

# **DEVELOPING COUNTRIES VACCINE MANUFACTURERS NETWORK INTERNATIONAL (DCVMN)**

## **BY-LAWS**

Amending and restating any previous by-laws of DCVMN

Submitted by the Executive Committee on January 13, 2021 and  
approved by the Members of DCVMN on June 2, 2021

## **Article 1**

### *Introduction*

- 1.1 The present By-Laws are adopted by the Board pursuant to Article 17.3(l) of the Statutes of DCVMN (the "**Statutes**"). Unless otherwise defined, capitalized terms in these By-Laws shall have the meaning set forth in the Statutes.

## **Article 2**

### *Membership fees and Members Pre-Approval*

- 2.1 The annual membership fees amount to:
  - a) Full Members: USD 15'000;
  - b) Prospective Full Members: USD 12'000; and
  - c) Resource Members: no charge.
- 2.2 The membership fees shall be due and payable on the first day of each calendar year upon receipt of an invoice.
- 2.3 The Board may in its sole discretion pre-approve applicants based on their corporate profile in order for such applicants to take part to certain activities and services of DCVMN, which shall be defined by the Board in the pre-approval decision. Pre-approved applicants shall pay fees corresponding to the full membership fees applicable to the category of membership that they will belong to in case of approval by the General Assembly. These applicants receive the statute of Members only once they have been approved by the General Assembly. The pre-approved applicants are not entitled to recover the fees that they have paid under this Article 2.3 if they are not approved as Members.

## **Article 3**

### *Composition and Election of the Board*

- 3.1 The General Assembly elects the Board every third year at the Annual General Meeting.
- 3.2 The Board shall establish a nomination/election policy which will provide for equitable geographic and occupational representation.
- 3.3 Every third year, the Secretariat sends a call for candidates to all GA Members at least three (3) months before the General Assembly. Each GA Member wishing to have a candidate shall provide the Secretariat with a written document endorsing its candidate. The Secretariat compiles a list of the candidates. Each GA Member may not have more than one candidate to the Board.
- 3.4 Each candidate introduces himself/herself at the Annual General Assembly. The election of members of the Board shall be conducted by a ballot sent to all GA Members at, or shortly before, the time of the ballot. GA Members will have the possibility to vote for at least five (5) candidates but not more than seven (7) candidates, including at least two (2) candidates who are Full Members. The candidate with the most votes polled will be the first elected, the candidate with the second highest number of votes polled will be the next elected, and so on until the maximum



- number of persons elected is reached. Among the elected persons, the candidate with the most votes polled will be the Chair and the candidate with the second highest number of votes polled will be the Deputy-Chair. The Chair, in consultation with the Board members, will distribute the other functions to the other elected members.
- 3.5 The Board shall not be composed of more than three (3) representatives of Members from the same country. In the event that more than three (3) representatives of Members from the same country are among the seven (7) candidates with the most votes polled, the first three representatives will be elected and the "next-in-line" candidates will be elected in lieu of the fourth and following representatives of Members from the same country.
- 3.6 In case of tie, for election of a candidate for any position, there shall be a preference for a candidate who represents a Full Member at the time of election. If all the tied candidates are of the same Members' category, the seniority of membership in the Network shall be considered for the election of a candidate.
- 3.7 The election results will be reported immediately at the General Assembly meeting, and those elected will take up their offices on the first day of the following financial year.
- 3.8 If one or more vacancies occur or continue on the Board, the remaining members of the Board can continue to function as the Board until such time as the vacancy is filled by the next Annual General Assembly so long as any requirements for quorum continue to be satisfied. Prior to that, if a member of the Board ceases to be a member of the Board, as the case may be, the remaining members of the Board may by majority vote fill the vacancy by appointment with a member until the duly elected member of the Board take up office.

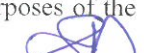
#### **Article 4**


##### *Retirement from office*

- 4.1 Each member of the Board shall be retired from office at the end of financial year after the expiry of their term of three years. A retiring member shall be eligible for re-election for one additional term of three years.

