

European Vaccine Initiative

EUROPEAN VACCINE INITIATIVE (EVI)

**RULES OF PROCEDURE OF
THE EVI GENERAL
ASSEMBLY**

Rules of Procedure

Preamble

The General Assembly is the ultimate and exclusive decision-making body of the EVI Association (EVI eV), in accordance with the Articles of Association.

ARTICLE 1 - Appointment of the General Assembly Chairperson and Vice-Chairpersons

1. The Chairperson shall be elected by the membership for a term of three (3) years with a minimum two-thirds (2/3) majority of members with voting rights.
2. The election of the Chairperson shall take place at the General Assembly meeting preceding that at which the term of office is due to begin.
3. If the Chairperson resigns, a new Chairperson is elected.
4. The General Assembly shall elect one Vice-Chairperson, for a term of three (3) years. The Vice-Chairperson will carry out the duties of Chairperson in the absence of the Chairperson.
5. The election of Vice-Chairperson shall take place at the General Assembly meeting preceding that at which the term of office is due to begin.
6. Only members with voting rights can be elected as Chairperson or Vice-Chairperson.
7. The acting Chairperson should in due time before the meeting invite nominations (including self-nomination) for the post of Chairperson and create a list of nominees.
 - a. Open vote
 - i. The members may decide by unanimous decision to elect the Chairperson and Vice-Chairpersons from a list of nominees by show of hands. Rounds of voting should proceed until a 2/3 majority vote is cast for one (1) nominee.
 - ii. If more than 1/3 of the membership dissents from the open vote procedure, the election will be conducted by secret ballot.
 - b. Secret Ballot
 - i. On the basis of the list of nominees rounds of secret ballots are undertaken until a 2/3 majority vote is cast for one (1) nominee.

ARTICLE 2 - Meetings

1. The General Assembly shall meet at least once a year, convened by the Chairperson on own initiative, or at the request of at least one third (1/3) of its members.
2. The chairperson delegates the above and below practical responsibilities to the EVI Secretariat.
3. For each convocation, the Chairperson shall notify each member of the date of the meeting not less than fifteen (15) days before the date thereof. He or she shall simultaneously send the draft agenda comprising the items to be examined, and any preparatory documents.
4. Where at least one third (1/3) of the members request a meeting, the Chairperson shall convene a meeting within thirty (30) days, and in accordance with the terms of paragraph 2. above.

ARTICLE 3 - Venues

1. Meetings of the General Assembly shall normally be held at the seat of EVI or other designated places.

ARTICLE 4 - Agenda

1. At the beginning of a meeting, the General Assembly shall adopt the agenda, which shall comprise the items included in the draft agenda referred to in Article 2 paragraph 3 above and any other items proposed by the Chairperson or, in accordance with paragraph 2 of this Article, by one or more of the respective members.
2. Any request by one or more members of the General Assembly for the inclusion of items on the agenda or the deletion or substitution of items shall state in writing the reasons on which the request is based and shall be sent to the Chairperson (secretary) at least five (5) working days before the date of the meeting. The Chairperson (secretary) shall immediately bring any such request to the notice of the other members.
3. At the beginning of a meeting, any member may propose the inclusion of items on the agenda.
4. During a meeting, any member may propose the inclusion of items on the agenda for the subsequent meeting.

ARTICLE 5 - Attendance at meetings

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1. In addition to the Chairperson and the members of the General Assembly, the EVI Executive Director (ED) and the EVI Finance Director can participate in meetings of the General Assembly ex officio. In addition, and upon approval of the Chairperson, staff members of the EVI Secretariat may attend meetings at the request of the ED/FD and without being entitled to exercise a vote:
2. When proposed by the Chairperson, the General Assembly may also allow in duly justified cases, that other persons can attend meetings without the entitlement to vote. This includes primarily Persons accompanying the members of the General Assembly, persons particularly qualified in matters which are to be discussed and Members of the SSAC (if established).
3. Members of the General Assembly shall notify the Secretary whether they or an alternative representative will be attending a meeting.
4. The General Assembly may decide, on an ad hoc basis, to permit other persons to attend meetings of the General Assembly without the entitlement to vote.

