

Annex

Regulation of Lao Pasteur Institute

Chapter I

General provisions

Article 1: Definition

These terms used in this Regulation have been defined as the followings:

- General co-operation Contract: The Contract on the Establishment of Lao Pasteur Institute signed between the Government of Lao PDR and Pasteur Institute on November 30th 2006;
- Executive Director: all members of Executive Board which is appointed in accordance with Article 9 of this Regulation;
- Decision on Principles to govern Lao Pasteur Institute: Decision of Minister of Public Health No. 062/MPH, dated December 30th 2007;
- Budget: the expectation of annual expenditure and income;
- Executive Board: Steering committee of Lao Pasteur Institute due to the form as prescribed in Chapter III, Section 2, 3 and 4 of this Regulation;
- Donors: individuals or juristic persons, including international institutes, organizations who provide contribution to generate incomes for Lao Pasteur Institute;
- Decree on the Establishment of Lao Pasteur Institute: Decree of Prime Minister No. 402/PM, dated November 16th 2007 on the establishment of Lao Pasteur Institute as National Institute taking charge in providing services to general public;
- Government: the Government of Lao PDR;
- Pasteur Institute: a private foundation registered under French Law and has its office in Paris;
- Ministry of Public Health: a ministry that has duty to the performances of public health;
- Laboratory Center and Epidemiology (LAE): National Laboratory Center and Epidemiology of Ministry of Public Health;
- Name: Pasteur: names "Pasteur Institute", "Pasteur" and "Lao Pasteur Institute" the same as other translating terms including the logo that specific use or co-use;
- OMS: the World Health Organization;
- Lao PDR: Lao People's Democratic Republic in accordance with provisions of the Lao Constitution dated August 14th 1991 has been amended on May 06th 2003.

Article 2: Prescription of name and use of Pasteur

Lao Pasteur Institute named “ ສະຖາບັນປັດສະເຕີ ລາວ ” in Lao Language, “ Institut Pasteur du Laos ” in French;

The name “ Pasteur ” is and still is full and completion ownership of Pasteur Institute;

Lao Pasteur Institute use the name Pasteur of non-monopoly manner on the land of Lao PDR and internet network of Lao Pasteur Institute subject to the Charter of the Pasteur Institute for only one objective to name for the Lao Pasteur Institute. If Lao Pasteur Institute aims to use in other objectives it must gain a written agreement in advance from Pasteur Institute. All of names under Pasteur Institute in any languages must have written agreement in advance from Pasteur Institute;

Lao Pasteur Institute can be cancelled the right of using name Pasteur in accordance with provisions of General Co-operation Contract.

Article 3: Objectives of Lao Pasteur Institute

The Objectives of Lao Pasteur Institute is to conduct the scientific and medical research, public health performances and training and all activities directly or indirectly related to such mentioned performances.

Article 4: Office location of Lao Pasteur Institute

The office location of Lao Pasteur Institute is on Samsenthai Road, Kao Ngot Village, Sisattanak District, Vientiane Capital; Lao PDR.

Article 5: Roles and Duties of Lao Pasteur Institute

1. General duties of Lao Pasteur Institute has been clearly outlined in the framework of planning in improving public health work of Lao PDR as already laid down by Ministry of Public Health;
2. In compliance with the Decision on Principles to govern Lao Pasteur Institute, the following roles and duties have been assigned to Lao Pasteur Institute:
 - a. Expansion and manage the scientific and medical research, particularly virology, by taking this virus as the causes of new-born deceases to be priority of bio-virology, the research of decease as the vector to deliver dengue fever, meningitis and the research on spot of epidemiology;

- b. Contribute to outline policy on public health performances of Lao PDR particularly providing assistance on techniques which has the most benefit to Laboratory Center and National Epidemiology as can be done in surveying new-born deceases and on spot epidemiology;
 - c. Develop and manage the training on scientific and medical science especially the elementary training and continue training and participate in international training, particularly through the international network of those Pasteur Institutes.
3. According to the roles that have been assigned, Lao Pasteur Institute enables to take viral deceases and other samples of biology from those centers which belong to Ministry of Public health of Lao PDR.
4. In order to fulfill its roles and duties, Lao Pasteur Institute has to cooperate with Lao and international organizations, particularly Pasteur Institute.