#### **Article 5**

##### *Tasks and powers of the Board*

- 5.1 The Board shall have the tasks and powers ascribed to it in the Statutes and these By-Laws.
- 5.2 It is further specified that the Board:
- a) shall have the power to authorize disbursements on behalf of the Association and may delegate by resolution to a member of the Board, the Treasurer or the Secretariat the right to hire and pay salaries to employees, agents or contractors;
  - b) shall have the power to enter into an agreement with a trust/company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the Purposes of the Association in accordance with such terms as the Board may prescribe;
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- c) shall take such steps that it may deem requisite to enable the Association to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, donations and sponsorship of any appropriate kind for furthering the Purposes;
  - d) in the furtherance of the Purposes, may raise or secure a payment of money in such manner as it thinks fit and, in particular, issue debentures or other similar forms of general security on the undertaking of the Association;
  - e) may appoint such agents and contractors and engage such employees as it shall deem necessary and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment;
  - f) shall be responsible for nominating a GAVI representative according to the GAVI nomination policy;
  - g) shall be responsible for nominating DCVMN representatives to international groups or meetings, e.g. WHO, UNICEF, CEPI, if formally requested; and
  - h) may specify the duties of and, in accordance with these By-Laws, delegate to the members of the Board or Secretariat powers to manage the business and affairs of the Association. Under no circumstances may the Board delegate the following powers, Article 17.3(f),(h),(k) and (l) of the Statutes to the Secretariat.
- 5.3 The Chair, subject to the authority of the Board, shall have general supervision of the affairs of the Association and he or she shall have such other powers and duties as the Board may specify.
- 5.4 The Deputy-Chair shall have such powers and duties as the Board or the Chair may specify.
- 5.5 The Treasurer is responsible for all financial transactions and funds of the Association. He/she has to maintain accounts properly along with the vouchers. He/she has to prepare the accounts of the Association jointly with the Chief Executive Officer (the "CEO"), the Secretariat and/or the Chair. The Treasurer shall be responsible for overseeing the production of periodic financial statements to be submitted to the Board and annual financial statements, which must be submitted at the Annual General Meetings.
- 5.6 The Treasurer shall have access to all supporting documents including statements of income and expenses and any other information necessary to perform his or her duties. Additionally, the Treasurer shall be responsible for ensuring the deposit of money, the safe-keeping of securities and the disbursement of the funds of the Association. He or she shall render to the Board, whenever required, an account of all his or her transactions as Treasurer and of the financial position of the Association. The Treasurer shall have such other powers and duties as the Board may specify. The Board shall appoint an accounting professional to support the Treasurer in the performance of his or her duties.
- 5.7 The powers and duties of the members of the Board shall be such as set forth by the terms of their engagement or as the Board may specify.
- 5.8 The Board may from time to time vary, add to or limit the powers and duties of any member of the Board.
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## **Article 6**

### *Signature and Representation of the Association*

- 6.1 Unless provided otherwise in these By-Laws, the Association shall be legally bound by the joint signatures of 2 members of the Board. A power of attorney may be granted, in accordance with the preceding sentence, to one or more persons from the Secretariat for the purpose of binding the Association vis-à-vis third parties.

## **Article 7**

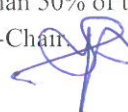
### *Committees and Sub-Committees*

- 7.1 The Board may appoint committees and sub-committees for such objects and purposes and with such powers and such duties as it deems them appropriate for carrying out the Purposes of the Association.
- 7.2 The Board shall appoint the members of committees and sub-committees. If deemed expedient by the Board, persons who are not representatives of Members may be appointed to a committee or sub-committee save that no person who is not a partner, director, manager or other permanent official of a Member shall be appointed to any committee or sub-committee entrusted with tasks or activities related to or affecting the By-Laws or financial interests of the Association.
- 7.3 The operation of committees and sub-committees shall be in accordance with the Statutes, By-Laws, other internal regulations and the instructions of the Board.

## **Article 8**

### *Board Meetings*

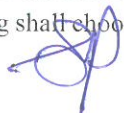
- 8.1 Meetings of the Board may be held at any time to be determined by consensus of the members of the Board, provided written notice of such meeting shall be given to each member of the Board by email, telefax or mail one week before the meeting. There shall be at least four (4) meetings of the Board per year.
- 8.2 If deemed appropriate by the Board, it may invite a representative of a Member from a country not already represented at the Board to attend a Board meeting as a non-voting observer. It may also invite other persons such as, but not limited to, a chairman of the editorial board of an associated journal or the chairman of an international organization with which the Association works or wishes to work closely to attend the Board as non-voting observers where it believes that this will help the Board to further the Purposes.
- 8.3 A special meeting of the Board may be called by written request of two (2) of its members to the Chair and describe the subjects to be brought to the meeting.
- 8.4 The Chair shall chair the meetings of the Board. In case of absence or disability of the Chair, the Deputy-Chair shall be the chair of Board meetings.
- 8.5 The quorum necessary to a Board meeting shall be more than 50% of the total of the members of the Board and must include either the Chair or the Deputy-Chair.



