



## **DECISION**

RBM/BOA/2008/DEC.2  
24 NOV 2008  
Official document

General distribution  
English, French

**RBM Board Meeting** – New Delhi 11-12 Nov 2008

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# RBM Partnership By-Laws

## **1. Nomination of the Constituency's Board Members**

### **1.1. Nomination of the Constituency representatives to serve on the RBM Partnership**

Rotating Board Members are representing concerns of their constituency engaged in rolling back malaria. Each constituency may raise issues for consideration by the Board, either through their Board representative or through the Partnership Secretariat.

Members are nominated by an appropriate consultation mechanism, specific for each constituency, for a term of 2 years. The constituency can renew the appointment of their representative once for a second term. The Secretariat will provide support to the constituency focal point to carry out transparent and fair nomination and election processes.

Members will design and operate effective mechanisms to ensure adequate consultation and effective representation of their broader constituency's interests. In the case of those members representing endemic countries and including the Board member representing the Southern NGO constituency, the Secretariat will provide the financial and logistic support necessary to enable this.

Whenever possible, regional or global existing consultation mechanisms should be used for the designation of board members or their alternate. These processes should be described by each constituency and be easily available to the public at large, resulting in a transparent appointment process. Such a procedure will enhance accountability of Board members to their constituency.

### **1.2. Alternate**

To ensure effective representation at Board meetings, each constituency also nominates an Alternate Board member. When acting in place of the Board representative, Alternate Board Members shall have the same rights, privileges and responsibilities as Board Members.

Appointments of Board Members and Alternate Board Members will be confirmed in writing delivered at the Secretariat at the time of such appointment, preferably at least two weeks prior to a scheduled Board meeting.

### **1.3. Resignation**

Board members may resign at any time by serving written notice to the Board Chair or Vice-Chair, or by giving oral or written notice at any Partnership Board meeting. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **1.4. Removal**

Any constituency member may call upon the RBM Secretariat to conduct a vote on a motion of "non-confidence" regarding the current Board member(s) or alternate. Such a request has to be justified by the member making the call with regard to the current representative not fully meeting his or her roles and responsibilities (as outlined in the Operating Framework) and / or the expectations as established by the constituency. The Secretariat will conduct an e-mail (registered constituency membership on constituency list serve) vote of non-confidence within 4 weeks of having received this request. The vote of non-confidence is upheld if two thirds of the registered constituency members (or those who have cast their vote for the sitting Board member if a specific mailing list is not yet available) cast their vote in favour of the motion. The Secretariat will manage and conduct a new election process for the constituency within four weeks. Once nominations and votes have been collected by the Secretariat, the new Board member will be announced by the Secretariat to the constituency. As this is a change in Board membership, the Secretariat shall also communicate the decision of the constituency to the full Board.

## **2. Sponsorship of MEC Constituency Board Members and Southern NGOs**

Board members representing Malaria Endemic Countries and the Southern NGO constituencies shall receive sponsorship support from the Partnership Secretariat to attend biannual Partnership Board meetings. This shall include coverage of airfare costs and per diem (accommodation, meals, etc) according to the prevailing WHO per diem rate for the specified location of the Board meeting.

As indicated above in 1.2. Alternate, the Partnership Secretariat may facilitate the provision of support to MEC and Southern NGO Alternate Board members, including assistance in arranging air travel and accommodation, but will not offer financial assistance unless informed at least 2 weeks in advance of a Board meeting that the Alternate will be acting in place of the Board member at the Board meeting.

### **3. General Rules and Procedures of the Partnership Board**

#### **3.1 Regular Meetings**

A Partnership Board meeting shall not be held unless two thirds<sup>1</sup> of voting members or their permitted alternates have agreed in advance to participate and all constituencies indicate that they will be represented. A Partnership Board meeting shall not have quorum unless all constituencies are represented and a majority of voting members are present.<sup>2</sup>

The RBM Partnership Board shall hold two regular meetings each year at such time and for such duration as it may determine.

#### **3.2. Draft Agenda**

The Executive Committee shall prepare a draft agenda, which shall include all items as are required by these By-laws or as are proposed by:

- (a) The Board at a previous session;
- (b) Any member of the Board;
- (c) The Executive Director.

The draft agenda shall normally be circulated to all members of the Board at least four weeks in advance of the session. The first item of the draft agenda shall be the adoption of the agenda. During a session, the Board may, by a two-thirds majority of the members present and voting, amend the agenda by the deletion, addition or modification of any item.

#### **3.3. Documentation**

The Executive Committee shall submit documentation relating to items on the draft agenda to the members of the Board normally two weeks before the beginning of a session, and to observers participating in its sessions upon request. The documentation shall clearly present the issues proposed for decision by the Board. Original documentation for the Partnership Board will be English with translations available in French.

Following Board meetings, draft minutes and additional documents will be circulated electronically to members normally within six weeks. The final minutes of Board deliberations will also be publicly available on the RBM Partnership website.

#### **3.4. Extraordinary Board Meetings**

The RBM Partnership Board may decide to call an extraordinary board meeting between regular Board meetings on request submitted in writing by at least one third of the members, voting or non-voting, of the Board, or with the concurrence of one third of the

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<sup>1</sup> At present, 18 of the 27 Board members must confirm their participation for a Board meeting to be convened.

<sup>2</sup> At present, 11 of the 21 voting Board members, including at least one representative from each constituency, shall constitute quorum.

members of the Board on the call of the Board Chair and the Vice-Chair, or on the call of the Executive Director.

### **3.5. Working language**

The working language of the Board shall be English and French, with simultaneous translation made available for all formal Board sessions.

### **3.6. Additional Delegates, Advisers, and Observers; Invited Guests**

In addition to Board Members and Alternates, constituency delegations to Board meetings may include additional delegates, advisers and / or observers, provided, however, that the total delegation per constituency will normally not exceed 10 persons.

Constituency members other than that Board Member or Alternate shall only have the right to speak or participate directly in the deliberations of the Board when doing so at the request of and in place of the Board Member or Alternate.

The Chair may invite guests to Board meetings at such times and for such purposes as he or she deems appropriate.

## **4. Decision Making**

### **4.1. Quorum**

A majority of the members of the Board, or their permitted alternates, as well as at least one representatives from each of the seven constituencies of the Board shall constitute a quorum.

### **4.2. Decisions by consensus and vote**

In the Board every effort shall be made to arrive at its decisions by consensus of the members. If the Chair determines that every effort to achieve a consensus on any matter has been exhausted, that matter may be put to a vote by the Chair acting on his or her own initiative or at the request of a member.

All decisions that explicitly indicate a material budgetary implication for the Partnership shall require a vote.

#### **4.3. Voting rights**

Corresponding with 4.2. of the Operating Framework, the following 21 members of the Board shall have one vote each:

- Foundations – 1 seat
- Malaria Endemic Countries – 8 seats
- Multilateral institutions (founding members) – 4 seats
- Non-Governmental Organizations – 2 seats
- OECD Donor Countries – 3 seats
- Private Sector – 2 seats
- Research and Academia – 1 seat

In the case of a deadlock, the Chair shall have a casting vote.

#### **4.4. Majority required**

Decisions of the Board shall be taken by a majority of the members present and voting, with the exception of decisions on matters set forth below:

- (a) Decisions to amend the adopted agenda of a session of the Board (3.2. Draft Agenda)
- (b) To suspend these By-laws (7.1. Suspension of By-laws) or the Operating Framework
- (c) To amend these By-laws (7.2. Amendment of By-laws) or the Operating Framework

Regarding each of the three items above, decisions shall be taken by a two-thirds majority of the members present and voting.

For the purpose of these By-laws, the phrase “members present and voting” means members casting an affirmative or negative vote and shall not include abstentions or defective ballots.

If a vote is equally divided on a matter other than an election, a second vote shall be taken. If the vote is again equally divided, the proposal or motion shall be regarded as rejected.

#### **4.5. Method of voting**

Except as provided in voting by correspondence, electronic voting, and voting by secret ballot, the vote shall normally be by show of hands, except that a Board member may request a roll-call, which shall then be taken in the English alphabetical order of the names of the members. The name of each member shall be called in all roll-calls, and its representative shall reply “yes”, “no” or “abstention”.

When the Board votes by electronic means, a vote without recording names shall replace a vote by show of hands and a nominal vote shall replace a roll-call. A Board member may request a nominal vote. In the case of a nominal vote, the procedure of calling out the names of the members shall not be applicable unless the Board otherwise decides. The vote of each member participating in a nominal vote shall be inserted in the record.

