

FOR DECISION

GOVERNANCE DOCUMENTS PART 1: BYLAWS

1. PURPOSE

The purpose of this paper is to receive the approval of the Board of the proposed Bylaws of GCERF (**Annex 1** to this paper).

2. DECISION REQUESTED

The Secretariat requests that the Board approve the following decision:

BM.01/DEC.XX *The Board approves the Bylaws attached as Annex 1 to BM.01/DOC.04 (Part 1), and requests the Secretariat to:*

- a. file the Bylaws with the Swiss Supervisory Authority for foundations; and*
- b. once approval is received, post them on the GCERF website.*

3. REASON FOR RECOMMENDATION

3.1 Background

3.1.1 As outlined in BM.01/DOC.02, GCERF was incorporated as a Swiss non-profit foundation on 9 September 2014, and will be governed by its Statutes and a set of Bylaws, which requires approval of both the Board and the Swiss Supervisory Authority for foundations.

3.1.2 The proposed Bylaws found in Annex 1 to this document set out the details of the basic governance structures of GCERF, namely the Board, the Secretariat and the Auditor. The Bylaws were drafted based on each of the following:

- (i) GCERF Framework Document (Annex 1 to BM.01/DOC.02), developed at a series of Steering Group meetings that were a precursor to establishing GCERF. The Framework Document has no legal standing, although it serves as an important reference point for the development of GCERF;
- (ii) the Statutes document (Annex 2 to BM.01/DOC.02), which has been filed with the Commerce Registry in the Canton of Geneva and the Swiss Supervisory Authority for foundations; and

- (iii) the best practices of other global funds, including The Global Fund to Fight AIDS, Tuberculosis and Malaria, the GAVI Alliance (both are Swiss foundations) and the Global Partnership for Education.

3.2 Bylaws: Board Membership: Constituency Model

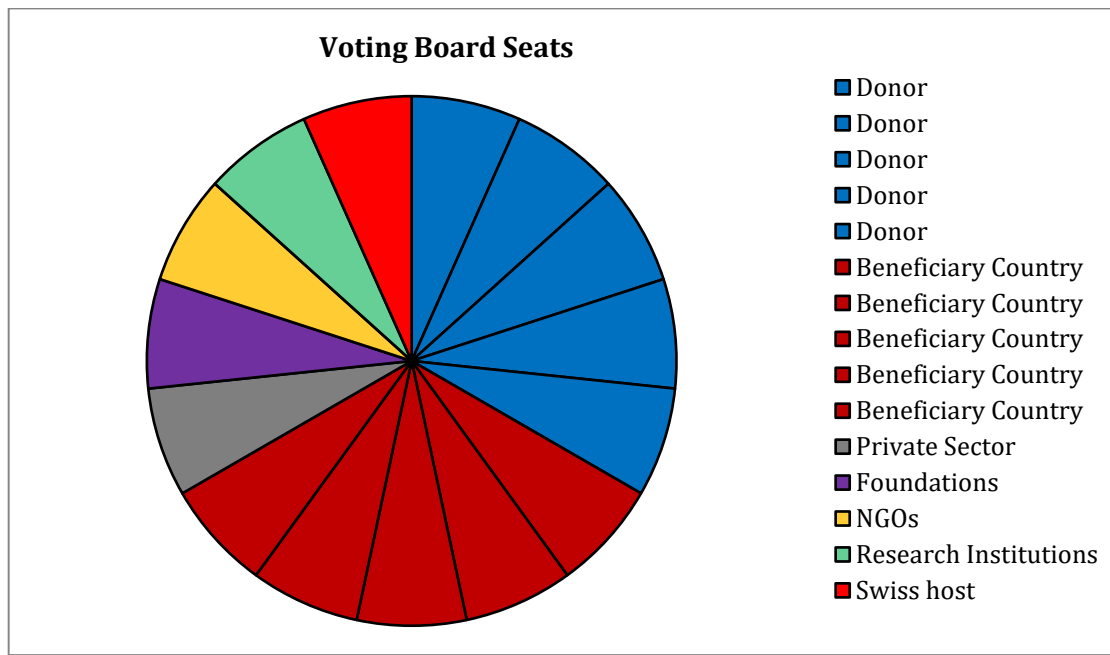
3.2.1 The proposed Bylaws implement a constituency model for Board membership. This means that each Board member is not acting in his or her personal capacity and, in many cases, represents not only his or her government or organisation, but a constituency made up of several governments and/or types of organisations. Members of the constituency choose a Board Member and an Alternate Board member to represent them, and inform the Chair and Secretariat. Such Board Members and Alternate Board members, once selected, have an obligation to consult their constituency members widely before contributing to Board deliberations.