ARTICLE 6 - Proceedings at Meetings

1. The presence, or representation of at least 2/3 of General Assembly members with voting rights, including the Chairperson or Vice Chairperson, is required to constitute a quorum.
2. The Chairperson shall direct the proceedings, giving precedence to those who wish to raise a point of order or a preliminary matter.
3. If a speaker departs from the subject and has already been called to order twice by the Chairperson, the Chairperson may, if the speaker's remarks are still not to the point, withdraw permission to speak.
4. If the Chairperson or any member disputes the admissibility of a motion proposed by a member during the proceedings, the matter shall be put to a vote. The substance of such a motion may be discussed only with the consent of the majority, within the meaning of Article 8 paragraph 1 hereto.
5. If the Chairperson considers that a motion may impede the proceedings, she/he shall forthwith put the matter to the vote without debate.
6. The General Assembly may set up sub-groups or task forces, including a Strategic and Scientific Advisory Committee (SSAC) to address specific questions based on terms of reference, which it will define.

ARTICLE 7 - Adoption of decisions

1. Decisions of the General Assembly are binding.
2. Motions to exclude questions from General Assembly or to postpone consideration of a matter shall be subject to a broad consensus or a vote before dealing with the substance of the matter.
3. A motion, which deals with several questions, shall be divided into its individual parts if this is so requested.
4. The General Assembly can also adopt decisions by means of written procedure.
5. The decision shall be signed by the Chairperson to signify adoption.

ARTICLE 8 - Written Procedure

1. In the event of emergency questions, provided that the Chairperson deems it necessary and justified to follow this procedure or when this has been decided during a General Assembly meeting, the General Assembly may take decisions by written procedure.
2. To this end, the ED, on behalf of the Chairperson, shall e-mail all members regarding the proposal on which their opinion is sought. The e-mail shall include all relevant background information and shall contain a deadline. Voting procedure for all decisions shall be taken in accordance with the voting rules laid down in Article 9. Any member or substitute having received the message, who does not express their objection or intention to abstain before the deadline, is considered to have given their tacit agreement to the proposal; the response period shall not be less than fifteen (15) calendar days.
3. However, if three (3) or more members request that the proposed measures be examined at a General Assembly meeting, the written procedure shall be terminated without result. In the event of emergency questions, the Chairperson shall then call a meeting as soon as possible.

ARTICLE 9 - Voting Arrangements

1. Unless specifically stated otherwise in the Articles of Association or the current Rules of Procedure (cf Article 1), decisions are taken by simple majority.
2. Voting shall be by show of hands, or by roll call in cases of dispute in a vote by show of hands. For matters involving persons, the vote will be secret, if a majority of members request it.
3. In case of a written procedure, the decisions made will be considered as accepted by the General Assembly unless an objection is raised by one (1) or more members within fifteen (15) days of the day the proposed decision was made available to the members. In this event, the matter will be submitted at the next General Assembly meeting.

4. The voting figures shall be stated for each decision adopted by the General Assembly by voting. The decision shall be accompanied by a written statement of the minority view, where the latter so requests.
5. The Chairperson may authorise members to give a brief explanation of the reasons for their vote.

ARTICLE 10 - Closure of debates

1. The Chairperson may move to closure of the debate when she/he considers that all members have had an opportunity to express their views. Members may also move for closure.
2. Any member asking to speak on closure shall be given precedence.
3. Any motion to close the debate shall be put to a vote.

ARTICLE 11 - Minutes of meetings

1. Minutes shall be taken of each meeting of the General Assembly and shall include:
 - a. The list of those present.
 - b. The agreed agenda.
 - c. A record of the proceedings.
 - d. The decisions adopted.
 - e. The minute file must include a record of the voting figures for each vote taken.
2. The draft minutes shall be submitted for review to General Assembly members prior to the next meeting for review and will be approved as part of the forthcoming agenda. Should members request amendments then these will be done and sent out post the meeting.

ARTICLE 12 - General Assembly Secretariat

1. The ED/FD of EVI or his/her delegated representative shall prepare and organise the work of EVI and the General Assembly and shall provide secretarial assistance for meetings under the directions of the Chairperson.
2. Correspondence to the General Assembly shall be addressed to the Secretariat.
3. The Secretariat is responsible for archiving General Assembly documents and decisions.

