

The Companies Act 2006

Company Limited by Guarantee and Not Having a Share Capital

Byelaws

for

Global Innovation Fund

(Adopted by the Global Innovation Fund on 24 September 2014)

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The Companies Act 2006
Company Limited by Guarantee and Not Having a Share Capital
Byelaws
of
Global Innovation Fund

CHAPTER 1: GENERAL PROVISIONS

1. Interpretation

- 1.1 These are the byelaws referred to in, and governed by, the Articles.
- 1.2 Unless otherwise expressly stated, words and phrases used in these byelaws shall have the same meaning as in the Articles.
- 1.3 In these byelaws:
- “**Audit Committee**” has the meaning given in byelaw 19.1.1;
 - “**Articles**” means the articles of association for the time being of the Company;
 - “**Company**” means the Global Innovation Fund;
 - “**Co-investor**” has the meaning given in byelaw 7.1;
 - “**critical elements**” has the meaning given in byelaw 5;
 - “**decision panels**” has the meaning given in byelaw 9.1b);
 - “**expert**” has the meaning given in byelaw 9.1a);
 - “**earmarked**” has the meaning given in byelaw 6.5;
 - “**GIF**” means the Global Innovation Fund;
 - “**Health, Safety, Environment and Corporate Responsibility Committee**” has the meaning given in article 19.1.3
 - “**Membership Committee**” has the meaning given in byelaw 19.1.4;
 - “**Proposal Review Criteria**” has the meaning given in byelaw 12.2;

“**standard development practice**” means development methodologies and approaches that are already in widespread and routine use; and

“**World’s Poor**” has the meaning given to it in the Articles.

CHAPTER 2: LOCATION OF GIF

2. Incorporation

GIF will be incorporated in, and will maintain its registered office in, the United Kingdom.

3. Offices

GIF will develop substantial offices in, or around, Washington D.C. (US) in addition to in, or around, London (UK) provided that the principal operations of GIF will always be based in, or around, London (the overriding intention being that when a third party wishes to “come to see” GIF they will first and foremost expect to, and will, engage with GIF in, or around, London (UK)).

4. Chief Executive Officer

It is the intention and the wish of the CLG members that the CEO should be based in, or around, London (UK) (i.e. he or she may freely and lawfully work at all times in the United Kingdom) provided that (and subject always to the provisions of article 4A) it is not intended that the provisions of this byelaw 4 should prevent GIF from engaging the services of the best candidate as CEO (as duly identified by GIF having followed a recruitment process which conforms with the provisions of byelaw 21.1) notwithstanding the fact that:

4.1.1 such person may not be able, following due enquiry and robust effort by them and on their behalf, to obtain all such permits and clearances from the Government of the United Kingdom as shall be required (if any) in order that he or she might be based in, or around, London (UK)¹; or

4.1.2 such person may not be reasonably able for compelling temporary reasons (such reasons to include, without limitation, that his or her spouse is unable to leave his or her job immediately or that he or she wishes that his or her children should not be taken out of their present school during the course of an already commenced school year) to base him or herself in, or around, London (UK) and must

¹ In such circumstances, the CEO’s employment contract with GIF shall provide that it shall be a condition of such person’s ongoing employment that they use their best endeavours to obtain all such permits and clearances from the Government of the United Kingdom as shall be required (if any) in order that he or she might be based in the United Kingdom as soon as possible following their appointment.

therefore be based elsewhere for a period of not more than 9 months from the date of his or her appointment (the “**Permitted Non-UK Period**”)²; or

- 4.1.3 such person may not otherwise be able to be based in, or around, London and his or her selection as CEO has been approved by special resolution of the CLG members.

4A. **Based in London**

If the CEO is unable to be based in, or around, London either temporarily or permanently (as the case may be) in the circumstances described in byelaw 4, then such CEO must, nevertheless, for so long as he or she is not based in, or around, London, spend a substantial amount of his or her time working in, or around, London, and conduct himself or herself at all times in such a way in order to ensure compliance at all times with the provisions of byelaw 3 above.

