

STATUTES

for

International Centre for Antimicrobial Resistance Solutions

Preamble

Antimicrobial resistance (AMR) is one of the greatest threats to the health of humans, animals, crops and their shared environment. Because AMR does not respect the borders of sectors nor countries, it is a One Health threat that will affect societies and economies worldwide if not contained. AMR is rightfully acknowledged as a global health threat.

But AMR is more than that. AMR is a development problem that hits low- and middle-income countries (LMICs) the hardest and the world has both a moral obligation and a shared interest in ensuring that LMICs are not left behind in the search for feasible solutions that drive sustainable change. Much evidence on effective interventions to mitigate AMR is either not applicable to the context of LMICs or has not been implemented for various reasons. This leaves many LMICs without sufficient knowledge on how to effectively mitigate AMR.

To close this knowledge gap ICARS is established with a mission to support LMIC governments in developing evidence-based and cost-effective solutions to AMR that respond to country-specific challenges as expressed in their national AMR action plan and which are feasible to implement at large scale. This work will be guided by transparency and ICARS' core principles; country ownership, One Health, partnership, solution-focus and sustainability.

The Danish government has taken the initiative to establish ICARS and has led the initial development of the concept. It is the intent of the Danish government that establishing ICARS as a self-governing institution in accordance with Danish law will allow ICARS to act independently, in accordance with these statutes. However, delivering on this mission is too important and demanding for one country to take on alone. It is therefore the ambition that ICARS will unite countries, foundations and organizations in establishing an independent international organization with the muscles and level of engagement that this agenda requires.

The Danish government now invites other countries and foundations to come on board alongside Denmark to achieve the ambitious vision of ICARS and fulfill the strategic goal for ICARS to develop into an independent international organization within the coming years. This process will be based on an evaluation of the experiences and the options for ICARS and will be guided by ICARS' Board of Directors in cooperation with the Danish government. The evaluation will take place in the end of 2023 and will entail a review of these statutes to ensure that they continue to reflect the necessary provisions for ICARS as an independent international organization.

These statutes are laid down pursuant to § 1 in executive order no. 512 of 23 March 2021, and amendments on 17 June 2021, on International Centre for Antimicrobial Resistance Solutions (ICARS), subsidy, accounting and auditing etc.

1. Name, establishment and legal status

- 1.1 At its initiation, the International Centre for Antimicrobial Resistance Solutions (hereinafter referred to as "ICARS") is established by the Danish Ministry of Health as a self-governing institution in accordance with Danish law. Hereinafter all references to legislation relate to those of the Kingdom of Denmark.
- 1.2 ICARS shall operate as an independent, non-profit organization, international in character, in accordance with the provisions of the present statutes and the preamble.
- 1.3 ICARS shall possess full juridical personality.
- 1.4 ICARS alone is liable for the obligations of ICARS.
- 1.5 ICARS is expressly exempted from the Act on Foundations and the Act on Commercial Foundations. ICARS is subject to the Access to Public Administrative Documents Act, the Public Administration Act, the Act on the Parliamentary Ombudsman and the Budget Rules of Guidance issued by the Danish Ministry of Finance in so far as the Rules of Guidance have not been derogated from in the Finance Act.

2. Location

- 2.1 The headquarters and registered office of ICARS must be in the municipality of Copenhagen, Denmark.
- 2.2 ICARS may establish branches in locations outside of Denmark if this is considered necessary for the effective achievement of the purposes of ICARS.

3. Purpose

- 3.1 The purpose of ICARS is to generate, share and use evidence to support the development and implementation of cost-effective and context-specific solutions to mitigate antimicrobial resistance (hereinafter referred to as "AMR") in low- and middle-income countries (hereinafter referred to as "LMICs") and reasonably related purposes.