3.2.2 The proposed Bylaws set out the following constituencies represented by a Board member and Alternate Board member:

Voting constituencies:

- 5 for beneficiary countries
- 5 for donor countries
- 1 for civil society
- 1 for research institutions
- 1 for foundations
- 1 for private sector
- 1 for Swiss government as host country

This is depicted in the following diagram:



Non-voting constituencies:

- Chair
- Executive Director
- Trustee

3.2.3 The voting and non-voting Board members have the same rights other than the right to vote. Decisions by the Board will be made by consensus if at all possible. If consensus cannot be reached, a vote will be taken with a majority of positive votes required for approval. Each voting constituency has one vote.¹ Non-voting Board members will be provided with all materials shared with Board members, and have a speaking right at all Board meetings. Observers have no speaking rights at Board meetings, other than at the discretion of the Chair.

¹ The Secretariat notes one significant departure in the proposed Bylaws from the description of the Board's decision-making arrangements in the Framework Document. Consistent with the Framework Document, the Bylaws emphasize the importance of the Board to make its best efforts to reach decisions by consensus. However, the Framework Document suggested that the Board be divided between two groups: one being comprised of donors, the private sector and foundations; the other being comprised of implementing countries and two from the NGO community. The Framework Document then specifies that where consensus cannot be reached, the Board may act based on the approval of a majority of the members of each group. The Secretariat is proposing initially, for the sake of simplicity, to have decisions made by a simple majority of all present voting Board members.

Initial Draft

3.2.3 For most matters, the Bylaws are drafted in a flexible way in order to allow the organisation to develop its own culture based on its mission and the needs of its members. As GCERF progresses over the next few years, the Board may amend the Bylaws to provide for more specificity or any other changes it may feel are necessary. Additional governance structures, such as standing Board committees or review panels for grant proposals, may be added to the Bylaws once the Board makes decisions on these matters. The description of the role of the Secretariat will likely need to be amended and/or supplemented once the roles and responsibilities in the funding mechanism are decided. Such amendments will also be filed with the Supervisory Authority.

4. NEXT STEPS

Should the Board approve the Bylaws, the Secretariat will file the Bylaws with the Supervisory Authority and post them, on the GCERF website.

5. EFFECT ON OPERATING EXPENSES

The cost for travel of beneficiary countries to face-to-face Board meetings and the filing the Bylaws with the Swiss Supervisory Authority are incorporated into the operating expenses budget contained in BOD.01/DOC.07.

Annex 1

BYLAWS (version 1)

ARTICLE 1: THE BODIES OF THE FOUNDATION

- 1.1 The Global Community Engagement and Resilience Fund (“GCERF”) is a multi-stakeholder international financing institution duly formed as a non-profit foundation under the laws of Switzerland. GCERF is governed by its Statutes, these Bylaws and the applicable provisions of Swiss law. GCERF is registered at the *Registre du Commerce* of the Canton of Geneva and operates under the supervision of the Supervisory Authority for foundations of the Swiss Confederation (the “Supervisory Authority”). The governing and administrative bodies of GCERF are those listed in Article 6 of the Statutes, namely the Governing Board (the “Board”), the Secretariat and the Auditor. Other bodies may be established by the Board from time to time.

ARTICLE 2: THE BOARD

2.1 Functions

The Board is the supreme governing body of GCERF. The Board as the supreme body shall exercise all powers not expressly delegated to another organ of the foundation in the Statutes or these Bylaws. The inalienable duties include appointment of the right to sign and represent the foundation, appointment of the Executive Director, appointment of the auditors and approval of the annual financial statements.