- 8.6 Each member of the Board shall exercise one vote with respect to each matter to be decided upon by the Board.
- 8.7 All matters shall be decided by a simple majority of the members of the Board present at such meeting. In case of a tie, the Chair shall have the casting vote. All votes at any such meetings shall be taken by ballot if demanded by any member of the Board present, but where no demand is made, the vote shall be taken in the usual way by assent or dissent.
- 8.8 A member of the Secretariat shall be responsible to prepare the minutes of the Board meetings. In the event that a member of the Secretariat cannot attend the meeting, is not invited to the meeting or requested to excuse her/himself from part of the meeting, the Board shall delegate the responsibility for the minutes to a member of the Board or other suitable party. The minutes shall first be circulated to the members of the Board present at the meeting who have to confirm by email or in writing until a deadline set by the Secretariat that they are in agreement with them. They are then to be signed by the Chair of the meeting and the minute-taker and put in the Minute Book. After the Chair's signature, the minutes shall be available to all members.
- 8.9 Members of the Board shall participate in at least three annual meetings. If a member of the Board does not abide by this rule, he or she will be automatically excluded of the Board, except if he or she provides to the other members of the Board a reason justifying his/her absence within 15 days after the meeting. The other members of the Board decide whether or not the absence was justified.

## **Article 9**

### *General Assembly Meetings*

- 9.1 The Annual General Meeting shall be held in the last quarter of each calendar year.
- 9.2 Annual General Meetings will be held in different countries with the venue, date and time to be determined by the Board.
- 9.3 At every Annual General Meeting, in addition to any other business that may be treated, the report of the Board, the financial statements and the report of the Auditors shall be presented, and the Auditor shall be appointed for the following year.
- 9.4 The Secretariat, upon instruction of the Chair of the Board, shall be responsible to send the written notices (by email or mail) to all GA Members for each General Assembly meetings. The notice shall in particular include the date, location, time and agenda of the General Assembly meeting. In case of an Extraordinary General Meeting requested by at least a fifth (1/5) of the GA Members, the Secretariat shall attach such request to the notice.
- 9.5 The Secretariat, upon instruction of the Chair of the Board, shall also send an invitation to General Assembly meetings to Members other than GA Members. Such invitation shall mention that they can participate only as non-voting observers.
- 9.6 The General Assembly is presided by the Chair of the Board. In the absence of the Chair, the General Assembly is presided by the Deputy-Chair of the Board. If neither the Chair nor the Deputy-Chair is present within fifteen minutes from the time set for the beginning of the meeting, the GA Members present or represented at that meeting shall choose a representative among them
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to preside the meeting.

- 9.7 The Secretariat shall be the secretary of the meeting. If the Secretariat is absent, the Chair shall appoint a person (who does not need to be a representative of a Member) to act as secretary of the meeting.

## **Article 10**

### *Proceedings at General Meetings*

- 10.1 The activities carried out during the Annual General Meeting shall be:
- a) to receive and consider the annual report of the Board, the audited income and expenses accounts, balance sheet with the Auditor report thereon;
  - b) to appoint an Auditor;
  - c) to elect the members of the Board as provided in these By-Laws;
  - d) to confirm the membership fees and/or establish the membership fees for the coming financial year;
  - e) to treat any matter brought under consideration by the report of the Board; and
  - f) to treat any other business that may be treated under these By-Laws at an Annual General Meeting.
- 10.2 Storage of Statutory Books, Financial Records and other books shall be at the registered office of the Association in Switzerland.

## **Article 11**

### *Auditing*

- 11.1 The General Assembly shall at each Annual General Meeting appoint an Auditor to audit the accounts of the Association for report at the following Annual General Meeting. The Auditor shall hold office until the next Annual General Meeting. The remuneration of the Auditor shall be fixed by the Board.
- 11.2 The Auditor shall see that all necessary books and records of the Association required by the By-Laws of the Association or any other applicable statute or law are regularly and properly kept.
- 11.3 The Auditor of the Association shall have a right of access to all records, documents, books, accounts and vouchers of the Association, and is entitled to require from the Board such information as may be necessary for the performance of his or her duties.
- 11.4 A complete and proper statement of the standing of the books for the previous year shall be submitted by such Auditor at the Annual General Meeting for approval.





## **Article 12**

### *Secretariat*

- 12.1 The Board may delegate its competences for the day-to-day administration of the Association to a Secretariat headed by a Chief Executive Officer (the "CEO").
- 12.2 The Secretariat shall have, in particular, the following responsibilities:
- a) it is the custodian of all records relating to the Association's affairs and correspondence on behalf of the Association and shall in particular be responsible for overseeing the production of minutes of all Board meetings;
  - b) ensuring that the Board and the Association act in accordance with the provisions of the Statutes and By-Laws and with the requirements placed on it by incorporation and registration as a non-profit organization;
  - c) to give or cause to be given, as and when instructed, all notices to Members, members of the Board and the Auditor; and
  - d) in addition, the Secretariat has to do the work entrusted to it by the Board.
- 12.3 The Secretariat may hire staff as deemed necessary to carry out its activities upon approval by the Board and may also be composed of members invested in a particular mission in the functioning of the Association.
- 12.4 The Secretariat may be supported by various Committees appointed by the Board pursuant to Article 7 of these By-Laws.