Chapter II

Rights and Duties of Lao Pasteur Institute

Article 6: Rights

Lao Pasteur Institute has the following rights:

- a) Negotiate, agree to sign sub-contract and contract with individuals in Laos or in the framework of right in abroad;
- b) Conduct cases in court on its behalf;
- c) Has land use right which freely provided by Ministry of Public Health on the agreement of competent authority on land due to article 27.2 a);
- d) To be ownership and enable to sell its real estate excluded land and non-real estate;
- e) Has its own budget and financing;
- f) Directly receive resources for instance from Ministry of Public Health, from Pasteur Institute, from international community, from

individuals, from organizations in Lao PDR or from the achievement derive from its research and performances;

- g) Expense, invest and re-invest those resources particularly received from the assigned foundation by Lao Pasteur Institute due to the necessity in Laos or abroad;
- h) Open and manage bank account in the banks registered in Lao PDR and/or abroad in order to receive and pay including transferring in and out in Kip and foreign currencies;
- i) Coordinate with officers and other concerned organizations through the conducting its assigned roles and duties to secure the accomplishment;
- j) Provide consultation to the Government of Lao PDR relating issues within its responsibility assigned by the Decree on establishment of Lao Pasteur Institute; and
- k) Approve all activities and necessary measures in conducting its assigned performances in accordance with Ministerial Decision on Principles of management of Lao Pasteur Institute.

Article 7: Duties

Lao Pasteur Institute should:

- a) Distribute received resources to conduct its performances;
- b) Consult with officers and concerned organizations to conduct one of programs, activities or specific measures within its framework of roles and duties;
- c) Present Annual report on the performances of Lao Pasteur Institute to the donors;
- d) Deliver information of influenza virus and H5N1 which have been found that can be benefited on public health to the following sectors:
 - (i) Send to the National Laboratory and Epidemiology of Ministry of Public Health which has the task to send the necessary information to influenza network of the World Health Organization according to the rule which is enforced to implement which laid

down by such international organization and by abide by international rule on public health;

- (ii) Send report to the competence international organizations subject to the Order of Ministry of Public Health;
- (iii) Send report to the Centers of the World Health Organization concerning influenza viruses of Pasteur Institute.

e) Respect:

1. To “ Charter on philosophy of Pasteur ” and “ Declaration on philosophy on Pasteur in form of involvement ” it means that the act and code of ethics which completely connected with the need of public health prescribed in General Co-operation Contract, and
2. Those international codes of ethics and particularly the Code of Nuremberg 1947, Universal Declaration on Human Rights 1948 and Manila Declaration 1981 and Helsinki Declaration (the newly amended issue in 2000).

f) Conduct its performances on the purpose of peaceful science.

Chapter III

The Organization of Lao Pasteur Institute

Section I. General organization structure

Article 8: Component of organization

Lao Pasteur Institute has its Steering Committees as follows:

- Executive Board has the task to steer and general administrate Lao Pasteur Institute; and
- Director General has the task to implement resolution of Executive Board including daily management of Lao Pasteur Institute.

Besides from this, Scientific Council will be responsible to conduct the control and evaluate those projects and scientific activities.

Section 2: Component of Executive Board

Article 9: the Appointment of Executive Director

1. Executive Board of Lao Pasteur Institute comprises of five (5) Executive Director in which one person is the president and one person is secretary. Within five persons mentioned above, three (3) persons have been appointed by Ministry of Public Health and two (2) persons will be appointed by Pasteur Institute;
2. Terms of these Executive Directors, except the president of Executive Board is four (4) years and can be extended under the conditions of respect the initial method of appointment;
3. Ministry of Public Health and Pasteur Institute have to inform each other concerning the appointment or dismissal of those executive Directors under your authority. In case of having any appointment, such declaration has to stipulate name and curriculum vitae (CV) of concerned Executive Directors.

Article 10: The President of Executive Board

1. The President of Executive Board is legal representative of Lao Pasteur Institute;
2. In accordance with Ministerial Decision on Principles of Management of Lao Pasteur Institute, President of Executive Board is Minister of Public Health of Lao PDR by its position;
3. The President of Executive Board enables to delegate rights and duties especially right of representative of Lao Pasteur Institute to the Director General.

