



AGREEMENT ON THE ESTABLISHMENT OF THE INTERNATIONAL VACCINE INSTITUTE

WHEREAS the Children's Vaccine Initiative (hereinafter referred to as 'the CVI') is a coalition of governments, multilateral and bilateral agencies, non-governmental organizations including foundations and associations, and industry dedicated to ensuring the availability of safe, effective and affordable vaccines, the development and introduction of improved and new vaccines and strengthening the capacity of developing countries in vaccine development, production and use in immunization programs;

WHEREAS at the initiative of the United Nations Development Programme (hereinafter referred to as 'UNDP'), the Republic of Korea has agreed to be the host country of a newly created International Vaccine Institute (hereinafter referred to as 'the Institute') dedicated to strengthening the capacity of developing countries in the field of vaccine technology and carrying out vaccine-related research and development;

WHEREAS the parties to this Agreement consider the Institute as an instrument to contribute to achieving the goals of the CVI;

WHEREAS the parties to this Agreement wish to create the Institute as an international organization with suitable governance, juridical personality, and appropriate international status, privileges and immunities and other conditions necessary to enable it to operate effectively towards the attainment of its objectives;

WHEREAS the parties to this Agreement wish to establish the Institute as an integral part of the CVI policy framework, strategy and activities;

NOW, THEREFORE the Parties signatory hereto agree as follows:

ARTICLE I ESTABLISHMENT

There shall be established an independent international organization entitled the "International Vaccine Institute" which will operate in accordance with the Constitution appended hereto as an integral part

ARTICLE II RIGHTS, PRIVILEGES AND IMMUNITIES

1. The Government of the Republic of Korea grants the Institute the same rights, privileges and immunities as are customarily accorded to a similar type of international organization.
2. Privileges and immunities are granted to the Members of the Board of Trustees, the Director and staffs of the Institute as is stipulated in Article VIII, Article IX and Article XIII or the Constitution of the Institute hereto appended and to experts performing missions for the Institute.

**ARTICLE III
DEPOSITARY**

The Secretary-General of the United Nations shall be the Depositary of this Agreement.

**ARTICLE IV
SIGNATURE**

This Agreement shall be open for signature by states and intergovernmental organizations at Headquarters of the United Nations. It shall remain open for signature for a period of two years from 28 October 1996 unless such period is extended prior to its expiry by the Depositary at the request of the Board of Trustees of the Institute.

**ARTICLE V
CONSENT TO BE BOUND**

This Agreement shall be subject to ratification, acceptance, or approval by the signatory states and intergovernmental organizations referred to in Article IV.

**ARTICLE VI
ACCESSION**

After the expiration of the period specified in Article IV, the present Agreement shall remain open for accession by any state or intergovernmental organization, contingent upon approval by the Board of Trustees of the Institute by simple majority.

**ARTICLE VII
SETTLEMENT OF DISPUTES**

1. The Parties shall attempt to settle any dispute as to the interpretation or application of this Agreement by negotiations or by any other mutually agreed method.
2. If the dispute is not settled in accordance with Paragraph 1, within a period of ninety (90) days from the request by either party to settle it, it shall, at the request of either Party, be referred to arbitration.
3. The arbitral tribunal shall be composed of three arbitrators. Each Party shall choose one arbitrator and the third, who shall be the chairperson of the tribunal, to be chosen jointly by the Parties. If the tribunal is not constituted within three (3) months of the request for arbitration, the appointment of the arbitrators not yet designated shall be made by the President of the International Court of Justice at the request of either Party.
4. In the event of a vacancy in the presidency of the International Court of Justice or of the inability of the President to exercise the functions of the presidency, or in the event that the President should be a national of the Party to the dispute, the appointment herein provided for may be made by the vice-president of the court or, failing him, by the senior judge.
5. Unless the Parties decide otherwise, the tribunal shall determine its own procedure.

6. The tribunal shall apply the principles and rules of international law and its award shall be final and binding on both Parties.

ARTICLE VIII ENTRY INTO FORCE

1. This Agreement and the Constitution appended thereto shall come into force immediately after three instruments of ratification, acceptance, approval or accession have been deposited with the Secretary-General.