4. Guiding principle, activities and powers

- 4.1 ICARS shall take a multidisciplinary One Health approach focusing on, inter alia, human health, animal health, the environment, behavioral and economic sciences.
- 4.2 ICARS shall work as an international partnership bringing together various stakeholders across the One Health interface that are committed to support LMICs in mitigating AMR – such as governments, international organizations, non-governmental organizations, foundations, research organizations, universities, individuals with relevant expertise and experience as well as private sector stakeholders as appropriate.
- 4.3 ICARS shall ensure synergy with the activities of other international and national organizations, public and private, that have similar purposes.
- 4.4 ICARS' activities shall fit within the following program areas:
- Working with LMIC governments to develop and test interventions to tackle AMR.
 - Supporting the translation of existing evidence and policies into practice in LMICs.
 - Advocating for implementation and intervention research as a means to tackle AMR.
 - Capacity and capability building in LMICs.
- 4.5 The Board of Directors may identify other program areas that the Board of Directors considers necessary or useful for the attainment of the purposes of ICARS.
- 4.6 ICARS shall have such powers as may be appropriate for the attainment of its objectives and may in particular raise funds for the purposes of ICARS and enter into contracts and agreements for cooperation with governments and relevant national, regional or international organizations, foundations, associations and institutions, both public and private.

5. Assets and funding

- 5.1 The funds and assets of ICARS are the sole property of ICARS and must be separated from the assets of the Danish government and other parties.
- 5.2 ICARS receives funding from the Danish government according to the Finance Act and may also receive funding from others such as governments, foundations, international public or private organizations and agencies and private and public companies. ICARS may also receive fees for services or goods provided for instance in relation to publications, training courses etc.

6. Organization and management

- 6.1 ICARS must have a Board of Directors, a Chairperson, a Vice-Chairperson, an Executive Director and such other officers, consultants and staff as may be considered necessary.
- 6.2 The Board of Directors is the supreme governing body of ICARS and is responsible for the financial operations of ICARS.
- 6.3 The Board of Directors, the Executive Management, auditors and others who obtains insights regarding ICARS' activities are under obligation to maintain confidentiality in accordance with article 27 in the Public Administration Act.

Board of Directors

- 6.4 The Board of Directors must consist of no less than three (3) and no more than nine (9) members with voting rights.
- 6.5 The Danish Minister for Health appoints members and the Chairperson of the initial Board of Directors of ICARS, which shall operate from the establishment of ICARS until 31 December 2023.
- 6.6 From 1 January 2024 members of the Board of Directors with voting rights must be appointed as follows:
 - a. One (1) member appointed by the Danish Minister for Health by virtue of Denmark as host country.
 - b. Up to six (6) members appointed by the Board of Directors upon nomination from entities that have provided a substantial financial contribution to ICARS. Each such entity has the right to nominate one (1) member.
 - c. Up to two (2) members appointed by the Board of Directors upon nomination from LMICs currently partnering with ICARS.
 - d. Up to two (2) members appointed by the Board of Directors on the basis of their experience, qualifications and competencies.
- 6.7 No voting member of the Board of Directors may be an employee of ICARS or closely related or associated to persons employed by ICARS.
- 6.8 Voting members of the Board of Directors must be confirmed by the Danish Minister for Health as the supervisory authority of ICARS according to article 10. If the Minister for Health, because of objective and factual reasons cannot confirm an appointed person, the Board of Directors must appoint another person in accordance with article 6.6.
- 6.9 The Executive Director shall be a non-voting Ex Officio member of the Board of Directors.