#### **4.6. Explanation of vote**

Board members may make brief statements consisting solely of explanations of their votes, before the voting has commenced or after the voting has been completed.

#### **4.7. Conduct during voting**

After the Chair has announced the commencement of voting, no Board member may interrupt the voting except on a point of order in connection with the actual process of voting.

### **5. Conduct**

#### **5.1. Interventions**

No one may address the Board without having obtained the permission of the Chair. The Chair shall call upon speakers in the order in which they signify their desire to speak.

Debate shall be confined to the question before the Board and the Chair may call a speaker to order if his or her remarks are not relevant to the subject under discussion.

The Board may limit the time allowed to speakers and the number of times the Board member may speak on any question. Permission to speak on a motion to set such time limits shall be accorded only to two Board members favouring and to two opposing such limits, after which the motion shall be put to the vote immediately. Interventions on procedural questions shall not exceed five minutes, unless the Board decides otherwise. When debate is limited and a speaker exceeds the allotted time, the Chair shall call him or her to order without delay.

#### **5.2. Closing of list of speakers**

During the course of a debate, the Chair may announce the list of speakers and, with the consent of the Board, declare the list closed. When there are no more speakers on the list, the Chair shall, with the consent of the Board, declare the debate closed.

#### **5.3. Points of order**

During the discussions of any matter, a Board member may, at any time, raise a point of order, which shall be immediately decided by the Chair in accordance with these Rules. A Board member may appeal against the ruling of the Chair. The appeal shall be immediately put to the vote, and the ruling of the Chair shall stand, unless overruled by a majority of votes cast. In raising a point of order, a Board member may not speak on the substance of the matter under discussion.

#### **5.4. Right of reply**

The right of reply shall be accorded by the Chair to any member who requests it. In exercising this right, Board members should attempt to be as brief as possible, and, preferably, to deliver their statements at the end of the meeting at which this right of reply is requested.

#### **5.5. Suspension or adjournment of the meeting**

During the discussion of any matter, a Board member may at any time move the suspension or the adjournment of the meeting. No discussion on such motions shall be permitted, and they shall be put to vote immediately.

#### **5.6. Adjournment of debate**

A Board member may at any time move the adjournment of the debate on the item under discussion. Permission to speak on the motion shall be accorded only to two Board members favouring and two opposing the adjournment, after which the motion shall be put to the vote immediately.

#### **5.7. Closure of debate**

A Board member may, at any time, move the closure of the debate on the item under discussion, whether or not any other Board member has signified his or her desire to speak. Permission to speak on the motion shall be accorded only to two Board members opposing the closure, after which the motion shall be put to the vote immediately.

#### **5.8. Order of motions**

The motions indicated below shall have precedence in the following order over all proposals or other motions before the meeting:

- (a) To suspend the meeting;
- (b) To adjourn the meeting;
- (c) To adjourn the debate on the item under discussion;
- (d) To close the debate on the item under discussion.

## **6. Election Procedures of Chair and Vice-Chair of the Partnership Board**

### **6.1. Valid nominations**

To be valid, the nominations for new candidates for both positions must come from sitting Board members with voting rights, regardless of which voting group the Board member belongs to.

Nominees (candidates) for the position of Chair must be from the malaria endemic country constituency or from the NGO constituency, if from a developing country.

Nominees (candidates) for the position of Vice-Chairperson must be from the multilateral development partners, OECD donor, research and academia, private sector, foundation or the NGO constituency (if not from a developing country).

### **6.2. Eligibility to cast votes**

Each voting member shall have one vote. The RBM Partnership Board members will select the Chair and Vice-Chair of the RBM Partnership Board. Only Board members have the right to vote and to participate in formal Board deliberations unless specifically mandated as a replacement by the Board member of their constituency. Alternates may speak or cast votes when replacing the Board member.

In addition, other members of the delegation shall only have the right to speak or participate directly in the deliberations of the Board when doing so at the request of and in place of the Board member.

### **6.3. Quorum**

The Board quorum for the election of the chair and vice-chair comprises a majority of the members of the Board, or their permitted alternates.

### **6.4. Closed Session**

At its discretion, the Board may conduct its business in restricted session (members and alternates only).

### **6.5. Secret Ballot**

The Chair will propose to conduct an open ballot. The Board may decide to conduct a secret ballot without restriction.