2. For each state or intergovernmental organization depositing an instrument of ratification, acceptance, approval, or accession, after the entry into force of this Agreement, the Agreement shall enter into force on the first day of the month after the date of deposit of the respective instrument.

ARTICLE IX DENUNCIATION

Any Party to this Agreement may, by written instrument to the Depositary, denounce this Agreement. Such denunciation of the consent to be bound shall become effective three months after the date on which such instrument is received.

ARTICLE X TERMINATION

This Agreement shall be terminated three months after the Institute is dissolved under the Article XXI of the Constitution.

ARTICLE XI AUTHENTIC TEXT

The authentic text of the present Agreement, including the Constitution appended thereto, shall be in the English language.

In witness whereof, the undersigned representatives of states and intergovernmental organizations have signed this Agreement in a single original in the English language.

CONSTITUTION OF THE INTERNATIONAL VACCINE INSTITUTE (IVI)
(as amended)

PREAMBLE

The International Vaccine Institute is founded on the belief that the health of children in developing countries can be dramatically improved by the development, introduction and use of new and improved vaccines and these vaccines should be developed through a dynamic interaction among science, public health, and business. The International Vaccine Institute will be a center of science for the public interest where this dynamic interaction can take place through research, training, technical assistance, service provision, and information dissemination.

ARTICLE I
HEADQUARTERS' LOCATION

The Institute shall have its headquarters at Seoul, Republic of Korea as has been determined by an independent international site selection process initiated at the request of the UNDP, in accordance with the requirements for the exercise of the functions and fulfillment of the purposes of the Institute.

ARTICLE II
STATUS

1. The Institute shall be an international research and development center established at the initiative of UNDP, as part of its contribution to the CVI, which is an international movement of agencies, corporations, foundations and Governments dedicated to ensuring the continued availability of effective and affordable vaccines, and the development and introduction of new and improved vaccines. The Institute shall operate as a non-profit autonomous organization, international in status and non-political in management, staffing and operations. The Institute shall be organized exclusively for scientific, developmental and educational purposes.

2. The Institute shall possess full juridical personality and enjoy such legal capacity as may be necessary for the exercise of its functions and the fulfillment of its purposes.

ARTICLE III
SUBSIDIARY BODIES

The Institute may establish such centers, offices or laboratories, in locations within and outside the Republic of Korea as may be decided by the Board of Trustees (hereinafter referred to as 'the Board') as being necessary for effective conduct of its program and the achievement of its objectives.

ARTICLE IV
AIMS

The Institute shall carry out major research and development functions within the overall goals and framework of the CVI. Specifically, it will:

1. undertake and promote study, research, development and dissemination of knowledge in the vaccine-relevant sciences and directly related areas of public health, management sciences and technology to generate affordable and effective means to prevent death and disability arising from infectious diseases and, thereby, to improve the health status and general welfare of children and low income people in developing and developed countries, especially in Asia; and
2. provide, in collaboration with relevant national and international institutions, facilities and training programs aimed at strengthening expertise and capacity for developing and developed countries to conduct work in the areas of the Institute's interest and competence.

ARTICLE V GUIDING PRINCIPLES

1. The Institute will serve as an international resource center devoted to developing specific areas of expertise and providing technical assistance for research and development of vaccines.
2. The Institute will complement its activities with those of other international and national institutions, public and private, that have similar aims. Its activities will, wherever appropriate, be planned and implemented in collaboration with such institutions. In particular, the Institute shall fully cooperate with the World Health Organization (hereinafter referred to as 'WHO') in determining the technical and other aspects of its programs that relate to WHO's mandate.

ARTICLE VI FUNCTIONS

1. The Institute will have four program areas:
 - (i) to provide training and technical assistance in the production technology and research of vaccines.
 - (ii) to conduct laboratory and field-based research and development;
 - (iii) to support and conduct clinical trials and field evaluations of new vaccines, and to facilitate and promote introduction of new and improved vaccines; and
 - (iv) to cooperate with vaccine manufacturers and national control authorities and other relevant bodies in developed and developing countries to promote vaccine research and development.

The Institute may identify other program areas in accordance with its aims.

