by the Board will coordinate GAHP's statutory control function. As required by the Supervisory Authority, GAHP will submit the following reports to the Supervisory Authority on an annual basis:

- a report of activities;
- the annual accounts;
- the Auditor's Report;
- an approval by the Board of accounting practices; and
- within one month of the Board's decision, any revisions to the list of Board Members and of the individuals authorised to sign on behalf of GAHP.

## **Article 22 Financial Year**

The financial year for GAHP runs from January 1 to December 31.

## **Article 23 Accounts**

All funds received by GAHP shall be deposited in any bank account that the Board deems appropriate. GAHP's statutory accounts may be held in Swiss francs or in US dollars, or other currencies as shall be determined.

### **III. LIABILITY AND INDEMNIFICATION**

#### **Article 24 Liability**

GAHP is responsible for its liabilities from all its assets.

#### **Article 25 Indemnification**

To the fullest extent permitted by law, except in cases of wilful or criminal misconduct, gross negligence or reckless misconduct, GAHP will indemnify its Board Members, their alternates and any other body of GAHP and any organisation or constituency represented by a Board Member or any other body or organ of GAHP (each an *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 (each, an *Action*), by reason of the fact that the Indemnified Person is or was a Board Member or any other body of GAHP, or an alternate, or an organisation or constituency represented by a Board Member or any other body of GAHP or its alternates, for and against all expenses (including attorneys' fees), judgments 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, unless such Action was validly brought forward by GAHP.

### **IV. FINAL PROVISIONS**

#### **Article 26 Amendment of the Regulations**

These Regulations may be amended in writing by the Board at any time in accordance with Article 12 hereof, and the members of the GAHP Council shall be so informed. Where possible, the GAHP Council shall be consulted on proposed amendments.

#### **Article 27 Force and Effect**

These Regulations shall be in full force after they are approved at the first meeting of the Board.

**Article 28    Applicable Law**

The Statutes, these Regulations and regulations promulgated hereunder shall be governed by and construed in accordance with the laws of Switzerland.

**Article 29    Conflicts of Interest Policy**

The Board shall adopt a conflicts of interest policy for all individuals and organs of GAHP to preserve transparency in financial arrangements.

*[Signature page follows]*

*Draft*

**Place, date**

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**The Chair of the  
Board**

**[Name]**

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**The Vice-Chair  
of the Board**

**[Name]**

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