CHAPTER 3: KEY ELEMENTS OF GIF

5. **Critical elements of the GIF model**

- 5.1 The GIF model is designed to accelerate the development, rigorous testing, and scaling of cost effective innovations. The aim is to support a portfolio of innovations that collectively open up opportunities and improve lives for hundreds of millions of people across multiple developing countries. It will only support proposals that have the potential to scale. GIF aims to support innovations that benefit the World’s Poor. It has four critical elements (“**critical elements**”):

- 5.1.1 open competition (as more fully described in byelaw 6);
- 5.1.2 leverage (as more fully described in byelaw 7);
- 5.1.3 staged financing, with specific caps on funding at each stage, based on rigorous evidence of impact and cost effectiveness for projects that would be scaled with public or philanthropic support, and based on a market test for projects that would be scaled commercially (as more fully described in byelaw 8); and
- 5.1.4 external review (as more fully described in byelaw 9).

6. **Open competition**

² In such circumstances, the CEO’s employment contract with GIF shall provide that it shall be a condition of such person’s ongoing employment that they are based in the UK within 9 months of the date of their appointment.

- 6.1 GIF will source ideas by open competition, rather than by invitation only.
- 6.2 GIF will source and compete eligible ideas from social enterprises, firms, researchers, government agencies, individuals and NGOs.
- 6.3 Eligible ideas may be new technologies, business models and policy practices. GIF is open to proposals across all functional sectors and shall not be restricted to particular sectors, such as education or microfinance.
- 6.4 GIF will help solutions transition to scale along two paths: either commercially or with financing from developing country governments, donors, or philanthropy.
- 6.5 To the fullest extent possible and subject to byelaw 11.2, GIF will seek to ensure that funds are not restricted to a particular sector or scaling approach (“**earmarked**”). Unrestricted funds will not be earmarked.
- 6.6 GIF will seek high-quality applications worldwide, and especially from developing countries themselves.
- 6.7 While GIF will conduct an open competition, it will also be able to source solutions proactively, which may include providing assistance to promising innovators in building coalitions of partners with necessary skills, and offering a networking platform for innovators to find partners to strengthen their proposals. GIF staff who provide substantial technical assistance to applicants or awardees would not participate in voting on funding decisions for proposals they had supported (for the avoidance of doubt, the provisions of this byelaw 6.7 would not prevent any such member of GIF staff from attending, and speaking to, any forum in which relevant funding decisions were to be taken). GIF will work with a network of partner organisations to help solicit strong applications.

7. **Leverage**

- 7.1 Subject to compliance with applicable laws, GIF will leverage its impact by attracting donors and financing partners (“**Co-investors**”) to co-invest in proposals in coordination with GIF. In particular, it will encourage Co-investors to:
 - 7.1.1 co-invest in specific proposals in coordination with GIF;
 - 7.1.2 offer follow-on financing for prior GIF investments; and
 - 7.1.3 support applicants that have not been judged appropriate for GIF but that may be appropriate for other entities.
- 7.2 GIF shall aim to cultivate mutually beneficial working relationships with actual and potential Co-investors and support innovation.

- 7.3 GIF will work to link its most successful projects to follow-on investments from private investors, governments, and other entities that could provide support.
- 7.4 GIF will seek to avoid displacing private funds or distorting markets, and will target its support to areas where clearer market failures exist and commercial incentives do not match social needs. This includes early-stage support for innovations designed to scale commercially and support to help scale innovations with proven impact and cost-effectiveness that could be adopted by governments or donors.

8. Staged financing

- 8.1 The GIF model uses three stages of funding to allocate funds in accordance with the degree of evidence for the innovation and to manage risk:

- 8.1.1 Stage 1 (as more fully described in byelaw 8.2);
- 8.1.2 Stage 2 (as more fully described in byelaw 8.3); and
- 8.1.3 Stage 3 (as more fully described in byelaw 8.4).