ARTICLE 13 - Conflicts of Interests, Transparency and Confidentiality

1. On taking up their appointments, all members, and observers of the General Assembly are required to declare any private, professional, or commercial interest, which might conceivably give rise to a conflict of interest during their term or attendance in the General Assembly.
2. All members, observers and attending advisors shall be required at meetings to declare any potential conflict of interest on specific items to be discussed. If a conflict of interest is identified, the concerned person shall abstain and remain absent from any discussion or decision on the issue. The General Assembly may nevertheless decide to hear the person on the issue.
3. **Decisions, actions, or initiatives of the EVI shall only be made public via the Secretariat after approval of the General Assembly.** All members, observers, and advisors of the General Assembly shall not disclose to any external persons or bodies, including their own national or institutional scientific communities, confidential information gained at meetings and via activities of the EVI, unless the General Assembly specifically requests the Secretariat to release such information.
4. Members, observers, and advisers at General Assembly meetings shall receive no fee from the EVI for attendance.

ARTICLE 14 - Revision of the Rules of Procedure

1. The General Assembly decides on revision of its and the rules of procedure of the SAC.
2. Changes, which are adopted, shall take effect from the date of the next meeting. Members of the General Assembly shall be provided with the revised Rules of Procedure as soon as practicable by the secretariat.

Annex I

Declaration of Commitment

to the activities of the General Assembly of the European Vaccine Initiative

Name: _____

Representing: _____

I, the undersigned, undertake:

To act independently and outside any influence in the work of the EVI and be a active member of the General Assembly.

Done at _____ on _____

Signature: _____

Annex II

Annual declaration of General Assembly member's interest

Name: _____

Information on direct or indirect interests of relevance to the mission of EVI:

1. Direct interest (financial benefits arising from, for example, employment, contracted work, investments, fees etc.):
2. Indirect interests (indirect financial, e.g. grants, sponsorships, or other kind of benefits):
3. Interests deriving from the professional activities of the member or his/her close family members:
4. Any membership role or affiliation that you have in organisations/bodies/club with an interest in the work of EVI:
5. Other interests or facts that the undersigned considers pertinent:

Declaration:

I declare on my word of honour that the information provided above is true and complete. I agree to immediately and truthfully declare to the General Assembly any changes, which may occur in the declaration.

Done at _____ on _____

Signature: _____

Annex III

Confidentiality Agreement

Terms and conditions under which The European Vaccine Initiative (EVI) shall disclose detailed information regarding **the development of candidate vaccines (the Information)**.

1. Information provided by EVI orally or in written form shall at all times be and remain the property of EVI and shall be used by the signatory for the sole purpose of evaluating the **possibility of determining whether the development of these vaccines is feasible (“the Purpose”)**.
2. The information shall at all times be held in strict confidence and under conditions of secrecy, and shall not be disclosed or used for any purpose other than for **the Purpose**, and shall not be disclosed to any third party or used for the benefit of any third party.
3. The provisions of Clause 2 shall not apply to any information:
 - a) Which, at the time of receipt, is in the public domain.
 - b) Which, after receipt becomes part of the public domain by publication or otherwise by lawful and proper means.
 - c) Which can be established by competent proof was in your possession prior to receipt from EVI, and was acquired with free rights of disposal directly or indirectly from a source wholly independent of EVI.
 - d) Which can be established by competent proof was independently developed by colleagues of the signatory who had no knowledge of the information disclosed hereunder.
 - e) Which was subsequently received from a third party with good legal title thereto.
4. Access to information shall be restricted by the signatory to the minimum number of employees and colleagues necessary for **the Purpose** herein, and such employees shall be made aware that the information is confidential and shall be bound by confidentiality obligations at least as strict as those contained herein.
5. Upon completion of **the Purpose** and in absence of any further written agreement with EVI, information, which is in tangible form, shall be promptly returned to EVI, except for one copy, which may be retained in legal files for the sole purpose of determining continuing legal obligations hereunder. Such return shall not affect the obligation under Clause 2 to keep information confidential.
6. Nothing in this Agreement shall be construed as a grant of rights to **the Information**, or as placing EVI under any obligation to grant future rights to information in any subsequent agreement.
7. This Agreement constitutes the entire understanding of the parties hereto with respect to the subject matter hereof, and shall not be modified, except by written mutual agreement.

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8. This Agreement takes effect from the date of signature, and shall be governed by the laws of Norway. The confidentiality obligations shall expire five (5) years after the date of disclosure of the information.

I the undersigned, by my signature, agree to the above terms and conditions.

Name: Title: For:	Date: Place:	Signature:
Name : Ole F. Olesen Title : Executive Director For: EVI	Date: Place:	Signature: