

## Annex 1

### Global Forum for Health Research

#### *Statutes of the Foundation*

#### Section I – Name, Headquarters and Duration

##### *Article 1: Name*

Under the denomination 'Global Forum for Health Research', a Foundation is hereby established in accordance with Article 80 and following of the Swiss Civil Code and on the basis of the present Statutes. This Foundation is placed under the ordinary supervision of the Supervising Authority of the Federal Ministry of the Interior in Berne.

##### *Article 2: Seat*

The 'Global Forum for Health Research', hereinafter called the Foundation, will have its seat in Geneva, Switzerland.

##### *Article 3: Duration*

The duration of the Foundation is unlimited.

#### Section II – Objectives, Activities and Capital

##### *Article 4: Objectives*

The overall objective of the Foundation is to bring partners together to help focus research efforts on the health problems of the poor through an improvement in the allocation of research funds, support of better priority setting processes and methodologies, promotion of relevant research, support for concerted efforts in health research and dissemination of the research findings.

The specific objectives of the Foundation are as follows :

- a) Facilitate the exchange of ideas and the undertaking of concerted efforts among partners by organizing at periodic intervals Forum Meetings of interested Parties.
- b) Keep informed and exchange information and knowledge about the prioritization efforts in health research and contribute to these efforts in an appropriate way.
- c) Support concerted efforts in pursuit of the Foundation's global objective between various actors in the health research field (governments, multilateral development agencies, bilateral development agencies, foundations, international NGOs, women's organizations, research-oriented bodies, private commercial enterprises).

- d) Stimulate the dissemination of essential information in support of the Foundation's global objective.
- e) Contribute to the mobilization of resources for health research in line with the Foundation's global objective.
- f) Take all actions it will judge appropriate in the pursuit of its global objective.

**Article 5: Capital**

The Foundation capital amounts to US\$ 1 million. The Foundation capital is open to further contributions by the same donors or other Parties.

**Section III – Organization**

**Article 6: Organs of the Foundation**

The organs of the Foundation are the following:

- The Foundation Council.
- The Secretariat.

**Article 7: The Foundation Council**

7.1 The Foundation Council is composed of a maximum of twenty members selected from the various constituencies referred to in Article 4(c) above. The Foundation Council constitutes itself and elects its members. In particular, it elects its Chair. It is convened and presided over by the Chair of the Foundation. It meets twice a year in normal sessions.

7.2 The Foundation Council may make decisions when the majority of its members are present or represented. Except as otherwise provided in the present Statutes or in the By-Laws, the Foundation Council makes its decisions by simple majority of the members present or represented. In case of equality of votes, the voice of the Chair is determining.

**Article 8: Duties and Powers of the Foundation Council**

The Foundation Council is the highest policy and decision-making body of the Foundation. The Foundation Council delegates to the Secretariat the management functions which are not reserved to the Council by law, the present Statutes or the By-Laws. The Foundation Council has in particular the following duties and powers:

- a) Act on behalf of the Foundation and take all such action as is deemed necessary in the pursuit of the Foundation's objectives.
- b) Establish the By-Laws of the Foundation.
- c) Appoint the Chair, the other members of the Foundation Council, the Executive Secretary and the auditors.
- d) Establish the policies and principles followed by the Foundation.
- e) Adopt the Workplan and the Budget of the Foundation.
- f) Approve the annual report and audited accounts of the Foundation.
- g) Undertake periodically the evaluation of the Foundation, its strategies and activities.
- h) Create such committees as may be deemed desirable and necessary for the implementation of the objectives, programmes and projects of the Foundation.

- i) Delegate any powers of the Council which can lawfully be delegated to any committee or agent.
- j) Maintain close relations with the representatives of the constituencies mentioned in Article 4(c) above.
- k) Take note of the report of the Annual Meeting of the Forum and make the necessary decisions.
- l) Make all decisions which are not in the competence of another organ of the Foundation.

**Article 9: The Chair and Vice-Chair**

- 9.1 The Chair is appointed by the Foundation Council for a term of three years, renewable once. The appointment is decided upon by the majority of the members of the Council. The Chair represents the Foundation in its dealings with third parties, convenes and presides over the Foundation Council, actively promotes the Foundation's objectives, and helps mobilize resources for the activities of the Foundation.
- 9.2 The Foundation Council may nominate a member of the Foundation Council as a Vice-Chair. The powers and duties of the Vice-Chair are those delegated to him/her by the Chair.

**Article 10: The Secretariat**

The Secretariat is composed of (a) the Executive Secretary appointed by the Foundation Council for a term of three years, renewable; and (b) staff members as may be necessary, appointed by the Executive Secretary, in consultation with the Chair. Its functions are the following:

- a) Execute all decisions of the Council.
- b) Prepare the annual workplan and budget and submit it to the Foundation Council for approval.
- c) Execute the workplan approved by the Foundation Council and manage the activities of the Foundation.
- d) Manage the personnel and financial resources of the Foundation and sign the commitment and disbursement authorizations in the name of the Foundation.
- e) Prepare the annual meeting of the Global Forum for Health Research and the meetings of the Foundation Council and such other Committees as may be instituted by the Foundation Council.
- f) Establish implementing regulations and procedures for the Secretariat.
- g) After the close of each fiscal year, present to the Foundation Council an annual report on the activities and operations of the Foundation.
- h) Prepare the report of the Annual Meeting of the Forum.
- i) Perform such other tasks and functions assigned by the Council.

**Article 11: The External Auditors**

Accounts will be audited annually by an internationally recognized auditing firm appointed by the Foundation Council as Auditor. The fiscal year corresponds to the calendar year. Audited accounts will be submitted to the Foundation Council for its final approval within four months of the closing of the calendar year.

## **Section IV – Representation and Liability**

### ***Article 12: Representation***

The Chair (for matters which are the responsibility of the Foundation Council) and the Executive Secretary (for matters which are delegated to him/her) or their representative are entitled to represent the Foundation in all dealings with Third Parties.

### ***Article 13: Signatures***

All instruments committing the Foundation shall be signed by the Chair or his/her representative, except for the matters delegated to the Executive Secretary.

### ***Article 14: Liability***

The Foundation is responsible for its liabilities on all its assets. Members and officers of the Foundation or its organs shall incur no personal liability in respect of the commitments of the Foundation.

## **Section V – Final Provisions**

### ***Article 15: Amendments to the Statutes***

The Foundation Council may at any time make amendments to the present Statutes by notarized decision, after having obtained the approval of the Supervising Authority.

Amendments to the present Statutes require a decision made by a two-thirds majority of the Foundation Council.

### ***Article 16: Dissolution***

The dissolution of the Foundation will proceed with the agreement of the Supervising Authority when its objective can no longer be achieved.

The Foundation may decide on its dissolution by a two-thirds majority of the Foundation Council. The liquidation of its assets, after payment of its liabilities, shall be affected by the Foundation Council to activities pursuing similar objectives to those of the Foundation. A restitution of assets to the founders is not possible.

### ***Article 17: Entry into Force***

The present Statutes entered into force on 24 June 1998.