2.2 Composition

The Board shall be comprised of:

a. Voting Members

Not more than fifteen (15) members with the right to vote, consisting of the following stakeholders and partners contributing to the work of GCERF:

- i. five (5) representing a country or countries eligible to receive funding (as determined by the Board) for activities funded by GCERF (“Beneficiary Countries”)²;
- ii. five (5) representing a country or countries and/or supranational organizations providing financial and other contributions to GCERF³;
- iii. one (1) representing non-governmental organizations (“NGOs”);
- iv. one (1) member representing research and training institutions and centres;
- v. one (1) representing the private sector;

² These countries are referred to as “recipient countries” in the Statutes.

³ These countries and supranational organizations are referred to as “donors” in the Statutes.

- vi. one (1) representing foundations; and
- vii. one (1) who is a Swiss national and represents the host state of GCERF.

b. Non-voting Members

Not more than three (3) members without the right to vote, consisting of the following:

- i. the independent Chair of the Board, who shall act in his or her personal capacity;
- ii. the Executive Director of GCERF; and
- iii. a representative of the Trustee, once appointed.

No Board Member, other than the Executive Director, shall be an employee of GCERF or a member of the immediate family or partner of such employee.

2.3 Alternates

Each voting and non-voting Board Member (other than the Chair and the Executive Director) may be represented by an Alternate Board Member. Each such Alternate Board Member shall be entitled to act as a Board Member in accordance with these Bylaws

2.4 Appointment of Board Members

a. Chair

The process for selecting and appointing the Chair shall be conducted in accordance with Article 2.8 of these Bylaws.

b. Voting Board Members

Each of the groups and/or organizations represented by voting Board members as described in Article 2.2.a (the “Constituencies”, which may be comprised of one or more members) shall have its own open and transparent process to select its Board Member and Alternate Board Member. Constituencies are encouraged to share information about their processes with the Secretariat. Once a selection is made, a representative designated by the Constituency shall promptly notify the Chair and the Secretariat.

If the relevant Constituency fails to designate a Board Member the seat shall remain vacant until a candidate is selected.

2.5 Authority of Board Members

Each Constituency shall ensure that its Board Member and Alternate Board Member possess the appropriate delegation of authority to speak and vote on behalf of the Constituency on matters before the Board.

2.6 Term

Voting Board Members shall serve for three (3) years. The Constituencies may appoint their members for shorter periods within the three year term and may reappoint their Board Member if desired.

2.7 Vacancies

A vacancy resulting from death, resignation, disqualification or other reason shall be filled in the same manner in which the original holder of that position was appointed or selected. Individuals selected or appointed to fill a vacant position shall hold such positions for the unexpired term of their predecessor.

2.8 Chair

a. Appointment

The Chair of GCERF is appointed by the Board.

b. Functions

The Chair represents the Board and GCERF. The Chair shall be impartial and does not vote in Board decision. In cases where the Chair is selected from among the then-current Board members or Alternate Board members, such Constituency shall appoint a new Board member or Alternate Board member, as relevant, to fulfill the functions of the Board member for that Constituency. The responsibilities of the Chair include the following:

- i. representing GCERF and the Board in political and public fora;
- ii. supporting resource mobilization efforts;
- iii. convening and chairing meetings of the Board, and, where necessary, other GCERF meetings, including preparation of meeting agendas, facilitating agreement on decisions and monitoring their implementation;
- iv. facilitating the annual performance review by the Board of the Executive Director; and
- v. exercising other tasks as required to carry out the purposes of GCERF as determined by the Board.

c. Term

The term of the Chair is for a period of up to three (3) years as determined by the Board. Extension of the term is subject to agreement by the Board following a performance review process.

2.9 Decision-Making

a. Decisions at Meetings; Exception

All decisions by the Board shall be taken at a meeting held in accordance with the provisions of these Bylaws (including notice and quorum), except in exceptional circumstances as determined by the Chair. In such circumstances, the Board may be requested to approve a decision by electronic means using a no objection procedure in *lieu* of a meeting. Board members shall be provided with sufficient background materials and proposed decision text in such requests. Board members shall be provided with no less than ten (10) calendar days to state an objection. Should an objection be received from any Board Member and is not retracted before the deadline for objections, the decision will not be considered approved.

b. Emergencies

In the event that the Chair determines that the no objection procedure outlined in subparagraph a. above is insufficient to address the emergency, the Chair and the Executive Director, acting together, may take action on behalf of the Board to address the emergency, provided that such action is reported to the Board as soon as possible.