8.2 Stage 1: Proof of concept

Stage 1 will provide seed funds to support initial research and design, small-scale pilots and field testing, and initial focus groups or stakeholder consultations to establish viability and user adoption rates

8.3 Stage 2: Testing at an expanded scale and positioning for widespread adoption

- 8.3.1 Stage 2 will provide testing at a larger scale and positioning for widespread adoption.
- 8.3.2 In the case of innovations designed to scale through sustained support with public or private philanthropic funds (or through a hybrid of public and private support), GIF will provide support for stage 2 applicants to conduct rigorous evaluation of impact and cost effectiveness relative to existing approaches. Evaluations should be designed to isolate the causal impact of the innovation from potential confounding factors. Measurement of impact should focus either on outcome variables that can be taken as objectives in themselves (e.g. lives saved or additional income accruing to the poor) or on intermediate outcomes for which strong evidence already exists of impact on ultimate outcomes (e.g. vaccination rates). In many cases it will be desirable to collect this evidence through a randomised controlled trial, but GIF will be also be open to other techniques that rigorously measure causal impact (e.g. regression discontinuity designs), where appropriate.

- 8.3.3 For these innovations designed to scale with public or private philanthropic support, measurement of cost effectiveness should be based on standard procedures justified by economic logic, taking into account the full social benefits and costs of the approach, including costs to program beneficiaries.
- 8.3.4 Once impact and cost-effectiveness is established, stage 2 proposals for innovations designed to scale with public or private philanthropic support can also undertake other activities to position the innovation for widespread adoption such as:
- a) further testing in other geographies or with governments as implementing partners;
 - b) activities to work with developing country governments to lay the groundwork for widespread scaling through preparation of feasibility plans;
 - c) assessment of budgetary costs and mechanisms; or
 - d) facilitating connections with potential partners.
- 8.3.5 In the case of innovations intended to scale commercially, a market test will be required. During the implementation of stage 2 projects, market testing should demonstrate at least one of the following criteria:
- (i) evidence that revenues are sufficient to cover costs at existing locations; or
 - (ii) that commercial and/or impact investors are willing to provide capital on market terms that would allow sustained expansion.

Other stage 2 proposals for innovations that would scale commercially may involve firms testing new business models, or funding the measurement of social impacts.

- 8.3.6 In addition to a market test, stage 2 projects for innovations intended to scale commercially should demonstrate at least a *prime facie* case for development or social impact.

8.4 **Stage 3: Transitioning to a widespread scale**

- 8.4.1 Stage 3 funding will provide support for transitioning the most successful projects to scale.

- 8.4.2 Stage 3 projects expecting to scale through public sector and/or donor support should have already demonstrated rigorous evidence of impact and cost-effectiveness in their existing setting.
 - 8.4.3 Stage 3 projects expecting to scale commercially should have already demonstrated commercial viability in their existing location and the ability to attract commercial and/or impact capital on market terms that would allow sustained expansion, as well as a *prima facie* case for development impact.
 - 8.4.4 Stage 3 investments in for-profit firms or in approaches that are expected to scale through purely commercial means should be expected to yield a return that will allow sustained expansion.
 - 8.4.5 Stage 3 investments in private sector projects will only be considered on a *pari passu* basis and not as the lead investor. To enable maximum leverage of GIF funds, impact and commercial investors will also be given the right of first refusal for solutions that are intended to eventually commercialise.
- 8.5 GIF’s key focus shall be on innovations that have the potential to sustainably scale. Whether or not an Applicant has received GIF funding in the past is not a relevant factor. Applicants will compete for funding at any stage based on their readiness for that stage of investment, whether or not they received GIF funding in the past.
- 8.6 The board and senior management shall set funding caps for each stage and may adjust these caps over time. Where appropriate, the board may determine procedures providing for grants of larger awards and appropriate safeguards.
- 8.7 GIF shall make its investments in for-profit firms using financing tools including debt, convertible debt, equity, and grants with warrants. In cases where GIF invests in an innovator to create a new market, run a demonstration project, or conduct an evaluation that is expected to benefit the sector as a whole, grant support may be used.

9. External review

- 9.1 The principle of external review has two elements:
- a) assessment of individual proposals by external experts (“**experts**”); and
 - b) decision panels, with majority external membership (“**decision panels**”).
- 9.2 Proposals that pass an initial screen by staff will be sent for review by external experts, selected for proposals based on their geographic and sectoral expertise, and/or expertise in investment appraisal (for innovations designed to scale commercially), or impact assessment and cost-effectiveness assessment (for those designed to scale with public or philanthropic support). GIF staff with appropriate expertise can also review proposals.

- 9.3 Based on both internal and external review, GIF staff will decide which proposals to forward to decision panels, and will prepare recommendations for the panels. Decision panels will have a majority of members external to GIF. Informed by these recommendations, as well as internal and external expert reviews, decision panels will reject, recommend, or conditionally recommend proposals (pending resolution of relevant issues). Only proposals recommended or conditionally recommended will be eligible for funding by GIF.
- 9.4 Any final review and negotiations with the applicant will be conducted by GIF staff.
- 9.5 The CEO may veto proposals judged to pose an unacceptable risk to GIF.
- 9.6 The CEO will notify the board when a proposal or portfolio of projects is eligible for funding by GIF. Without prejudice to the rights and authority of the board, to the extent that any board member has a concern with respect to a proposal or portfolio, whether reputational or otherwise, the board may consider and agree upon an appropriate course of action.
- 9.7 The board may determine a detailed framework for external review, including:
- 9.7.1 eligibility requirements for experts and decision panelists;
 - 9.7.2 conflict of interest policies; and
 - 9.7.3 policies regarding the maintenance of lists of approved decision panelists.

10. Restrictions on GIF activities

GIF shall not support activities that constitute standard development practice or that do not correspond with GIF's development objectives. These include:

- 10.1.1 approaches that are only applicable in a single country, unless the project is expected to scale to a proportion of the most populous countries in the world;
- 10.1.2 approaches that focus on basic scientific or laboratory-intensive research and development, instead of field testing;
- 10.1.3 purely theoretical or descriptive socio-economic research that is not linked to an innovation that has the potential to achieve development outcomes at scale; or
- 10.1.4 investments which aim to support the broader innovation ecosystem.

11. Allocation of funds

- 11.1 GIF’s Director of Finance and Administration will allocate funds to investments according to any restrictions contractually agreed between GIF and its Funders on their contributions’ use, and preserving the most flexible funding when feasible.
- 11.2 Where a potential funder for GIF is legally or otherwise constrained to invest only in particular sectors or geographies GIF may enter into agreements to accommodate such donor restrictions (subject to following the approval processes required by the Articles).
- 11.3 However, in negotiating with potential GIF Funders, GIF will endeavour to minimise individual donor restrictions and caveats that limit the flexibility of the decision panels.

12. Proposal review process and criteria

- 12.1 GIF staff will be involved in applications at multiple levels of the process, making them a key element in GIF’s decision-making continuity and institutional learning. GIF staff shall conduct the initial process of screening proposals, soliciting expert external review on individual proposals and shortlisting high potential projects. GIF staff will also provide information and guidance for decision panels, and serve on decision panels as described in byelaw 13.
- 12.2 As appropriate given the stage of funding that has been applied for and the proposed scaling route, applications will be assessed using criteria on innovation, evidence of impact, cost effectiveness, sustainability, and scalability (either on a commercial basis or through public sector or philanthropic adoption). GIF could potentially also consider leverage and risk of displacing other financing as factors. The decisive factor in judging proposals should be the expected overall social benefit of funding the proposal, taking into account an assessment of the probability of success, the likely number of people affected, and the net benefits from the innovation scaling, including benefits and losses both to the World’s Poor and costs and benefits to funders such as governments or philanthropists. As part of this calculation, the potential for profitability and financial returns on investment to GIF will be considered in the case of investments in for-profit firms.
- 12.3 The CEO and senior management shall take the lead in developing a proposal review process framework and criteria for judging applications to GIF (the “**Proposal Review Criteria**”), which shall be presented to the board for final review and approval.
- 12.4 A common set of procedures and instructions to decision panelists on the criteria for evaluating proposals shall be developed by the CEO and senior management in collaboration with the board. GIF senior leadership, subject to the oversight of the GIF board, can modify the set of instructions over time, providing an opportunity for learning.

13. Decision Panels

- 13.1 GIF management will, subject to the oversight of the board, draw up a list of GIF decision panelists.
- 13.2 Decision panelists shall be chosen based on technical merit. Eligible decision panelists shall be persons with experience and expertise in:
 - 13.2.1 a specific sector or geographic region;
 - 13.2.2 rigorous evaluation processes;
 - 13.2.3 private sector investments; or
 - 13.2.4 scaling innovations through the public or private sector.
- 13.3 Decision panelists may include (but are not limited to):
 - 13.3.1 venture capitalists;
 - 13.3.2 academics; and
 - 13.3.3 innovators whose work had been previously funded by GIF, or who have had a track record of successful work as innovators.
- 13.4 GIF management will determine which of the approved decision panelists will sit upon which decision panel and may alter the composition of any decision panel to the extent considered necessary. Decision panels will have a majority of panelists who are not GIF staff.

CHAPTER 3: THE BOARD OF DIRECTORS

14. Criteria for appointment of directors

- 14.1 All directors should be demonstrably committed to the GIF agenda, showing openness to proposals from a wide variety of institutions, to both private and public sector scaling, and a commitment to basing decisions on evidence.
- 14.2 Directors should also be adept at working in group settings and willing to commit to allocating the time needed to participate in board meetings and activities.
- 14.3 To the extent possible, GIF shall seek to ensure that the board shall maintain diversity in gender and geography, including representation from developing countries.

15. *[NB deliberately left blank]*

16. Appointment of A directors

16.1 The appointment of A directors shall be governed by the provisions of the Articles and by the provisions of these byelaws.

16.2 A directors shall not serve as representatives of their organisations, but shall act in an individual capacity.

17. Appointment of B directors

17.1 The B directors shall be elected by the GIF Funders in accordance with the provisions of the Articles.

18. Powers and responsibilities of the board

18.1 Subject to the provisions of the Companies Act, the Articles and these byelaws, the board shall have powers to undertake all lawful things as are necessary to achieve the objects of the Company, including, but not limited to, the power to:

18.1.1 oversee the selection of the CEO and senior management team;

18.1.2 subject to the provisions of the Articles, admit new GIF Funders (whether or not they shall be CLG members) based on the best interests of GIF;

18.1.3 oversee the development of selection criteria for proposals;

18.1.4 oversee a proposed staffing plan for the structure of senior management; and

18.1.5 engage external consultants for investigating any specific compliance failures or allegations of wrongdoings. In carrying out this function, the board shall have adequate resources for any secretariat function.

18.2 In furtherance of their governance duties, the board shall commission independent external evaluations of GIF, to assess its internal processes and allow the board to properly conduct its governance duties. The board shall conduct such evaluations in a way that is administratively independent of the management structure.

18.3 The board and the management may choose to create one or multiple advisory committees to provide input on GIF's design and strategy, help with outreach, or support the sourcing and scaling of innovations or other functions as may be needed. These committees may comprise (but are not limited to):

18.3.1 GIF Funders;

18.3.2 technical experts; or

18.3.3 scaling partners,

depending on the specific skillset or networks needed for sourcing and scaling innovations.