Section 3: Meeting of Executive Board

Article 12: Regulations on organizing Executive Board Meeting

1. The meeting of Executive Board will be convened and presided over by the President of Executive Board;
2. The invitation for the meeting of Executive Board can be delivered by many means for instance by registering and by having received letter for one (1) month prior to the date of meeting. The invitation for the meeting must inform date, time and place of meeting including the meeting agenda. Those documents relating to the written decisive judgment must be attached to the meeting agenda;
3. Executive Board meeting will be organized at the office of Lao Pasteur Institute or at other places prescribed by the President;
4. The Meeting of Executive Board can be open through video link conference;

5. In case of any Executives Directors cannot participate in the meeting of Executive Board, such person can make authorized letter to a person being selected by him then send by post or email or by telegram to participate in the meeting on his behalf;
6. The expenditures of those Executive Directors derive from (by having certification) participation of the meeting will be reimbursed by Lao Pasteur Institute.

Article 13: Annual meeting

1. Executive Board should organize the meeting at least once a year (1).
2. The annual meeting should have these elements such as:
 - Present Report of annual performances of Lao Pasteur Institute including report of the auditor from outside;
 - Present Financial Report of the previous year;
 - Approve expected income and expenditure of next year;
 - All issues must contain in the meeting agenda prior to the opening of the meeting.

Article 14: Extraordinary Assembly

1. Executive Board can open the extraordinary Assembly in accordance with the request of the president or in accordance with a written request of one third (1/3) of all Executive Directors;
2. In case of the President of Executive Board cannot convene the meeting within one month after receiving the proposal of one third (1/3) of all Executive Directors to open such assembly, this assembly can be opened by those Executive Directors.

Article 15: Number of members need for opening the meeting.

1. The Executive Board can open the meeting and it has to have two third (2/3) of Executive Directors or representative of Executive Directors' participation in which at least one person comes from Ministry of Public Health and one person comes from Pasteur Institute;

2. If it is not enough number of participants to participate the meeting, the President of Executive Board can re-convene the meeting with the former agenda within thirty (30) days.

Article 16: The participation of external people

Due to the initiative the President of Executive Board or according to request of one or more Executive Directors except the contradict comment of Executive Board, the President can invite people to participate in the Executive Board Meeting such as:

- Director General or other persons in which the President finds that their participation is benefit in providing comments;
- One or more seniorities among donors or important international institutes on the status of observers.

Article 17: Resolution of Executive Board

The Executive Board can decide the significant issues of Lao Pasteur Institute within the framework of its responsibilities that have already prescribed, in compliance with article 20 of this Regulation. All of resolutions must get majority voices from Executive Directors or the representatives participated in the meeting by getting agreed voting at least from one person within Executive Directors who has been appointed from Ministry of Public Health and one person from Pasteur Institute.

Article 18: Secretary

Secretary of the Executive Board is appointed by the Executive Board or select within the Executive Directors.

Article 19: Report of the Meeting

The secretary of Executive Board writes the report and sends one copy to each Executive Director. The meeting report has to identify names of participants or their representatives, discussed issues and approved resolution and it must be signed by the President of Executive Board.

Section 4: Rights and duties of Executive Board

Article 20: Rights and duties

The Executive Board has rights and duties as the followings:

- a) Appoint and dismiss Director General and delegate rights to Director General or other Executive Directors.
- b) Appoint members of Scientific Council;
- c) Select and approve scientific programs due to proposal of Scientific Council;
- d) Permit strategic plans and approve annual financial budget;
- e) Earning and selling properties, buildings and accessories for the value not higher than 50,000 Euros (fifty thousand Euros);
- f) Moving office of Lao Pasteur Institute or extension of its buildings;
- g) Signing loaning agreement in the amount of higher than 50,000 Euros (fifty thousand Euros);
- h) Appoint external auditor and if necessary appoint an inspector of finance;
- i) Approve regulation of Lao Pasteur Institute;
- j) Make proposal to the Government to rectify regulation of Lao Pasteur Institute;
- k) Elect or dismiss secretary of Executive Board of Lao Pasteur Institute;
- l) Request for the supports and approve decisions on financial supports;
- m) Making proposal to Government on the performances of Lao Pasteur Institute to join with other sectors or propose to dissolve the Lao Pasteur Institute.