2.10 Board Meetings

a. Frequency

The Board shall meet as needed as determined by the Board, but not less than twice a year.

b. Modes

Board meetings may be held face-to-face, by video or audio-conference or any other electronic communication medium that allows a Board Member to follow and contribute to meeting discussions as they occur in real time. The Chair, after consulting the Executive Director, shall decide on the medium used for each meeting and may terminate a meeting if the medium does not permit clear communication between members.

c. Notice

Notice of a face-to-face Board meeting shall be provided at least eight (8) weeks prior to the start of the meeting. Except in exceptional circumstances, as determined by the Chair, notice of Board meetings held by other modes shall be provided at least two (2) weeks prior to the start of the meeting. Notice of a face-to-face meeting shall include an indicative agenda for comment by Board Members. The Chair may call a meeting on shorter notice in exceptional circumstances.

d. Request for a Meeting

A meeting of the Board shall be convened:

- i. within two (2) months of a written request to the Chair and Executive Director by one third of the Board membership, with an indication of the agenda for the meeting and a justification for requesting the meeting; and
- ii. within a reasonable amount of time, when a meeting is being called on an emergency basis, as determined by:
 - the Chair; or
 - in circumstances where the agenda item relates to the Chair and is the cause of the emergency, the Executive Director.

e. Quorum

The Board may only conduct business with a quorum of two thirds of Board Members with the right to vote.

f. Attendance

i. Board Members and Alternate Board Members

All representative Board Members and Alternate Board Members shall have a right to attend meetings of the Board. If, for any reason, the Board Member is not available to attend a Board meeting or part of a Board meeting, the Alternate Board Member shall serve in his or her stead. If, for any reason, the Alternate Board Member is not available to attend a Board meeting or part of a Board meeting in place of a Board Member, the Constituency may appoint a replacement Alternate Board Member to represent the constituency at that meeting.

ii. Transition

In the event that a new Board Member or Alternate Board Member must permanently replace an incumbent, both the incoming and outgoing members may, with the written permission of the Chair, attend one meeting together in order to facilitate the transition of membership. Such arrangement shall be communicated to the Chair and the Secretariat as soon as the constituency is aware of such transition.

iii. Constituency Members

Attendance of other Constituency members at face-to-face meetings may be permitted, up to the limits set by the Chair at any particular meeting.

iv. Observers and Presenters

Observers to face-to-face Board meetings who are not a part of a Constituency may be permitted at the discretion of the Chair. Additional persons may be permitted to attend in order to make presentations, at the discretion of the Chair.

v. Secretariat

The Executive Director, in consultation with the Chair, shall determine which Secretariat staff members may attend any particular meeting.

g. Delivery of Meeting Materials

The Secretariat shall distribute meeting materials to ensure receipt by Board Members at least two (2) weeks in advance of the start of the meeting. Meeting materials should contain the text of draft decisions proposed for Board consideration.

h. Funding

The Secretariat may provide funding from the operating expenses budget approved by the Board for the attendance of Board Members and Alternate Board members representing a country or countries implementing activities funded by GCERF, upon request of the relevant member. Funding for the attendance of all other attendees shall be the responsibility of the Board Member (including Alternate Board Members) or his or her organization.

2.11 Board Meeting Conduct

a. Chairing

The Chair, or such other person with a written delegation of the Chair, shall chair all Board meetings.

b. Agenda

Board meetings shall be conducted in accordance with the agenda approved by the Board, with the decisions as presented in the Board meeting materials. As circumstances require, the Chair may permit the discussion of a new or substantially amended decision proposed in meeting materials, provided sufficient notice is given by the proponent of the new or amended decision.

c. Transparency

Except as provided in paragraph 2.11g below, all face-to-face meetings of the Board shall be held in open plenary. A report on each face-to-face Board meeting shall be made publicly available on GCERF's website as soon as possible following such meeting, for approval by the full Board at the subsequent face-to-face meeting. Decisions made in meetings other than face-to-face meetings shall also be made transparently available to the Board.

d. Board Discussions

Only the Board Member or another Constituency member designated by the Board Member may speak on any one agenda item during a meeting. Observers and other attendees may only speak as permitted by the Chair.

e. Consensus

The Chair shall use all practical efforts to achieve a consensus on all decisions such that:

- i. if the Chair believes there is a clear consensus, she or he may restate the decision and declare that the Board has reached consensus and a decision has been made, subject to an objection by a Board member;
- ii. the Chair may encourage amendments to proposed decision language that meet the concerns of all sides of the debate and/or consider the establishment of small working groups of interested Board members or their designees to negotiate a proposal to present to the Board for decision;
- iii. if the Chair believes that the option in ii. above will not lead to consensus, she or he may decide to defer the matter until a later meeting in the absence of a call for a vote; and
- iii. if all practical efforts have not led to consensus within the time allotted in the meeting agenda, the Chair; or any voting Board member, seconded by another voting Board Member, may call for a vote.

f. Voting

In circumstances where a vote is taken, decisions require a positive vote from a majority of voting Board Members present to be approved. Decisions to amend the Statutes or these Bylaws require the consent of the Supervisory Authority.

g. Closed Sessions

At the determination of the Chair, the Board may conduct business at a closed (executive) session where only the Chair and voting Board Members and Alternate Board Members, or their designees, may be present. The Board may provide for the participation by others as appropriate in the circumstances.

In exceptional circumstances, the Board may conduct business at a closed session without the Chair present. The outcomes of a closed session may be made public in open plenary, in the Chair's discretion.

h. Language

All Board meetings shall be conducted in English. During face-to-face Board meetings, interpretation may be accommodated, upon request to the Chair, who shall make a determination, in consultation with the Executive Director, taking into account the budgetary implications.

2.12 Sub-Committees, Working Groups and Task Teams

The Board may establish sub-committees of the Board, working groups and task teams as it deems appropriate to carry on the work of the Board, pursuant to terms of reference approved by the Board that include the process for appointment of members and the sub-committee's authority.

2.13 The Board shall conduct a self-assessment of its functioning on a biennial basis.

ARTICLE 3: SECRETARIAT

The Secretariat, headed by the Executive Director, shall be responsible for the day-to-day management of GCERF, including facilitating the participation and contribution of GCERF stakeholders and sustaining its unique public-private character.

3.1 Functions of the Secretariat

In carrying out the responsibility set out in the preceding sentence, the main functions of the Secretariat are to:

- coordinate with GCERF stakeholders and individuals;
- execute the decisions of the Board and communicate Board decisions to stakeholders;
- supervise the expenses in relation to the operating expenses budget approved by the Board and keep the accounts of GCERF and submit them to the auditors for the annual audit;
- provide the Board with all necessary and appropriate information to carry out its responsibilities, including preparing issue papers and operational strategies for Board consideration;

- support the work of any advisory bodies, sub-committees or task teams established by the Board;
- commission and supervise contracted work;
- support the Board in advocacy and fundraising; and
- accomplish all other tasks and functions as lawfully assigned to it by the Board from time to time.

3.2 Executive Director

a. Appointment

The Board appoints the Executive Director using an open competitive process based on merit, in a non-political manner.

b. Term

The Executive Director may be appointed to serve a term of up to four years, renewable once.

c. Functions

The Executive Director is the head of GCERF Secretariat and selects Secretariat staff under policies and procedures approved by the Board. The performance of the Executive Director shall be reviewed by the Board annually.

ARTICLE 4: AUDITOR

4.1 Appointment

Pursuant to Article 11 of the Statutes, the Board shall appoint a company of international importance as the external independent auditor of GCERF, according to relevant legal provisions.

4.2 Function

The auditor shall examine GCERF's accounts on an annual basis. The auditor shall provide the Board with a written report on the balance sheet, the accounts and on audit procedures carried out.

ARTICLE 5: ETHICS AND CONFLICT OF INTEREST

All members of the Board and the Secretariat will be subject to a policy on ethics and conflict of interest, to be developed by the Secretariat and approved by the Board.

ARTICLE 6: ADMINISTRATIVE PROVISIONS

6.1 Books and Records

GCERF shall keep at its principal or registered office copies of its current Statutes and Bylaws; correct and adequate records of accounts and finances; minutes of proceedings of its Board and other governance bodies; records of the name and address of each Board Member and Alternate Board Member, and the name and postal address of the

Executive Director and such other records as may be necessary or advisable. Without waiving any privileges and immunities that may exist, all books and records of GCERF shall be open for inspection at any reasonable time by any Board Member at the GCERF offices.

6.2 Accounting Year

The financial year of GCERF shall begin on 1 January and end on 31 December of each year.

ARTICLE 7: REPRESENTATION AND SIGNATURE AUTHORITY

7.1 Representation

The Chair of the Board, the Executive Director and such other officers or representatives as shall be authorised by the Board from time to time, whether for limited or general purposes, are entitled to represent GCERF in dealings with third parties.

7.2 Signatures

All instruments committing GCERF shall be signed by the Chair of the Board and/or the Executive Director and/or such other officers or representatives as shall be authorised by the Board from time to time.

ARTICLE 8: AMENDMENT

These Bylaws may be amended through a decision of the Board with the consent of the Supervisory Authority.

ARTICLE 9: ENTRY INTO FORCE

These Bylaws shall enter into force after their approval by the Board and the Supervisory Authority.

NOTE: THE FOLLOWING IS THE VERSION OF THE BYLAWS APPROVED AT THE BOARD MEETING

BYLAWS (version 2)

ARTICLE 1: THE BODIES OF THE FOUNDATION

1.1 The Global Community Engagement and Resilience Fund (“GCERF”) is a multi-stakeholder international financing institution duly formed as a non-profit foundation under the laws of Switzerland. GCERF is governed by its Statutes, these Bylaws and the applicable provisions of Swiss law. GCERF is registered at the *Registre du Commerce* of the Canton of Geneva and operates under the supervision of the Supervisory Authority for foundations of the Swiss Confederation (the “Supervisory Authority”). The governing and administrative bodies of GCERF are those listed in Article 6 of the Statutes, namely the Governing Board (the “Board”), the Secretariat and the Auditor. Other bodies may be established by the Board from time to time.

ARTICLE 2: THE BOARD

2.1 Functions

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2.2 Composition

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- ii. five (5) representing a country or countries and/or international organizations providing financial and other contributions to GCERF⁵;
- iii. one (1) representing civil society;
- iv. one (1) representing policy, think, and do tanks;

⁴ These countries are referred to as “recipient countries” in the Statutes.

⁵ These countries and international organizations are referred to as “donors” in the Statutes.

- v. one (1) representing the private sector;
- vi. one (1) representing foundations; and
- vii. one (1) who is a Swiss national and represents the host state of GCERF.

b. Non-voting Members

Not more than three (3) members without the right to vote, consisting of the following:

- iv. the independent Chair of the Board, who shall act in his or her personal capacity;
- v. the Executive Director of GCERF; and
- iii. a representative of the Trustee, once appointed.

No Board Member, other than the Executive Director, shall be an employee of GCERF or a member of the immediate family or partner of such employee.

2.3 Alternates

Each voting and non-voting Board Member (other than the Chair and the Executive Director) may be represented by an Alternate Board Member. Each such Alternate Board Member shall be entitled to act as a Board Member in accordance with these Bylaws

2.4 Appointment of Board Members

a. Chair

The process for selecting and appointing the Chair shall be conducted in accordance with Article 2.8 of these Bylaws.

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If the relevant Constituency fails to designate a Board Member the seat shall remain vacant until a candidate is selected.

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- i. representing GCERF and the Board in political and public fora;
- ii. supporting resource mobilization efforts;
- iii. convening and chairing meetings of the Board, and, where necessary, other GCERF meetings, including preparation of meeting agendas, facilitating agreement on decisions and monitoring their implementation;
- iv. facilitating the annual performance review by the Board of the Executive Director; and
- v. exercising other tasks as required to carry out the purposes of GCERF as determined by the Board.

c. Term

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and proposed decision text in such requests. Board members shall be provided with no less than ten (10) calendar days to state an objection. Should an objection be received from any Board Member and is not retracted before the deadline for objections, the decision will not be considered approved.

b. Emergencies

In the event that the Chair determines that the no objection procedure outlined in subparagraph a. above is insufficient to address an emergency constituting a grave threat to the operations or reputation of the GCERF, the Chair and the Executive Director, acting together, may take action on behalf of the Board to address the emergency, provided that such action is reported to the Board as soon as possible.