### **6.6. Voting procedure**

#### **6.6.1. Announcement of nominations**

The Chair will announce the nominations received for Chair and Vice-Chair of the Board. The Chair will invite the constituencies who have nominated candidates for the position of

Chair and Vice-Chair to formally propose their candidates. After each nomination, the Chair will ask the Board to second the nominated candidates.

### **6.6.2. Election of the Chair and Vice-Chair of the Board**

If there is only one candidate for each position, the Chair will propose the acceptance of both candidates by consensus. The Chair will request the candidates to leave the room. Their alternates will vote for the constituency the candidates represent. If there is no objection to the acceptance of both candidates, the Chair will call for a vote and members will be asked to orally convey their vote for or against the motion to elect the candidates to each position.

If there are no objections, the candidate will be elected by consensus. If unanimity is not possible, the motion will be carried by majority vote. Candidates Chair and Vice-Chair may vote in each other election if not represented by the constituency alternate.

If there is more than one candidate for the position of Chair or Vice-Chair, all the candidates will be asked to leave the room. Their alternates will vote for the constituency the candidates represent. The Board will be invited to voice objections to any of the candidates. The Chair will then ask the Board members to orally cast their vote for Chair, candidate by candidate in alphabetical order of the surnames of the candidates. Candidates Chair and Vice-Chair may vote in each other election if not represented by the constituency alternate.

The Chair will ascertain which candidate has achieved the majority required by the voting procedure. If a majority has been attained for one candidate, the motion will be carried by majority vote. The Chair will then announce the results of the election and the candidates will be invited back into the room.

If the motion is not carried, the Chair will immediately call for a second round of voting. The same procedure as above will be followed.

If the motion is still not carried the Chair will announce a thirty minute break after which the election for Chair will resume with, if necessary, two more rounds of voting. This process will continue until a result is achieved, or a Board member proposes a new round of nominations.

### **6.6.3. Terms of Chair and Vice-Chair**

The term of office for the Chair and Vice-Chair will start the meeting after the one in which they are elected. The term will last for a minimum of a 12 month period.

Notwithstanding the foregoing, if the Chair becomes temporarily or permanently absent, unavailable, or otherwise unable to fulfil the duties of the position, the following procedure applies:

- (a) If the Chair becomes temporarily unavailable, the Vice-Chair will take over his or her functions and responsibilities.

(b) If the Chair becomes permanently unavailable, the Vice Chair will take over his or her functions and responsibilities until the next meeting, regular or extraordinary, of the Board, at which time a new Chair shall be elected as outlined in these By-laws.

(c) If both the Chair and Vice chair become permanently unavailable, the Executive Director will take over the functions and responsibilities of the Chair until the next meeting, regular or extraordinary, of the Board, at which time a new Chair shall be elected as outlined in these By-laws.

#### **6.7. Powers of the Chair**

The Chair, or in the Chair's absence the Vice-Chair, shall preside at the Board session, and exercise such functions as are attributed to the Chair by these By-laws. In the exercise of his or her functions, the Chair remains under the authority of the Board.

The Chair shall declare the opening and closing of each meeting of the session. The Chair shall present the issues for decision by the Board, direct the discussions at meetings, and at such meetings ensure observance of these By-laws, accord the right to speak, call any speaker to order, put questions, sum up the discussions and announce decisions. The Chair shall rule on points of order and, subject to these By-laws, shall have complete control over the proceedings at any meeting. The Chair may, in the course of the discussions of an item, propose to the Board the limitation of the time to be allowed to speakers, the number of times each representative may speak on any question, the closure of the list of speakers, the suspension or adjournment of the meeting, or the adjournment or closure of the debate on the item under discussion.

The Chair shall only vote in exception circumstances as outlined in the Operating Framework and By-laws.

The Vice-Chair, acting as Chair, shall have all the powers and be subject to the same restrictions as the Chair.

### **7. Suspension or Amendment of By-laws**

#### **7.1. Suspension of By-laws**

Any of the foregoing By-laws may be suspended by a two-thirds majority of the members present and voting at any meeting of the Board, provided that notice of the intention to propose the suspension has been communicated to the representatives not less than 24 hours before the meeting at which the proposal is to be considered.

#### **7.2. Amendment of By-laws**

Amendments of, or additions to, these By-laws may be adopted by a two-thirds majority of the members present and voting at any meeting of the Board, provided that the intention to propose the amendment or addition has been communicated to the representatives not less than 24 hours before the meeting at which the proposal is to be considered.