- 18.4 Directors shall not advocate on behalf of a particular project, unless management request their input on a decision panel or as an expert.

19. Board Committees

- 19.1 The board has the authority to appoint a committee or committees of the board and may delegate powers to such committees. The matters to be delegated to committees of the board and the constitution of such committees are assessed by the board annually or more frequently as circumstances may require. Such committees may include (without limitation) the following:

19.1.1 the Audit Committee, to deal with financial reporting and control systems;

19.1.2 the Compensation Committee, to deal with the assessment of management and compensation within the Company;

19.1.3 the Health, Safety, Environment and Corporate Responsibility Committee, to deal with health, safety and environment matters as well as Charity Commission reporting requirements; and

19.1.4 the Membership Committee, to deal with the administration, procedural and publicity aspects of recruiting and renewing CLG members (subject always to the provisions of the Articles). Subject always to the provisions of the Articles, the Membership Committee will also retain responsibility for negotiating the terms on which GIF invites a new GIF funder to provide funding to GIF (whether as a CLG member or otherwise).

20. Conduct of board meetings

- 20.1 The board shall meet as often as it considers necessary but in any case not less than three times each calendar year at such place, day and time as the board may decide.
- 20.2 Each director is expected to attend (virtually or physically) board meetings and meetings of committees of which he or she is a member and to become familiar with deliberations and decisions as soon as possible after any missed meetings.
- 20.3 Directors shall be expected to prepare for board (and committee) meetings by reviewing meeting materials distributed to directors in advance of such meetings. It is expected that directors will actively participate in determining and setting the long and short term goals and interests of GIF.

CHAPTER 4: STAFF AND SENIOR MANAGEMENT

21. Recruitment of CEO and senior management

21.1 *CEO*

The CEO (and any replacement to any such appointment) will in all circumstances be selected and appointed through a fair, open, transparent, competitive and non-discriminatory recruitment process run by or on behalf of GIF.

In order to be deemed to be a fair, open, transparent, competitive and non-discriminatory recruitment process, any such process to select and appoint the CEO must be conducted upon, and shall follow, each of the principles and processes set out below:

- a terms of reference (including a checklist of the key criteria sought) advertisement for the relevant position will be approved by the board;
- the candidate specification for each position should accurately reflect all elements of the role and should state both the essential and desirable criteria in terms of skills, aptitudes, knowledge and experience that are required, all of which should be directly related to the position and applied equally to all applicants. Care should be taken when drawing up the terms of reference to avoid including criteria that may have the effect of unlawful indirect discrimination;
- advertisements should be based on the candidate specification and identify a number of the essential criteria in order to maximize the number of suitably qualified applicants;
- applications should be made by covering letter and CV;
- to the extent reasonably possible the post will be open to applicants from anywhere in the world;
- an appointments sub-committee of the board will be formed (including at least one A director and one B director);
- the advertisement will be carried in such appropriate and widely read journals (e.g. the Economist), websites and on the GIF website for an appropriate period of time (to be decided but perhaps not less than one month) with an appropriate period of time to allow candidates to respond;
- the appointments sub-committee of the board will also have the power to engage a third party search firm to do a systematic / comprehensive search of the market to find the best candidates, including passive candidates who may not respond to advertisements;