2.10 Board Meetings

a. Frequency

The Board shall meet as needed as determined by the Board, but not less than twice a year.

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Board meetings may be held face-to-face, by video or audio-conference or any other electronic communication medium that allows a Board Member to follow and contribute to meeting discussions as they occur in real time. The Chair, after consulting the Executive Director, shall decide on the medium used for each meeting and may terminate a meeting if the medium does not permit clear communication between members.

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d. Request for a Meeting

A meeting of the Board shall be convened:

- ii. within two (2) months of a written request to the Chair and Executive Director by one third of the Board membership, with an indication of the agenda for the meeting and a justification for requesting the meeting; and
- ii. within a reasonable amount of time, when a meeting is being called on an emergency basis, as determined by:
 - the Chair; or
 - in circumstances where the agenda item relates to the Chair and is the cause of the emergency, the Executive Director.

e. Quorum

The Board may only conduct business with a quorum of two thirds of Board Members with the right to vote.

f. Attendance

i. Board Members and Alternate Board Members

All representative Board Members and Alternate Board Members shall have a right to attend meetings of the Board. If, for any reason, the Board Member is not available to attend a Board meeting or part of a Board meeting, the Alternate Board Member shall serve in his or her stead. If, for any reason, the Alternate Board Member is not available to attend a Board meeting or part of a Board meeting in place of a Board Member, the Constituency may appoint a replacement Alternate Board Member to represent the constituency at that meeting.

ii. Transition

In the event that a new Board Member or Alternate Board Member must permanently replace an incumbent, both the incoming and outgoing members may, with the written permission of the Chair, attend one meeting together in order to facilitate the transition of membership. Such arrangement shall be communicated to the Chair and the Secretariat as soon as the constituency is aware of such transition.

iii. Constituency Members

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iv. Observers and Presenters

Observers to face-to-face Board meetings who are not a part of a Constituency may be permitted at the discretion of the Chair. Additional persons may be permitted to attend in order to make presentations, at the discretion of the Chair.

v. Secretariat

The Executive Director, in consultation with the Chair, shall determine which Secretariat staff members may attend any particular meeting.

g. Delivery of Meeting Materials

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Except as provided in paragraph 2.11g below, all face-to-face meetings of the Board shall be held in open plenary. A report on each face-to-face Board meeting shall be made publicly available on GCERF's website as soon as possible following such meeting, for approval by the full Board at the subsequent face-to-face meeting. Decisions made in meetings other than face-to-face meetings shall also be made transparently available to the Board.

d. Board Discussions

Only the Board Member or another Constituency member designated by the Board Member may speak on any one agenda item during a meeting. Observers and other attendees may only speak as permitted by the Chair.

e. Consensus

The Chair shall use all practical efforts to achieve a consensus on all decisions such that:

- i. if the Chair believes there is a clear consensus, she or he may restate the decision and declare that the Board has reached consensus and a decision has been made, subject to an objection by a Board member;
- ii. the Chair may encourage amendments to proposed decision language that meet the concerns of all sides of the debate and/or consider the establishment of small working groups of interested Board members or their designees to negotiate a proposal to present to the Board for decision;
- iii. if the Chair believes that the option in ii. above will not lead to consensus, she or he may decide to defer the matter until a later meeting in the absence of a call for a vote; and
- vi. if all practical efforts have not led to consensus within the time allotted in the meeting agenda, the Chair; or any voting Board member, seconded by another voting Board Member, may call for a vote.

f. Voting

In circumstances where a vote is taken, decisions require a positive vote from a majority of voting Board Members present to be approved. Decisions to amend the Statutes or these Bylaws require the consent of the Supervisory Authority.

g. Closed Sessions

At the determination of the Chair, the Board may conduct business at a closed (executive) session where only the Chair and voting Board Members and Alternate Board Members, or their designees, may be present. The Board may provide for the participation by others as appropriate in the circumstances.