- 6.10 The Tripartite+ and the World Bank shall each have a standing invitation to nominate one (1) non-voting member. These are appointed by the Board of Directors. Their term last until the nominating organization nominates another person or the Board of Directors asks the nominating organization to nominate another person.
- 6.11 When appointing voting members it must be ensured that the nominees have experience, qualifications and competencies in disciplines that are necessary for the fulfilment of the purposes of ICARS. This includes experience and qualifications in senior management, networks within the area of global AMR mitigation (preferably from a One Health perspective), financial and risk management, communication and advocacy about global AMR mitigation, resource mobilization on a global scale and such other qualifications and competencies that the Board of Directors determines are appropriate for the fulfillment of ICARS' purposes. Appropriate gender balance and geographical representation must be ensured.
- 6.12 Except for the appointments made according to article 6.5, all members of the Board of Directors other than the non-voting members must be appointed for a period of 3 years. Reappointment can take place, but the tenure should normally not exceed two terms.
- 6.13 When a seat of a voting member of the Board of Directors becomes vacant, the Board of Directors must form a Nomination Committee to secure the nominations of the relevant parties in accordance with the relevant provision of article 6.6. The Nomination Committee must consist of the Chairperson, the member appointed by virtue of Denmark as host country and one other member elected among the remaining members of the Board of Directors.
- 6.14 A member of the Board of Directors can at any time decide to resign from the Board of Directors. When a member of the Board of Directors resigns from the Board or is permanently unable to act prior to the end of the term of office, the entity that has appointed or nominated the member concerned according to article 6.6 must immediately appoint or nominate (as the case may be) a new member for the remaining term of office.
- 6.15 When a seat of a voting member of the Board of Directors becomes vacant after a first term, the Board of Directors must invite the parties mentioned in article 6.6a-c to either nominate a new member or to nominate the same member for another term. In the event that the relevant party (or parties) does not nominate a person to fill a seat within two (2) months of the vacancy, the Board of Directors may move to appoint a new voting member according to article 6.13.
- 6.16 A Chairperson and a Vice-Chairperson must be elected among the members of the Board of Directors by two-thirds majority. The Chairperson and Vice-Chairperson shall be elected for a period of two (2) years and be eligible for a maximum of two terms of office, subject to re-election for the second term. An exception to the term limit should occur only in extraordinary circumstances and if the Board of Directors by way of two-thirds majority considers that an extension is in the best interest of ICARS. If the Chairperson's or the Vice-Chairperson's term as Board member expires before their term as Chairperson or Vice-Chairperson, their term as Chairperson or Vice-Chairperson shall be reduced accordingly.

- 6.17 During the term of office a member of the Board of Directors can only be dismissed by a unanimous vote among the remaining voting members of the Board of Directors or by the Danish Ministry of Health as the supervisory authority of ICARS if such dismissal is justified by the unworthiness of the board member. Valid grounds for dismissal of a member of the Board of Directors include neglect of its obligations towards ICARS, non-attendance of Board meetings more than two times pr. year without valid cause, inability to fulfil the duties of its offices, including permanent conflict of interest, fraud, severe or repeated breach of fiduciary duties and criminal activity.
- 6.18 The Board of Directors must act professionally and in the interests of ICARS.
- 6.19 The Board of Directors has in particular the following powers:
- a. To hire the Executive Director of ICARS and delegate the operational management of ICARS to the Executive Director.
 - b. To develop ICARS' strategy and strategic goals.
 - c. To establish advisory fora to aid ICARS in the fulfillment of its purposes.
 - d. To approve rules of procedure for the work of the Board of Directors, which must be in accordance with these statutes and other applicable regulations of ICARS.
- 6.20 Voting members of the Board of Directors shall be offered remuneration in accordance with the rules on remuneration of members of collegiate bodies in the Government of Denmark unless higher remuneration has been approved by the Ministry of Health.

7. Board Meetings

- 7.1 The Board of Directors must have meetings as often as it is required to manage ICARS' interests, but no less than 3 times annually.
- 7.2 The Chairperson must preside at meetings of the Board of Directors. If the Chairperson in exceptional cases is unable to attend, the Vice-Chairperson must chair the board meeting in the absence of the Chairperson.
- 7.3 The quorum for any meeting shall consist of two-thirds and no less than three (3) of the voting members of the Board of Directors.
- 7.4 The Board of Directors shall have power to act notwithstanding any vacancy in its membership and any act or proceeding of the Board of Directors shall not be, or deemed to be, invalid by reason only of any such vacancy or any defect in the appointment of a members.
- 7.5 The Board of Directors must pursue to operate by consensus. When consensus is not achievable, decisions must be made by simple majority of votes, unless otherwise stated in the statutes. In

the case of parity of votes the vote of the Chairperson, or in the absence of the Chairperson the vote of the Vice-Chairperson, is decisive.