## **Article 13**

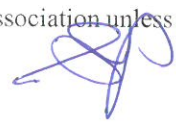
### *Chief Executive Officer*

- 13.1. The roles and responsibilities of the CEO shall be established by the Board.
- 13.2 The CEO is responsible for the activities and the management of the Secretariat and shall report to the Board on a regular basis.
- 13.3 The CEO shall be in charge of:
- a) strategic decision making with approval of the Board;
  - b) operational decision making towards Secretariat's operations.

## **Article 14**

### *Funds of the Association*

- 14.1 The funds of the Association shall be deposited in the name of the Association in such banks or other depositories as the Board may select. The Board is authorized to approve such arrangements as may be necessary or desirable with respect to any such arrangements.
- 14.2 No one shall solicit funds or other support in the name of the Association unless they have applied





for and received permission in writing from the Board.

- 14.3 Decisions related to the funds of the association must be authorized by at least two members of the Board together with the Treasurer.
- 14.4 The Association may accept funding, subject to terms and conditions that the General Assembly or the Board may set forth, in the form of donations from all Non-Government Organizations, Non-Profit Enterprises, Private Companies, Bodies Corporate and Governments across the world on the recommendations of the Board.

#### **Article 15**

##### *Disqualification/resignation/removal of members of the Board*

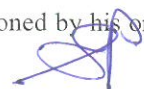
- 15.1 The office of a member of the Board, including the Chair, shall be automatically considered as vacant:
  - a) if a member of the Board resigns his or her office by delivering a written resignation to the Secretariat of the Association which resignation is effective when received by the Association or at the time specified as the effective date in the resignation, whichever is later, provided that, in the event the resignation has the effect of bringing the number of members under the minimum required by Article 16.1 of the Statutes, the resignation shall not take effect before a new member has been appointed by the Board. In the event that such resigning Board member cannot remain on the Board, the remaining members of the Board may appoint a temporary member that will fill the vacancy until the next Annual General Meeting;
  - b) if he or she is convicted by a court of a dishonesty offence;
  - c) if the General Assembly decides to remove him or her from office;
  - d) following the death of the member of the Board; or
  - e) should their employment with a Member be discontinued for any reason.

- 15.2 A member of the Board submitting his written resignation at a meeting of the Board shall remain in office until the dissolution or adjournment of that meeting.

#### **Article 16**

##### *Protection of members of the Board*

- 16.1 No member of the Board shall be liable for the acts, receipts, neglects or defaults of any other member of the Board or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own willful neglect or



default; provided that nothing herein shall relieve any member of the Board from the duty to act in accordance with applicable laws, the Statutes, By-Laws and other internal regulations or from liability for any breach thereof.

- 16.2 The Association shall indemnify any member of the Board, any former member of the Board, or any person who acts or has acted at the Association's request as member of a corporate body of the Association (or a person who undertakes or has undertaken any liability on behalf of the Association or any such corporate body) and his or her heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a member of the Board of the Association or a member of another of its corporate bodies if:
- a) he or she acted honestly and in good faith with a view to the best interests of the Association;
  - b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, he or she had reasonable grounds for believing that the conduct was lawful.

#### **Article 17** *Bank Account*

- 17.1 A bank account may be opened in the name of the Association. All payment orders and transfers shall be ordered by the Board in the limits set by these By-Laws, provided that all payment orders shall be approved by at least two (2) members of the Board.

#### **Article 18** *Members' interest*

- 18.1 Save in respect of its obligations as specifically set out in the Statutes or these By-Laws, no decision of the Board or of the Association shall be construed as obliging any Member to do anything which is considered by that Member to be contrary to its best interests.

#### **Article 19** *Unethical conduct*

- 19.1 Any Member who brings the Association into disrepute by using the name of the Association in connection with unethical activities shall be required to appear before the Board for a full investigation.

#### **Article 20** *Notices*

- 20.1 Unless otherwise provided for in these By-Laws, any notice to be given or any delivery to be made herein shall be deemed to be well and duly given or made if:
- a) delivered in person; or
  - b) sent in a prepaid registered letter deposited in a Post Office or letterbox to any Member or



member of the Board to their current address as recorded on the book of the Association.

- 20.2 Any notice or delivery so given or made shall be deemed to have been given or made and received on the day of delivery, if delivered in person, or on the third business day after the date of mailing, if deposited in a Post Office or letterbox, or on the day of telegraphing, telexing or other electronic communication of the same, as the case may be.


\* \* \*

Done in: HYDERABAD, INDIA

On: 27/07/2021

In original copy/copies

The President

A handwritten signature in blue ink, appearing to be 'M. Q. M.', is written over a horizontal line. The signature is stylized with a large initial 'M' and a long, sweeping underline.