CHARTER

OF

THE

DRUGS FOR NEGLECTED DISEASES INITIATIVE
(DNDi)
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I  Name, Supervision, Registered Office, and Duration

Article 1  Name

An independent, not-for-profit foundation in accordance with articles 80 ff of the Swiss Civil Code, and on the basis of the present Charter is hereby created under the name “Drugs for Neglected Diseases initiative (DNDi)” (hereinafter referred to as “DNDi”).

Article 2  Supervision

DNDi is placed under the ordinary supervision of the Federal Supervisory Board for Foundations (hereinafter referred to as “the Swiss Supervisory Board”).

Article 3  Registered office

3.1 DNDi has its registered office in Geneva, Switzerland.

3.2 Transfer to another location in Switzerland must be authorised by the Swiss Supervisory Board.

Article 4  Duration

The duration of DNDi is unlimited.

II  Purpose and Assets of DNDi

Article 5  Purpose

5.1 The purposes of DNDi are:

a. To stimulate and support research and development primarily of drugs, as well as vaccines and diagnostics for neglected diseases;

b. To seek equitable access and development of new drugs, to promote new formulations of existing drugs, to encourage the production of known effective drugs, diagnostic methods and/or vaccines for neglected diseases;

c. To adapt new treatments for neglected diseases to meet patient needs, as well as to meet the requirements of delivery and production capacity in developing countries.
To raise awareness of the need to research and develop drugs for neglected diseases.

To fulfil its aims, DNDi may employ all appropriate measures and in particular:

a. build research and development networks around specific development projects;

b. establish working partnerships, including technology transfers, with public and private institutions and researchers in developing and developed countries;

c. invest in sustainable capacity and leadership in developing countries at all stages of research and development;

d. coordinate, manage, and fund development projects;

e. enter into collaborations on a contractual basis with public and private organisations in developing and developed countries;

f. ensure that Intellectual Property Rights (hereinafter referred as IPR) are acquired, licensed and/or owned appropriately; in this respect DNDi may have ownership and/or rights relating to IPR;

g. negotiate licence deals with potential commercial partners.

Article 6  Assets

6.1 The undersigned endow DNDi with initial assets of CHF 50'000 in cash.

6.2 The capital may be increased by further private or public donations at any time.

6.3 The assets of DNDi should be managed according to customary and accepted business practices.

III  Organisation of DNDi

Article 7  Structure of DNDi

The bodies of DNDi are:

7.1 The Board

7.2 The Management

7.3 The Auditor
Article 8  The Board and its Composition

8.1 DNDi is administered by a Board composed of a minimum of seven, and a maximum of thirteen Board members.

8.2 The Board is convened and presided over by the Chair of the Board (hereinafter referred to as “the Chair”).

8.3 The Board is made up at least of the following:

a. A nominee representing patients;
b. A nominee of The Indian Council of Medical Research;
c. A nominee of Institut Pasteur;
d. A nominee of the Kenya Medical Research Institute;
e. A nominee of Médecins Sans Frontières International;
f. A nominee of the Ministry of Health of Malaysia;
g. A nominee of Oswaldo Cruz Foundation.

8.4 The Board may elect additional members.

8.5 Only individuals whose commitment and experience are consistent with the purposes of DNDi are eligible to serve as Board members.

8.6 A representative of the World Health Organisation as represented by the UNDP/World Bank/WHO Special Programme for Research and Training in Tropical Diseases (TDR) will be invited to all Board meetings as a non-voting observer.

8.7 The Executive Director will be invited to Board meetings without voting rights.

Article 9  Terms of Office

9.1 Board members shall be eligible to hold office for a term of four years, with the possibility of re-election.

9.2 By-elections may be held at any time, when a member, or members, of the Board are to be replaced during their terms.

9.3 A Board member may voluntarily withdraw or be dismissed at any time. Valid grounds for dismissal include neglect of one’s obligations towards DNDi, or the inability to fulfil the duties of one's office.

9.4 Unanimity of the Board is required to dismiss a Board member, excluding the vote of the Board member in question.
Article 10 Authority

10.1 The Board exercises ultimate authority over DNDi.

10.2 The Board may take decisions on all matters and is endowed with all the powers that are not expressly allocated to any body by the Charter and/or the By-laws.

10.3 The Board has in particular the following duties and powers:

a. Act on behalf of DNDi and take all such actions as is deemed necessary for the pursuit of the purposes of DNDi;

b. Elect the representatives of DNDi and grant powers to sign for and on behalf of DNDi;

c. Elect the Chair, the Treasurer, the Secretary, and any other officers of the Board;

d. Elect any additional members of the Board, up to a maximum of thirteen total Board members;

e. Appoint the Executive Director and the Auditor;

f. Appoint the members of the Scientific Advisory Committee;

g. Approve the By-laws;

h. Approve the annual report and accounts;

i. Establish the overall policies and principles of DNDi, including those related to ethical considerations and fundraising strategies;

j. Approve project selection;

k. Adopt the annual work-plan and budget of DNDi;

l. Ratify the appointment of senior staff members;

m. Undertake periodically an evaluation of DNDi, its strategies and activities;

n. Create committees as may be deemed desirable and necessary for the implementation of the purposes, programs, and projects of DNDi;

o. Delegate any powers of the Board which can lawfully be delegated to any committee or agent;

p. Make all decisions which are not within the authority of any other body of DNDi.

10.4 The Board will draw up By-laws regulating the organisation and management of DNDi (see article 14). The By-laws may be modified at any time, as long as such modifications are in compliance with the purposes of DNDi, and are approved by the Swiss Supervisory Board.
10.5 The Board may delegate certain of its powers to one or several of its members or representatives, or to specified third parties.

Article 11 Resolutions

11.1 Board resolutions shall be adopted by a simple majority of the members present, provided that those present form a quorum of the Board, unless otherwise specified in the Charter or By-laws. A quorum of the Board exists when at least a simple majority of the Board are present, unless otherwise specified in the Charter or By-laws.

11.2 If no member of the Board requests discussion of a particular proposition, then a resolution may be adopted by correspondence, provided that the proposition has been submitted to all Board members.

Article 12 Minutes

12.1 Minutes of all Board meetings will be taken.

12.2 The minutes shall be signed by the Chair and the Secretary; it shall indicate the members who are present at each meeting.

Article 13 Convocation

13.1 Board meetings shall be called, in writing, by the Chair, as often as is required, but at least once a year.

13.2 The representative of WHO and the Executive Director will be invited to all such meetings.

Article 14 By-laws

The Board will set down the principles of its activity and organisation in one or several sets of By-laws that must be submitted to the Swiss Supervisory Board for approval.

Article 15 The Management

15.1 The Management is composed of (a) the Executive Director appointed by the Board and (b) staff members as may be necessary, appointed by the Executive Director. Senior staff member appointments will be ratified by the Board.
15.2 The responsibilities of the Executive Director shall include, but not be limited to the following:

a. Execute all decisions of the Board.
b. Establish protocols and procedures for management.
c. Perform such other tasks and functions assigned by the Board.

**Article 16 Auditor**

16.1 The Board shall appoint an independent external body to conduct an annual audit of DNDi’s accounts and to present a detailed report to the Board for approval.

16.2 The auditor will monitor compliance with DNDi’s statutory provisions (Charter and By-laws) and the purposes of the endowment.

16.3 The auditor shall report irregularities to the Board. If these are not corrected within a reasonable length of time, the auditor shall inform the Swiss Supervisory Board.

**IV Modification of the Charter and Dissolution of DNDi**

**Article 17 Amendment of the Charter**

Pursuant to the terms of articles 85 and 86 of the Swiss Civil Code, the Board may at any time make amendments to the present Charter by notarised resolution provided that it has obtained the approval of the Swiss Supervisory Board.

An amendment of the Charter requires a two-thirds majority of the Board.

**Article 18 Dissolution**

18.1 DNDi may be dissolved prematurely only for reasons defined by the law (Article 88 of the Swiss Civil Code\(^1\)), in particular when the purposes of DNDi can no longer be achieved. The dissolution of DNDi requires a two-thirds majority of all Board members and the approval of the Swiss Supervisory Board.

18.2 If DNDi is being dissolved, the Board shall transfer remaining assets to international organisations, charities, or foundations with similar purposes.

\(^1\) Article 88 of the Swiss Civil Code reads as follows: “Foundations ipso iure cease to exist where the object has become unattainable. They are dissolved by the court where their object has become illegal or immoral.”
18.3 Restitution of assets to the undersigned or their legal successors is not possible.

V Commercial Register

Article 19 Registration with the Commercial Register

DNDi will be registered with the commercial Register of Geneva.

Signés "ne varietur" par les parties, en présence du notaire soussigné, pour demeurer annexés à l'acte constitutif de Drugs for Neglected initiative (DNDi), fondation en formation à Genève, dressé par Maître Jean-Daniel PONCET, notaire, le présent jour.

Genève, le 3 juillet 2003

(Signé) :

Indian Council of Medical Research
(son représentant : Shiv Dayal Seth)

Institut Pasteur
(son représentant : Philippe Kourilsky)

Kenya Medical Research Institute
(son représentant : Davy Kiprotich Koech)

Bureau international de Médecins sans Frontières
(son représentant : Morten Rostrup)

Jean-Daniel Poncet, notaire

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ENREGISTRE à GENEVE le 9 juillet 2003
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