2. In fulfilling the aforementioned aims and responsibilities, in the spirit of its guiding principles, the Institute shall engage in a wide range of activities including:
 - (i) holding meetings and arranging lectures, training courses, workshops, seminars, symposia and conferences;
 - (ii) publishing and disseminating books, periodicals, reports and research and working papers;
 - (iii) establishing and maintaining contact with individuals and other institutions with expertise in

the vaccine-relevant fields through collaborative research, seminars, exchange visits, sabbatical attachments and likewise;

(iv) undertaking studies and other projects on behalf of or in collaboration with other institutions;

(v) maintaining offices, field stations, laboratories, pilot plants, animal research facilities, information resources, scientific equipment and instruments, as may be necessary for its proper functioning; and

(vi) taking such other actions as may further the aims and objectives of the Institute.

3. The Institute's programs and plans shall be reviewed and approved by its Board taking into account the needs of developing and developed countries and the Institute's capacities in meeting these needs.

ARTICLE VII CAPACITY

1. The Institute shall have the following capacity:

(i) to receive, acquire or otherwise lawfully obtain from any governmental authority or from any corporation, company, association, person, firm, foundation or other entity whether international, regional or national, such charters, licenses, rights, concessions or similar rights, and assistance - financial or otherwise - as are conducive to and necessary for the attainment of the aims of the Institute.

(ii) to receive, acquire or otherwise lawfully obtain from any governmental authority or from any corporation, company, association, person, firm, foundation or other entity, whether international, regional or national, by donation, grant, exchange, devise, bequest, purchase or lease, either absolutely or in trust, contributions consisting of such properties, real, personal, or mixed including funds and valuable effects or items, as may be useful or necessary to pursue the aims and activities of the Institute and to hold, operate, administer, use, sell, convey or dispose of the said properties;

(iii) to enter into agreements and contracts;

(iv) to employ persons according to its own regulations;

(v) to institute, and defend in, legal proceedings; and

(vi) to perform all acts and functions as may be found necessary, expedient, suitable or proper for the furtherance, accomplishment or attainment of any and/or all of the purposes and activities herein stated, or which shall appear, at any time, as conducive to or necessary and useful for the aims and activities of the Institute.

2. No part of the earnings of the Institute shall inure to the benefit of, or be distributable to, its trustees, officers, or other private persons, except that the Institute shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the aims set forth in Article IV hereof.

ARTICLE VIII ORGANS

The organs of the Institute shall be:

- i. The Board of Trustees; and
- ii. The Director and staff.

ARTICLE IX COMPOSITION OF THE BOARD

1. The Board shall consist of not less than nine nor more than twenty-two members, selected as follows:

- (i) Up to ten members-at-large elected by the Board. Regard shall be paid especially to proposed members' professional experience and qualifications, to appropriate geographical distribution, to agencies and countries which have concern for and provide substantial support to the Institute, or to countries where major facilities are located;
- (ii) two members appointed by the host country;
- (iii) two members appointed by WHO;
- (iv) up to five members elected by the Board upon recommendation of governments of the Parties to this Agreement;;
- (v) one member elected by the Board upon recommendation of UNDP;
- (vi) the Executive Secretary of the GAVI, or his representative, as a member ex-officio; and
- (vii) the Director of the Institute as a member ex officio.

2. Members-at-large shall be appointed for terms of no more than three years as determined by the Board in advance of the appointment. In the case of vacancy of members-at-large by reason of their retirement, death, incapacity, or any other cause, the Board shall fill the vacancy in the same manner as the original appointment. A new member appointed to replace a member during the latter's term, may be appointed for the remaining term of the member being replaced. He/she is eligible to serve two additional terms.

3. The members of the Board are eligible for reappointment to a second term, but shall not serve more than two successive terms, except that the member elected as a Chairperson, a Vice-Chairperson, a Secretary, or a Treasurer may have his/her term extended by the Board in order to coincide with his/her appointment as Chairperson, a Vice-Chairperson, a Secretary, or a Treasurer, as the case may be.

4. The members of the Board other than the members serving ex-officio and the members appointed by the host country and WHO and the members elected upon recommendation of

governments, shall serve in a personal capacity and are not considered, nor do they act, as official representatives of governments or organizations.

5. The term of office and the selection of the member appointed by the Government of the host country will be determined by the Government.

6. The members of the Board elected upon recommendation of governments shall serve for a term of three years and be eligible for reelection.

ARTICLE X FUNCTIONS AND POWERS OF THE BOARD

1. The Board shall be responsible for all the affairs of the Institute. Its role, among other things, shall be to ensure that:

(i) the Institute follows objectives, programs and plans that are consistent with its aims and with the broad goals and objectives of the CVI; and

(ii) the Institute is managed effectively by the Director in harmony with the agreed objectives, programs and budgets, and with in accordance with legal and regulatory requirements.

2. To this end, the Board shall:

(i) define objectives, approve plans to meet the Institute's aims and monitor the achievement of these aims;

(ii) specify policies to be followed by the Director in pursuing the specified objectives;

(iii) ensure the Institute's cost-effectiveness, financial integrity, and accountability;

(iv) approve the Institute's program and budget;

(v) appoint an external auditor and approve an annual audit plan;

(vi) approve the Institute's broad organizational framework;

(vii) approve personnel policies including scales of salaries and benefits;

(viii) approve the Institute's fund raising and resource mobilization strategies, policies and programs, and promote such fund raising and resource mobilization activities;

(ix) maintain the composition of the Board with respect to expertise needed to discharge the full range of its responsibilities, monitor the performance of staff and evaluate the Institute's performance; and

(x) perform all other acts that may be considered necessary, suitable and proper for the attainment of any or all of the aims of the Institute as set forth in Article IV hereof.

3. The Board may designate an Executive Committee of its members which shall have the power

to act for the Board in the interim between Board meetings, and on matters which the Board delegates to it. All interim actions of the Executive Committee shall be reported to the full Board at its next meeting. The Executive committee shall be comprised of five members of the Board. The Director and at least one ex officio member of the host country shall serve as members of the Executive Committee.

4. The Board may establish such other subsidiary Committees as it deems necessary for the performance of its functions.

ARTICLE XI PROCEDURES OF THE BOARD

1. The Board shall elect one member except the Director as Chairperson. The normal term of the Chairperson shall be three years. The Board may re-elect its Chairperson for a second term.

2. The Board shall also elect a Vice-Chairperson, a Secretary and a Treasurer. The normal term of these officers shall be three years. They are eligible for re-election.

3. The Board shall meet at least once annually.

4. The Board shall adopt its own rules of procedure.

5. A majority of the members shall constitute a quorum for Board meetings.

ARTICLE XII VOTING BY THE BOARD

Normally, the Board shall operate by consensus. However, if the Chairperson determines the need for a vote, the following shall apply:

i. each member of the Board has one vote; and

ii. decisions of the Board shall be made by a majority of the members present except as specified otherwise in this Constitution.

ARTICLE XIII APPOINTMENT OF THE DIRECTOR

The Board shall appoint the Director, and determine his/her terms of office and any cause for termination by a two-thirds majority of members present and voting.

ARTICLE XIV FUNCTIONS AND POWERS OF THE DIRECTOR

1. The Director shall be responsible to the Board for the operation and management of the Institute and for ensuring that its programs and objectives are properly developed and carried out. The Director shall take the lead in fund raising and resources mobilization for the Institute. He/she is the chief executive officer of the Institute.

2. The Director shall implement the policies determined by the Board, follow the guidelines laid down by the Board for the functioning of the Institute and carry out the directions of the Board. Specifically, the Director, in consultation with the Board, shall:

(i) develop a strategic plan for the operation of the Institute for Board consideration and approval, and keep this plan under continuing review;

(ii) develop programs and budgets, and prepare the Institute's Annual Report;

(iii) supervise the planning and direction of the Institute's research, developmental and educational activities to ensure effective implementation;

(iv) recruit and manage highly qualified staff;

(v) keep and have available the strategic plan, programs and budgets for review by the Board on a regular basis;

(vi) keep the Chairperson of the Board advised on matters of consequence that relate to the Institute; and

(vii) perform such other functions as are delegated to her/him by the Board.

