



14th Executive Board
5-6 July 2011
Conference Centre Varembe
Geneva, Switzerland

Resolution n°9

UNITAID By-Laws

The Executive Board adopts the revised UNITAID By-Laws as attached in Annex A to this resolution.

A handwritten signature in blue ink, appearing to read "Ph. Douste-Blazy".

Philippe Douste-Blazy



UNITAID By-Laws

(Adopted by the Executive Board on 6 July 2011)

The arrangements set forth in these bylaws were endorsed by the UNITAID Executive Board on May 9, 2007 and revised on 3 April 2008 and [DATE].

Article 1. Governing, Administrative and Advisory bodies

1.1. The governing, advisory and administrative bodies of UNITAID are:

- 1.1.1. the Executive Board;
- 1.1.2. the Consultative Forum;
- 1.1.3. the Secretariat.

Article 2. Executive Board

2.1. Purpose and functions

- 2.1.1. The Executive Board is the decision-making body for UNITAID. It shall make all decisions relating to UNITAID (except for those delegated to the Secretariat), including the following:
 - 2.1.1.1. determine, modify, and approve UNITAID's objectives, strategy, scope and workplan;
 - 2.1.1.2. consider, approve, and monitor partnership arrangements with other organizations and institutions;
 - 2.1.1.3. nominate and participate in the performance review of the Executive Secretary;
 - 2.1.1.4. monitor UNITAID's progresses and approve its annual report;

- 2.1.1.5. review the annual financial statement prepared by the Secretariat and approve the budget;
- 2.1.1.6. establish criteria for participation and rules of procedure for the Consultative Forum;
- 2.1.1.7. establish conditions for additional donors and other contributions, and review and approval thereof;
- 2.1.1.8. approve financial commitments; and
- 2.1.1.9. set priorities for funding.

2.2. Composition

- 2.2.1. The Executive Board shall consist of 12 members.
- 2.2.2. Members of the Executive Board shall consist of:
 - 2.2.2.1. One representative nominated by each of the five founding countries (Brazil, Chile, France, Norway, the United Kingdom);
 - 2.2.2.2. One representative of African countries, which the African Union will be invited to nominate;
 - 2.2.2.3. One representative of Asian countries;
 - 2.2.2.4. One representative of Spain;
 - 2.2.2.5. Two representatives of relevant civil society networks (NGOs and communities living with the diseases);
 - 2.2.2.6. One representative of the constituency of foundations;
 - 2.2.2.7. One representative of WHO.
- 2.2.3. Members of the Executive Board (“Board Members”) may each appoint one Alternate Member to serve in their stead.
- 2.2.4. Each Board Member (or alternate Member) may be accompanied by additional delegates, advisers and/or observers, provided, however, that only two delegates from each delegations shall be at the table at any one time. Delegations to the Board in the meeting room will normally not exceed five persons.

2.3. Appointment of Founding Board Members

- 2.3.1 Each group mentioned in Article 2.2 of these Bylaws will determine a process for selecting its Executive Board representation.

2.4. Chair

- 2.4.1. Board Members will select the Chair of the Executive Board, either as a Member of the Board or as an external qualified personality. The Chair is appointed for a two-year term, renewable once.
- 2.4.2. In addition to chairing Executive Board meetings, the Chair will also have an important advocacy and fund raising role. When the Chair is selected as an external qualified personality, the expenses related to travels and missions on the behalf of UNITAID are covered by the budget of UNITAID.
- 2.4.3. Between Executive Board meetings, the Chair and the Vice Chair acting together and in consultation with the Executive Secretary may propose an action which they consider must be taken urgently. This proposal shall be accompanied by an explanation of why such a decision is deemed urgent and shall be decided upon by the Board in accordance with the Board Operating Procedures.

2.5. Operations

- 2.5.1. The Executive Board shall meet as often as necessary, and will generally have two regular in-person meetings per year.
- 2.5.2. The meetings of the Executive Board shall be convened by written notification from the Executive Secretary as requested by the Chair and in accordance with the Board Operating Procedures.

- 2.5.3. The Executive Board shall use best efforts to make all decisions by consensus. If all practical efforts by the Executive Board and the Chair have not led to consensus, any member of the Executive Board may call for a vote; provided that the Board Chair, to the extent that he or she is an externally qualified person and not a Board Member, and the representative of WHO, in accordance with the hosting agreement with WHO, shall not participate in any such vote. In order to pass, motions require a two-thirds majority of those present and voting unless otherwise provided in the Board Operating Procedures.
- 2.5.4. The Executive Board may act by means of proxy letter, teleconference, e-mail or such other method of communication in which the votes of each Board Member may be recorded, as provided in the Board Operating Procedures adopted by the Executive Board.
- 2.5.5. All decisions of the Executive Board will be recorded in minutes of the Executive Board meetings, approved by the Executive Board and provided to all voting and non-voting Executive Board Members, and retained in the records of UNITAID.

2.6. *Quorum*

- 2.6.1. The Executive Board may conduct business only when a two-thirds majority of Board Members are present.

Article 3. Consultative Forum

3.1. *Purpose and Composition*

- 3.1.1. The Executive Board will have the advice of a Consultative Forum to be constituted with interested parties including persons and entities concerned about the prevention, care, treatment and eventual eradication of HIV/AIDS, Tuberculosis and Malaria.

- 3.1.2. The Consultative Forum will consist of representatives from various groups, as determined by the Executive Board, including:
- 3.1.2.1. Representatives of contributor and recipient countries on a geographically-balanced manner;
 - 3.1.2.2. Representatives of international organizations and other partners of UNITAID;
 - 3.1.2.3. Representatives of civil society including NGOs from developed, developing countries, including representatives of community living with HIV/AIDS, tuberculosis or malaria;
 - 3.1.2.4. Representatives of research-based and generic pharmaceutical industry.

3.2. *Functions*

- 3.2.1. The Consultative Forum will:
- 3.2.1.1. Provide feedback and non-binding recommendations and advice for the consideration of the Executive Board
 - 3.2.1.2. Provide an important and visible platform for debate, advocacy, continued fund raising, and inclusion of new partners;
 - 3.2.1.3. Mobilize and sustain high level coordination, political commitment and momentum to achieve the UNITAID's objectives;
 - 3.2.1.4. Provide a communication channel for those stakeholders who are not formally represented elsewhere in the governance structure.

3.3. *Frequency and Notice of Meetings*

- 3.3.1. In order to minimize costs and make the best use of scarce resources the Consultative Forum shall be convened periodically in parallel with a

major international event related to HIV/AIDS, Malaria and Tuberculosis.

- 3.3.2. Meetings of the Consultative Forum shall be convened by written notice by the Executive Secretary on behalf of the Executive Board.

Article 4. Secretariat

4.1. Purpose and Composition

- 4.1.1. The Secretariat is responsible for managing the day-to-day operations of UNITAID and for coordinating its partners' activities.
- 4.1.2. The Secretariat should remain lean, and staff will be selected by the Executive Secretary in compliance with the hosting arrangement concluded with WHO.

4.2. Executive Secretary

- 4.2.1. The Secretariat is headed by an Executive Secretary, who is appointed by the Director-General of WHO upon recommendation by the Executive Board in compliance with the hosting arrangement concluded with WHO, and acts as the chief executive officer of UNITAID, providing the overall management and leadership to the Secretariat and responsible for the day-to-day administration, direction and guidance of its work.
- 4.2.2. The Executive Secretary shall make regular reports to the Executive Board, and shall also advise the Executive Board with respect to policies and strategies.

4.3. Functions

- 4.3.1. The Secretariat will undertake the following functions:
- 4.3.1.1. implement the strategies and work plan endorsed by the Board and report to the Board on the achievement of such strategies and work plan and on the use of resources and its compliance with the terms of the Constitution;
 - 4.3.1.2. be responsible for carrying out and managing the day-to-day operations of UNITAID and coordinating implementation of the work plan;
 - 4.3.1.3. provide support to the Consultative Forum and the Board;
 - 4.3.1.4. establish and facilitate internal and external communications, including in respect of advocacy;
 - 4.3.1.5. prepare proposed work plans and budgets for approval by the Board;
 - 4.3.1.6. coordinate and facilitate technical support and advice to the Board by Partners;
 - 4.3.1.7. execute memoranda of understanding, grant agreements and other financial commitment agreements, purchase contracts, consultancy contracts, service agreements and other legal arrangements for the benefit of UNITAID as is necessary to support its goals and priorities, in accordance with the resolutions approved by the Board;
 - 4.3.1.8. request the trustee to make disbursements;
 - 4.3.1.9. administer, coordinate and manage contracts and other commitments entered into with Partners, consultants, suppliers and others, as approved by the Board;
 - 4.3.1.10. manage relationships with and coordinate activities of Partners to ensure programme and financial monitoring and reporting;
 - 4.3.1.11. prepare and submit for scrutiny by the Board, a six-monthly progress report on implementation of the work plan and budget;

- 4.3.1.12. prepare or coordinate such other technical and financial reports on operations as may be agreed with the Board;
- 4.3.1.13. undertake a periodic risk review and assessment of the performance of grantees in coordination with Partners from time to time; and
- 4.3.1.14. any administrative or oversight functions required in the execution of the above.

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