- the appointments sub-committee will run through all compliant applications and will produce a short-list of candidates based solely upon their satisfaction of the key criteria (any member of the appointments sub-committee who has any conflict of interest through knowing any such candidate will declare such interest to the board and such conflict of interest will be dealt with by the board in accordance with the conflict of interest provisions set out in the articles or in a policy of the GIF board);
- appointments will be based on merit and all applicants should be assessed against the terms of reference and should meet the essential criteria as a minimum. Care must be taken to ensure that appointees will be able to perform their role for GIF without any inappropriate conflicts of interest;
- the appointment of a politically exposed person should be avoided, unless the political exposure is/was in a low risk jurisdiction;
- the short-list of candidates will be circulated to the board for their information and comment;
- the short-listed candidates will be invited to interview by the appointments sub-committee and the strongest candidates will be selected;
- for all interviews the relevant panel shall be responsible for agreeing a selection method suitable for assessing both the essential and desirable criteria in the terms of reference. Interview questions and the structure of the interview should be consistently applied to all candidates and should be based on the terms of reference. Interviewers shall take notes recording the salient points of each interview so that they can be used when assessing candidates against the terms of reference and making decisions. In the event that a candidate requests feedback about their performance in the selection process this should be arranged by the Chair of the interview panel, although s/he may delegate this to another member of the interview panel where appropriate. Unsuccessful interview candidates should be dealt with courteously and sensitively and should as a minimum receive written notification of the outcome of the selection process;
- the strongest three candidates will subsequently be interviewed by the remainder of the board (subject to any conflicts of interest as noted above);
- the whole board (subject to any conflicts of interest as noted above) will then vote to choose the favoured candidate (if any) i.e. the candidate who wins the most board votes will be selected;

- references will be taken for the final selected candidate and, if satisfactory to the appointments sub-committee, the terms of the appointment concluded (subject to the approval of the board) and announced; and
- all individuals involved in the recruitment process must treat documents relating to all applicants with the utmost confidentiality and in accordance with applicable data protection legislation.

21.2 *Senior management*

Without prejudice to the provisions of byelaw 22.3, the CEO shall take primary responsibility for leading the recruitment of the senior staff and management of GIF under the oversight of the board (for the avoidance of doubt, the board shall decide, in its absolute discretion, how, and to the extent that, it will oversee all such recruitment). All such senior staff and management of GIF will in all circumstances be selected and appointed through a fair, open, transparent, competitive and non-discriminatory recruitment process and, subject always to the provisions of byelaws 4 and 4A above, the CEO will seek to engage the best candidates available for such posts. Any such process will, to the greatest extent reasonably possible and practicable, follow the principles set out in byelaw 21.1 above (with the relevant changes being made - it being acknowledged, above all, that the process for the recruitment of the CEO (and any replacement to any such appointment) outlined in byelaw 21.1 above is to be led by the board whereas the CEO will lead the process for recruiting the senior staff and management of GIF (and any replacement to any such appointment)).

22. Duties of the CEO and senior management

- 22.1 The CEO and all other members of senior management shall maintain full commitment to the Objects and overall vision of the Company.
- 22.2 The CEO and all other members of the senior management team shall in aggregate maintain the skills and expertise required to perform the tasks allocated to it. Required skills shall include:
- 22.2.1 private sector expertise (e.g. in making investments and/or operating high-growth businesses in a developing country context and in early-stage settings);
 - 22.2.2 public sector and civil-society expertise (e.g. in scaling public sector innovations in the developing world); and
 - 22.2.3 expertise in rigorous impact assessment and cost effectiveness analysis.
- 22.3 The GIF board may decide to advertise simultaneously for the initial CEO and senior management team, but even in this case, the incoming CEO will be involved in the

hiring process before offers are extended to the other members of the senior management team.

CHAPTER 5: MISCELLANEOUS

23. Policies and procedures of GIF

- 23.1 The board shall adopt, maintain, and procure compliance at all times by GIF, its officers, employees and agents, and to the extent appropriate, its contractual counterparties with, such robust and thorough policies and procedures as shall be customary for an institution which acts as a custodian of public funding (and as shall be reasonably required by the CLG members from time to time) including, without limitation, each of the policies and procedures listed in Part A or Part B of the Schedule. The prior approval of the CLG members by special resolution shall be required to the adoption of, and any amendment, modification or variation to the terms and conditions of, any of the policies and procedures listed in Part A of the Schedule.
- 23.2 Without prejudice to the generality of byelaw 23.1 above, the board shall ensure that the procurement by, or on behalf of, GIF of goods and/or services shall at all times be conducted in accordance with applicable law and, to the extent that any of its procurement activity falls outside the scope of any applicable law, such procurement shall be conducted in accordance with international best practice and shall be based upon, and shall have due regard for, the attainment of value for money and the principles of equality of treatment, fairness, transparency and non-discrimination.