3. The Director shall be the legal representative of the Institute. He/she shall sign all deeds, contracts, agreements, treaties and other legal documents which are necessary to ensure the normal operation of the Institute. The Board may determine the extent to which these powers may be delegated by the Director. Contracts, agreements and treaties which affect the governance, objectives, location, expansions or dissolution of the Institute, or major issues concerning the relationship to the host country shall be subject to approval by the Board.

ARTICLE XV STAFFING

1. The staff shall be appointed by the Director in accordance with staff regulations to be approved by the Board.

2. The paramount consideration in the employment of staff and in the determination of conditions of service shall be the necessity of securing the highest standards of quality, integrity, efficiency, and competence.

3. Salary scales, insurance, pension schemes and other terms of employment shall be laid down in staff regulations, and shall in principle be internationally competitive and comparable with those of the United Nations and affiliated institutions and other relevant international organizations.

ARTICLE XVI FINANCING

1. The budget of the Institute shall be funded by member states, international organizations and other public or private agencies and institutions, including members of the CVI who wish to make financial and other voluntary contributions to it. The Institute may receive contributions from

other sources. It may also receive contributions and gifts toward the establishment of an endowment program.

2. The financial operations of the Institute shall be governed by financial regulations to be adopted by the Board.

3. The budget of the Institute is approved annually by the Board.

4. An annual audit of the operations of the Institute shall be conducted by an independent international accounting firm appointed by the Board upon recommendation of the Director. The results of such audits shall be made available by the Director to the Board for its consideration. Following the approval by the Board, the audit report shall be circulated to the parties contributing to the Institute.

ARTICLE XVII PRIVILEGES AND IMMUNITIES

1. The Institute shall conclude with the Government a Headquarters Agreement relating to the facilities, privileges and immunities which the Institute, the members of the Board of Trustees, the Director and staff of the Institute, and the experts performing missions on behalf of the Institute, will receive while in Korea for the purpose of exercising official duties.

2. The Institute may conclude with other states an agreement relating to the facilities, privileges and immunities which the Institute, the members of its Board of Trustees, the Director and staff of the Institute, and the experts performing missions on behalf of the Institute, will receive while in their territories for the purpose of exercising official duties. 3. The privileges and immunities are granted in the interest of the Institute and not for personal benefit. The Board of Trustees shall have the right to waive the privileges and immunities.

ARTICLE XVIII RELATIONSHIP WITH OTHER ORGANIZATIONS

In order to achieve its objectives in the most efficient way, the Institute may enter into agreements for cooperation with relevant national, regional or international organizations, foundations and agencies, both public and private.

ARTICLE XIX DISPUTES RESOLUTION

The Institute shall make provisions for appropriate modes of settlement including arbitration of disputes between the Institute and its staff or among its staff.

ARTICLE XX AMENDMENTS

This Constitution may be amended by the Board by a two-thirds majority of all voting members, provided notice of such a proposed amendment together with its full text shall have been mailed to all members of the Board at least four weeks in advance of the meeting, or such notice is waived

by all members of the Board.

ARTICLE XXI DISSOLUTION

1. The Institute may be dissolved by a three-fourths majority of all voting members of the Board, if it is determined that the purposes of the Institute have been achieved to a satisfactory degree or if it is determined that the Institute will no longer be able to function effectively.

2. In the case of dissolution, any land, physical plant and other assets situated in the host country and other countries, and made available to the Institute by the Government, and permanent fixed capital improvements thereon shall revert to the Government. The other assets of the Institute shall be transferred to such countries for use for similar purposes or distributed to institutions having purposes similar to those of the Institute in the respective countries after agreement between the governments of those countries and the Board in consultation with the Government.

CONSTITUTIONAL AMENDMENTS

AMENDMENT I

To carry out its FUNCTIONS, the Institute may prepare test vaccine lots for the purposes of evaluation and clinical testing. However, in accord with its STATUS as a scientific, developmental, and education institution, the Institute shall not produce vaccines for sale under a product license of for commercial sale.

AMENDMENT II INDEMNITY AND LIABILITY

The Board, officers, and employees, including consultants, of the Institute shall be indemnified by the Institute against all losses and expenses incurred by the in relation to the discharge of their duties, except such as have been caused by their willful act of default.

AMENDMENT III

The term of office and the selection of the members of the Board of Trustees appointed by the WHO will be determined by the WHO.