Section 5: Director General

Article 21: Terms of being on duty of Director General

1. Director General of Lao Pasteur Institute has been appointed by Executive Board. The term is four (4) years and can be extended according to the resolution of Executive Board. The Director General has been selected among those candidates who have expertise in scientific management and have experiences in scientific project conducting by international network of Pasteur Institute.
2. At least the first four sessions, from the date of establishment of Lao Pasteur Institute, the Director General is on duty by the Director General in which the Pasteur Institute selects by unanimity of the Executive Board of Lao Pasteur Institute. After finish the terms of forth session. The Executive Board making

decision to allow the Director General which has been selected by Pasteur Institute to keep on his position or not or to be extended how many sessions.

Article 22: Rights and duties of Director General

Director General has to follow the implementation of resolution approved by Executive Board and secured the steering of Lao Pasteur Institute to:

- a) Manage the Lao Pasteur Institute in compliance with policy which prescribed by Executive Board;
- b) Outline scientific target and research plans based on supports from Scientific Council and manage the research, development and performances of public health and the teaching of Lao Pasteur Institute;
- c) Draft annual financial budget of Lao Pasteur Institute to present through the Executive Board and present the financial report;
- d) Steering the staff and appoint, dismiss or demand to leave their duties of scientific staff, administration and finance;
- e) Report the annual performances especially details of annual scientific activities of Lao Pasteur Institute then propose through Executive Board;
- f) Propose to Executive Board on policies in define value of the result received from the research and their performances;
- g) Propose to Executive Board on issuing Decision to define value of result received from the co-operation with third persons;
- h) Making decision on:
 - Earning and selling properties, buildings, and its accessories in the amount of under 50,000 Euros (fifty thousand Euros);
 - Sign loan agreement in the amount of under 50,000 Euros (fifty thousand Euros);
 - Perform all works subject to the demand of Executive Board for the benefit of Lao Pasteur Institute.

In case of the Director General is busy or absent, he can assigned rights to the appropriate officer of Lao Pasteur Institute but must get the agreement in advance from the Executive Board.

Section 6: Scientific Council

Article 23: Component

1. From the date of establishment of Lao Pasteur Institute, the Scientific Council comprises with three (3) members being appointed by the Executive Board within internationally well-known scientists and have sound knowledge relating on Lao public health circumstances.
2. The number of members can be re-considered in accordance with the resolution of the Executive Board.

Article 24: Rights and duties

1. The Scientific Council provides instruction to the Director General and the Executive Board in outlying scientific strategies and research trainings as well as the instruction on evaluating the achievement of research project conducting by Lao Pasteur Institute. Therefore, the Scientific Council has to organize the meeting due to the initiative of Director General if deems necessary and at least once a year.
2. The Scientific Council has regularly do the report which comprises with significant information on evaluating the scientific research and its achievements then send such report to the Director General.

Section 7. Staff

Article 25: internal staff

The internal staff working with Lao Pasteur Institute has to be under general regime of Labor Law of Lao PDR.

Article 26: Foreign staff

1. Lao Pasteur Institute will use foreign staff in case of necessity to develop the performances of institute until Lao experts can be substituted.
2. Foreign staff has to get special treatment regime as prescribed in each case within concerned Labor Contract.

Chapter IV

Property and financial regime

Section 1. Property

Article 27: Criteria and components

1. Lao Pasteur Institute has its own properties.
2. Lao Pasteur Institute's properties consist of as followings:
 - a) The land use right in which the Lao Pasteur Institute will construct its buildings has an area of 9,250 square meters and situated in Sisattanak District. This Land use right has been transferred by Ministry of Public health on the agreement of competent authority on land.
 - b) The real estate that being built or will be built on the land in which the land use right has been transferred to Lao Pasteur Institute. These real estate's are full ownership of Lao Pasteur Institute.
 - c) These real states consist of material and accessories to meet the need of performing of Lao Pasteur Institute; and
 - d) Rights to the Intellectual rights as defined in article 28.

Article 28: Intellectual rights

1. Lao Pasteur Institute can be the sole owner of intellectual rights which derived from the direct research, except:
 - Has compulsory that already agreed upon or legalization in providing benefit to third persons and in case of Lao Pasteur Institute or Ministry of Public Health transfer such said rights to third persons within the framework of research project; and
 - Rights have been existed prior to the establishment of Lao Pasteur Institute and other related rights.
2. Lao Pasteur Institute can be co-owners with Pasteur Institute on the intellectual rights that receive from the results of contribution to joint research project. The rights to co-owners must be considered to:
 - Rights of intellectual rights that pre-existed of Pasteur Institute and Lao Pasteur Institute; or
 - Rights of bio-material from Pasteur Institute and Lao Pasteur Institute.