24. Alteration of the Company's byelaws

- 24.1 No byelaw shall be inconsistent with, or shall affect, restrict, alter or repeal anything contained in, the Articles.
- 24.2 The directors shall ensure that the byelaws and any amendments thereto are brought to the notice of GIF's CLG members as soon as possible following their adoption or amendment by the directors as the case may be.
- 24.3 The byelaws shall be binding on GIF, on GIF's directors and other officers and all of GIF's CLG members.
- 24.4 Subject to byelaw 23.1 and to byelaw 24.7, the making and adoption of any rules or byelaws and/or the amendment, modification or variation of any approved rules or byelaws already made and adopted shall require approval by following the No Objection Procedure provided that the requisite majority for the board approval element of such procedure shall be determined in accordance with byelaw 24.5 below.
- 24.5 Without prejudice to byelaw 23.1, byelaw 24.4 and byelaw 24.7, the board may by simple majority make or amend the Company's byelaws save that the making of any

byelaw, or any amendment, modification or variation of the Company's byelaws for the time being in force, that has the effect of changing, or which relates to, the byelaws detailed below, will require the approval of at least a 75% supermajority of the directors attending and entitled to vote at a board meeting:

24.5.1 byelaws 2, 3, 4 and 4A;

24.5.2 byelaw 5;

24.5.3 byelaw 6.5;

24.5.4 byelaw 8.1;

24.5.5 byelaw 8.3;

24.5.6 byelaw 8.4.2;

24.5.7 byelaw 8.4.3;

24.5.8 byelaw 8.4.5;

24.5.9 byelaw 9.1;

24.5.10 byelaw 9.3;

24.5.11 byelaws 10.1.2, 10.1.3 and 10.1.4;

24.5.12 byelaw 21;

24.5.13 byelaw 23;

24.5.14 byelaw 24; and

24.5.11 any other provision of the byelaws which expressly requires a decision by a 75% supermajority of the directors.

24.6 For the avoidance of doubt, a mere cross-reference set out in any byelaw expressly listed in byelaw 24.5 above to another byelaw which is itself not also expressly listed to in byelaw 24.5 (such other byelaw being a "**Reference Byelaw**") shall not, of itself, be deemed to bring any Reference Byelaw within the scope of byelaw 24.5 (and, without prejudice to byelaw 24.5, therefore, any Reference Byelaw may be amended or changed by simple majority of the board).

24.7 Notwithstanding the preceding provisions of this byelaw 24, the amendment, modification or variation of any of byelaws 2, 3, 4, 4A, 21, 23 and 24 shall require the prior approval of the CLG members by special resolution.

SCHEDULE

GIF Policies and Procedures

Part A

Conflict of interest policy

Remuneration policy

Travel and expense reimbursement policy

Disclosure and transparency policy

Part B

Investment policy

Procurement policy

Prohibited Countries, Organizations, Individuals and Sectors policy (consistent, as a minimum, with laws applicable to the UK and to the US)

Anti-Corruption and Integrity policy (including, as a minimum, to ensure constituency and compliance with the UK Bribery Act and the US Foreign Corrupt Practices Act)

Anti-Money Laundering and Combatting the Financing of Terrorism policy

Environmental, Social and Corporate Governance policy

Intellectual Property policy

Risk Management policy

Treasury Management policy

Internal Audit policy

Data Protection policy

Hedging policy