- 7.6 The rules on legal capacity in the Public Administration Act apply to decisions made by the Board of the Directors.
- 7.7 The Board of Directors must make publicly available a record of all final resolutions. If a board member does not agree with a decision made by the Board of Directors, the board member concerned can request his or her opinion entered in the relevant meeting summary.

8. The Executive Management

- 8.1 The Executive Management of ICARS is composed of:
- a. The Executive Director, and
 - b. Staff members as may be necessary, appointed by the Executive Director.
- 8.2 The Executive Director must implement the decisions and the policies established by the Board of Directors and is responsible to the Board of Directors for the operation and management of ICARS and for ensuring that its programs and objectives are properly developed and carried out.
- 8.3 The Executive Director employs and dismisses the employees of ICARS. Terms of employment and payment must be in accordance with terms determined by the Ministry of Finance and the Ministry of Taxation.

9. Power to bind ICARS

- 9.1 ICARS is bound by the joint signatures of the Chairperson and the Executive Director, the Chairperson and a member of the Board of Directors, or by the joint signatures of all members of the Board of Directors. The Board of Directors may delegate authority to the Executive Director and other members of the Executive Management within specified parameters.

10. Supervisory authority

- 10.1 The Danish Ministry of Health is the supervisory authority of ICARS.
- 10.2 The Danish Ministry of Health must approve extraordinary financial decisions that can entail the risk that the statutes of ICARS cannot be complied with, or that requirements set out in the Budget Rules of Guidance issued by the Danish Ministry of Finance, section 2.4.9, are breached, unless such requirements have been derogated from in the Finance Act.

10.3 The Danish Minister for Health must approve the following:

- Amendments of the statutes according to 12.1 (normally upon the recommendation of the Board of Directors).
- Dissolution of ICARS and the use of the funds of ICARS upon dissolution according to article 12.2.

10.4 In pursuance of section 2.4.9 of the Budget Rules of Guidance issued by the Danish Ministry of Finance entering into leases with irrevocability of more than 10 years and capital expenditure-like investments of more than 15 million DKK must be presented to the Danish government's Finance Committee.

11. Budget, accounting and auditing

11.1 The financial year of ICARS runs from 1 January until 31 December. The first financial year of ICARS is 2021.

11.2 The Board of Directors must approve the budget for ICARS, which except for the first financial year of ICARS, must be submitted to the Danish Ministry of Health before the beginning of the budget year.

11.3 ICARS submits accounts in accordance with the rules of the accounting system of the Danish Government.

11.4 A state authorized or a certified auditor must audit the accounts of ICARS pursuant to the Act on Auditing of Government Accounts etc. and in accordance with "Good public auditing practices".

12. Amendment of statutes and dissolution

12.1 Decisions to amend the statutes of ICARS requires a two-thirds majority of the Board of Directors voting in favor hereof. Amendments to the statutes must be approved by the Danish Minister for Health.

12.2 Decision to dissolve ICARS requires a majority of two-thirds majority of the Board of Directors voting in favor hereof. The dissolution of ICARS must be approved by the Danish Minister for Health. The remaining funds of ICARS shall upon dissolution be returned to the entities from which they were granted. In the event of a reorganization of ICARS into another international organizational setup remaining funds will be transferred to the new organization.

12.3 The Danish Minister for Health may decide to amend the statutes or to dissolve ICARS. Upon dissolution the funds of ICARS shall be used in accordance with section 12.2.

13. Commencement

13.1 These statutes enter into force on the [date].

Statutes approved by Magnus Heunicke, Danish Minister for Health, on the 23rd of November 2021.

First Board of Directors appointed on the 24th of November 2021