All results of co-research must make a specific contract on the cooperation of research in which it must clearly identify the ownership section of each institute.

3. Except in the case of objection of the Pasteur Institute and Lao Pasteur Institute, Lao Pasteur Institute can delegate intellectual right which is co-owner between Pasteur Institute and Lao Pasteur Institute which derives from such joint research to other institutes within the international network of Pasteur Institute by having a contract and for the purpose of research only.
4. In order to enable to follow the movement of bio-material, all of delivery-receipt of bio-material from Lao Pasteur Institute and to Lao Pasteur Institute must have transfer contract such material and have to clearly identify especially the method of using the concerned material.

Section 29. Budget

Article 29: the approval and management of budget

1. The initial budget plan of Lao Pasteur Institute is drafted by Ministry of Public Health and Lao Pasteur Institute.
2. This initial budget comprises of expenditure for conducting its performances and investment budget of the first five (5) years of implementing its performances.
3. The budget of Lao Pasteur Institute can be divided into one year period, from 1 January to 31 December.

Article 30: Resources

1. Resources of Lao Pasteur Institute consist of:
 - a) Support money, donated money and heritage getting from donors;
 - b) The loan which Lao Pasteur Institute signs on its behalf in case of necessity;
 - c) Income derives from real estates and non-real estate's;
 - d) Income earn from performing to provide its services and especially income derives from existed rights of intellectual rights in order to develop the research performances;
 - e) Other incomes earning from conducting its performances by having condition that these incomes must re-use for the benefit of Lao Pasteur Institute ' performances.

2. Lao Pasteur Institute must organize to request for funds particularly from donors and making them acknowledge that the institute takes into account to follow the respect of target and widely conducting performances of Lao Pasteur Institute.

Article 31: Resources using

Resources of Lao Pasteur Institute will be used in compliance with the following principles:

- a) Outline the detail planning for using the foundation in line with the roles of Lao Pasteur Institute and declare to all donors to be known;
- b) Should effectively spending in line with the declaration and/or agreement with donors.

Section 3: Duties

Article 32: Exemption principles

Lao Pasteur Institute, donors of such institute including Pasteur Institute and foreign staff of such institute will be exempted from taxes and duties authorized by laws as prescribed in article 4 of Ministerial Decision on Principles to govern Lao Pasteur Institute.

Chapter V

Accounting and auditing

Article 33: Principles

1. Lao Pasteur Institute has regular accounting and transparency for all expenditures subject to accounting standard which is valid in Lao PDR and subject to principles of general accounting. The fiscal accounting year is started from 1 January and close on 31 December of every year.
2. Director General has to send annual financial report to Executive Board.
3. External Auditor appointed by Executive Board will make an annual report to certify the correctness of annual account and propose to get approval from Executive Board in every year. Send such report to all concerned sectors and particularly to Pasteur Institute, Ministry of Public Health and all of concerned Lao officers.

Article 34: Debt and duties

Lao Pasteur Institute must pay debts and duties by its own resources without any impacts. Not any Executive Directors, donors or members of Scientific Council or member staff as well as government or institutes who use staff mentioned above taking any responsibilities by themselves or by any means to debts of Lao Pasteur Institute.

Article 35: External Auditor

Ministry of Public Health, by its initiatives or according to request of Pasteur Institute can invite external accounting experts or auditors to audit the finance in accordance with its reasonable request and with condition that such financial auditing will not bother the conduct of daily performances of Lao Pasteur Institute. In case of having financial auditing, all of expenses will be the responsibilities of person who has the idea of auditing. Lao Pasteur Institute will fully provide cooperation with appointed accountants in which they can audit all of account books and Bank Accounts of Lao Pasteur Institute.

Approved by Executive Board of Lao Pasteur Institute on December 30th 2007

President of Executive Board

Signature and seal

Dr. Ponmek DALALOY

No. 1182 NO.VC, dated 16 FEB 2011
Certified translation of original
Notary Office of Vientiane Capital
Office Chief



Niem SOUPHANKHAMMAVONG