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**GLOBAL ALLIANCE  
ON HEALTH AND POLLUTION**

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**STATUTES**  
(Last modified on [•])

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## **I. NAME, SEAT, PURPOSE AND ASSETS**

### **Article 1 Name and Registered Office**

Under the name of the Global Alliance on Health and Pollution (**GAHP**), an independent foundation shall be established with seat in Canton Geneva, for an unlimited duration pursuant to Articles 80 et seq. of the Swiss Civil Code and these Statutes.

GAHP shall be registered with the Register of Commerce of Canton Geneva and placed under the supervision of the competent authority.

### **Article 2 Purpose**

The purpose of GAHP is to reduce the impact of pollution of air, water, soil and the workplace on human health especially in low- and middle-income countries.

No substantial part of the activities of GAHP shall be the carrying on of propaganda, or otherwise attempting to influence legislation. GAHP 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.

GAHP pursues exclusively charitable purposes and has no profit motives. No part of the net earnings of GAHP shall inure to the benefit of, or be distributable to Board Members and other bodies or the constituencies that they represent, if any, or any director, officer, or other private person, except as provided in this Article 2. Board Members act on a voluntary basis and can only claim compensation for their actual expenses and travel expenses. Any attendance fees may not exceed those paid for official committees. For tasks that go beyond the usual scope of a Board Member's function, a Board Member may receive appropriate compensation. Paid employees of GAHP may only sit on the Board in an advisory capacity.

### **Article 3 Assets**

The founder endows the amount of CHF 50,000 in cash to GAHP.

GAHP is looking for additional funding by donations, contributions and commitments from various constituencies, regional organisations, countries (including, with such country's approval, political subdivisions and local authorities), governmental and non-governmental organisations, private foundations and the private sector and other sources.

## **II. ORGANISATION**

### **Article 4 Governing, Administrative and Advisory Bodies**

To the greatest extent possible, GAHP shall function as a nimble and effective organisation, with a focus on producing measurable reductions in pollution and measurable improvements to human health in affected low- and middle-income countries.

The governing, administrative and advisory bodies of GAHP are:

- The GAHP board (the **Board**);
- The GAHP Council;

- The Secretariat; and
- The Auditors.

#### **Article 5 Board and Composition**

GAHP shall be managed by the Board, which shall consist of at least three individuals or representatives from donors and low- and middle income countries or other legal entities.

#### **Article 6 Constitution and Appointment of Board Members**

The Board constitutes itself. Members of the Board shall be referred to as *Board Members*.

The Board shall include a balance of donors and low- and middle-income countries, with one or more representatives of each, and optimally reflect a broad geographical balance.

The first Board shall be appointed by the founder.

The Board may in the Regulations determine a process for selecting Board representation among the various constituencies of the GAHP Council. Board Members may be removed for good cause in accordance with the procedures set out in the Regulations.

#### **Article 7 Roles and Functions of the Board**

The Board is accountable to the Supervisory Authority and shall decide on all matters concerning GAHP based upon recommendations and proposals of the GAHP Council. The Board shall exercise all powers required to carry out the purpose of GAHP, including, without limitation, the following core functions:

- Develop a global strategy and establish policies to advance GAHP's purpose;
- Promote and raise awareness of GAHP's goals, principles and activities;
- Mobilise resources to support the realisation of the objectives of GAHP;
- Establish principles for raising and expending funds, set an annual operating budget and appoint the Auditors;
- Identify and manage financial, reputational, legal, regulatory, operational, strategic and other risks;
- Adopt and amend Regulations and other internal guidelines and procedures, including project eligibility, appraisal and selection criteria, necessary to administer, manage, operate and finance GAHP;
- Appoint advisors and establish committees as appropriate and set forth principles for their operation;
- Approve work, financial, fundraising and business plans;
- Provide for monitoring and evaluation of the performance and financial accountability of activities supported by GAHP; and
- Approve GAHP's annual report and financial statements.

The Board may delegate individual powers to one or more of its members or to third parties.

The Board may also appoint one or more committees among the members of the GAHP Council to advise it on any aspect of the purposes of GAHP or to accomplish specific functions and responsibilities as may be defined in the Regulations or by resolutions of the Board from time to time.

#### **Article 8 Board Voting and Decision-Making**

A quorum shall be a [majority] of all Board Members. 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. Each Board Member shall be entitled to one vote.

The Board shall strive to make decisions by unanimous consent. Unless otherwise provided in these Statutes or the Regulations, the Board shall make decisions by majority vote, [including at least one representative of each of the low- and middle-income States and the donors]. The Board may adopt a higher voting threshold for particular decisions in the Regulations.

#### **Article 9 The GAHP Council**

The GAHP Council shall be a forum to provide guidance and debate on GAHP's policies and strategies regarding pollution and its human and environmental impact.

Membership in the GAHP Council is open to a wide range of stakeholders who actively support GAHP's purpose and objectives, including governments, government agencies, local authorities, regional organisations, international organisations, development cooperation agencies, non-governmental and community-based organisations, technical and research agencies, foundations, civil society representatives and individuals. The Regulations set by the Board shall determine the conditions of admission to the GAHP Council.

#### **Article 10 The Secretariat**

The Secretariat shall consist of a professional staff responsible for carrying out the day-to-day operations of GAHP. The powers, duties and processes for the Secretariat are set forth in the Regulations and such other directions as may be provided by the Board from time to time.

#### **Article 11 The 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 to the Board in accordance with statutory requirements.

### **III. FINAL PROVISIONS**

#### **Article 12 Amendment of the Statutes**

The present Statutes may be amended by the Board, provided that the amendments have been approved by the Supervisory Authority and the members of the GAHP Council have been consulted on proposed amendments.

The Board shall strive to make any such amendment by unanimous consent. If unanimity cannot be obtained, amendments of these Statutes require approval by at least 75 percent of the Board Members serving on the Board.

**Article 13      Regulations**

The Board may adopt Regulations which it determines are necessary for the effective organisation of GAHP. Regulations shall be brought to the attention of the Supervisory Authority.

**Article 14      Dissolution**

If GAHP is unable to continue its activities, the Board shall notify the Supervisory Authority. GAHP 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 liquidator.

The dissolution of GAHP, to any degree, and particularly to the point of liquidation, shall only be carried out with the consent of the Supervisory Authority.

In the event of liquidation of GAHP, its remaining assets shall be entirely assignable to another public utility and tax exempt entity pursuing similar goals to those of GAHP. In no case shall the assets of GAHP be returned to the founder or his or her successors or be used for their profit in whole or in part in whatever manner.

**Article 15      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.