In exceptional circumstances, the Board may conduct business at a closed session without the Chair present. The outcomes of a closed session may be made public in open plenary, in the Chair's discretion.

h. Language

All Board meetings shall be conducted in English. During face-to-face Board meetings, interpretation may be accommodated, upon request to the Chair, who shall make a determination, in consultation with the Executive Director, taking into account the budgetary implications.

2.12 Sub-Committees, Working Groups and Task Teams

The Board may establish sub-committees of the Board, working groups and task teams as it deems appropriate to carry on the work of the Board, pursuant to terms of reference approved by the Board that include the process for appointment of members and the sub-committee's authority.

2.13 The Board shall conduct a self-assessment of its functioning on a biennial basis.

ARTICLE 3: SECRETARIAT

The Secretariat, headed by the Executive Director, shall be responsible for the day-to-day management of GCERF, including facilitating the participation and contribution of GCERF stakeholders and sustaining its unique public-private character.

3.1 Functions of the Secretariat

In carrying out the responsibility set out in the preceding sentence, the main functions of the Secretariat are to:

- coordinate with GCERF stakeholders and individuals;
- execute the decisions of the Board and communicate Board decisions to stakeholders;
- supervise the expenses in relation to the operating expenses budget approved by the Board and keep the accounts of GCERF and submit them to the auditors for the annual audit;
- provide the Board with all necessary and appropriate information to carry out its responsibilities, including preparing issue papers and operational strategies for Board consideration;

- support the work of any advisory bodies, sub-committees or task teams established by the Board;
- commission and supervise contracted work;
- support the Board in advocacy and fundraising;
- incorporating lessons learned and experience into GCERF operations; and
- accomplish all other tasks and functions as lawfully assigned to it by the Board from time to time.

3.2 Executive Director

a. Appointment

The Board appoints the Executive Director using an open competitive process based on merit, in a non-political manner.

b. Term

The Executive Director may be appointed to serve a term of up to four years, renewable once.

c. Functions

The Executive Director is the head of GCERF Secretariat and selects and manages Secretariat staff under human resources, financial and other policies and procedures approved by the Board. S/he shall present in a timely way a budget for Board approval on an annual basis. The performance of the Executive Director shall be reviewed by the Board annually.

ARTICLE 4: AUDITOR

4.1 Appointment

Pursuant to Article 11 of the Statutes, the Board shall appoint a company of international importance as the external independent auditor of GCERF, according to relevant legal provisions.

4.2 Function

The auditor shall examine GCERF's accounts on an annual basis. The auditor shall provide the Board with a written report on the balance sheet, the accounts and on audit procedures carried out.

ARTICLE 5: ETHICS AND CONFLICT OF INTEREST

All members of the Board and the Secretariat will be subject to a policy on ethics and conflict of interest, to be developed by the Secretariat and approved by the Board.

ARTICLE 6: ADMINISTRATIVE PROVISIONS

6.1 Books and Records

GCERF shall keep at its principal or registered office copies of its current Statutes and Bylaws; correct and adequate records of accounts and finances; minutes of proceedings of its Board and other governance bodies; records of the name and address of each Board Member and Alternate Board Member, and the name and postal address of the Executive Director and such other records as may be necessary or advisable. Without waiving any privileges and immunities that may exist, all books and records of GCERF shall be open at any reasonable time for inspection by any Board Member at the GCERF offices.

6.2 Accounting Year

The financial year of GCERF shall begin on 1 January and end on 31 December of each year.

ARTICLE 7: REPRESENTATION AND SIGNATURE AUTHORITY

7.1 Representation

The Chair of the Board, the Executive Director and such other officers or representatives as shall be authorised by the Board from time to time, whether for limited or general purposes, are entitled to represent GCERF in dealings with third parties.

7.2 Signatures

All instruments committing GCERF shall be signed by the Chair of the Board and/or the Executive Director and/or such other officers or representatives as shall be authorised by the Board from time to time.

ARTICLE 8: AMENDMENT

These Bylaws may be amended through a decision of the Board with the consent of the Supervisory Authority.

ARTICLE 9: ENTRY INTO FORCE

These Bylaws shall enter into force after their approval by the Board and the Supervisory Authority.