



# **ATscale By-Laws**

**adopted:** 13 October 2021

**updated:** 21 June 2023

# Article 1 ATscale, the Global Partnership for Assistive Technology

## 1.1 Background

Launched at the Global Disability Summit in July 2018, ATscale, the Global Partnership for Assistive Technology, put forward the goal of reaching 500 million more people with life-changing assistive technology (AT) by 2030 to enable a lifetime of potential. ATscale is a cross-sector partnership for AT that brings new energy and strategic focus to a significant global challenge.

Building upon the foundation that leaders within the sector have established, ATscale will revolutionise access to AT through a collective effort, supporting the global community to have an impact greater than the sum of its individual parts. Increased access to AT is critical to achieve many global commitments including universal health coverage, the ideals of the UN Convention on the Rights of Persons with Disabilities (CRPD), and the ambitious Sustainable Development Goals (SDGs).

## 1.2 ATscale's Vision and Mission

ATscale's vision is to enable a lifetime of potential where every person can access and afford the life-changing assistive technology they need.

ATscale's mission, as a cross-sector partnership, is to catalyse change, amplify existing work, mobilise resources and coordinate global stakeholders with unified strategies to increase availability of and access to affordable and appropriate assistive technology.

## 1.3 Principles guiding ATscale

ATscale is an independent partnership that aims to complement existing institutions and mechanisms and to rely on those to the maximum extent possible. ATscale shall derive its legal personality from the United Nations Office for Project Services ("Hosting Agency"), which shall provide hosting arrangements pursuant to a hosting agreement entered into with donors to enable ATscale to implement its activities. This document, the By-laws of ATscale, sets out how the governance and decision-making of the partnership is organised and is intended to promote transparency, accountability, and effective functioning of ATscale.

In working to achieve its mission, ATscale is guided by the following principles that underpin its activities and approach:

- **User-centric:** Putting the needs, interests, and rights of AT users at the centre of all initiatives;
- **Equitable:** Ensuring all individuals have the opportunity to access AT to improve their quality of life, with a particular focus on underrepresented and vulnerable populations;
- **Catalytic:** Focusing on initiatives that address systemic challenges and barriers;

- **Galvanising:** Driving collaboration among a diverse set of stakeholders to push large-scale change;
- **Evidence-based:** Building and using the required data to focus on and invest in what works;
- **Entrepreneurial:** Maintaining flexible and lean organisation that enables innovation among members as well as across the AT sector;
- **Empowering:** Enabling users, governments, civil societies, and other stakeholders to participate in and take ownership of country-specific AT initiatives;
- **Innovative:** Creating an enabling ecosystem where the innovation of AT products, services, delivery systems, financing, and policies can thrive;
- **Complementary:** Complement, respect, and build on the work of ATscale’s partners, including the respective roles, mandates, and functions of the relevant United Nations Agencies.

In developing ATscale’s governance, the following principles were taken into account and, going forward, these principles may continue to guide ATscale’s governance structure, membership and ways of working in that they should be:

- **Catalytic:** visionary, influential, and engaged to catalyse change on AT and drive systemic change.
- **Action-oriented:** reflecting strategic priorities and set-up to drive collective action and impact from day one.
- **Lean:** a size reflecting ATscale’s funding levels, allowing for fast decision-making, and relying on existing mechanisms to avoid duplication.
- **Transparent:** ensuring ownership, accountability, and credibility of decision-making processes through clear roles and responsibilities.
- **Adaptive:** allowing for evolution according to strategic and operational needs over time with clear rules.
- **Diverse:** inclusive of key stakeholders bringing in essential expertise and user engagement required to deliver on the broad strategy and to build credibility.

## Article 2 Overall Structure

The governance and operational structure of ATscale is made up of the Board and the Secretariat, respectively.

The Board may establish any committees, advisory bodies or working groups it deems appropriate to assist the Board in the exercise of its functions or, more broadly, to facilitate the functioning and effectiveness of ATscale. The mandate, composition and working methods of such committees, advisory bodies or working groups shall be specified in terms of reference adopted by the Board.

## Article 3 The ATscale Board

The Board is ATscale’s decision-making body that leads ATscale towards achieving its vision, mission and goals as well as meeting its objectives as defined by the Board.

### 3.1 Roles and responsibilities

The Board has the following roles and responsibilities:

#### Vision and strategy

- Set the vision for ATscale and high-level objectives;
- Review and approve the strategy and annual/biennial operational plans of ATscale, proposed by the Secretariat;

#### Programmatic

- Approve policies for the effective functioning of ATscale;
- At a strategic level, oversee and review ATscale's activities and their impact in light of the approved strategy;

#### Resource mobilisation and advocacy

- Advocate, garner political will and mobilise resources – public and private – in support of ATscale and in line with its strategy, as well as the sector more broadly;
- Engage with the broader assistive technology community and other allied stakeholders (e.g. developing countries, users, civil society organisations);

#### Financial oversight and management

- Approve ATscale's annual/biennial operational plan, budget and financial statement;
- In line with a funding policy and the processes governing ATscale, approve funding and other types of support;
- Oversee the implementation of Board decisions;

#### Governance and risk management

- Manage ATscale's governance model and structure, including by selecting and appointing a Board Chair and by creating any committees, advisory bodies or working groups it deems necessary (e.g., groups regarding strategy, programmes, finance, risk and approving appropriate governance policies);
- Carry out a selection/decision-making process for the appointment, renewal, or termination of the Head of the Secretariat in accordance with Article 5.1 of these By-Laws;
- Carry out performance review processes for the Head of the Secretariat in accordance with Article 5.1 of these By-Laws;
- Ensure regular audits are undertaken of the financial and programmatic work of ATscale and reports on those are being provided to the Board;
- Set the overall approach to managing risks;
- Approve the hosting arrangements for ATscale.

### 3.2 Delegation of authority

Unless these By-Laws provide otherwise, the Board may delegate its powers and functions to the Secretariat or to such other committees, advisory bodies or working groups that the Board may create under Article 2 of these By-Laws.

### 3.3 Composition, selection and appointment

The Board shall consist of up to 20 members in the following composition:

#### Representative Board Members (voting and with appropriate level of decision-making authority)

- Up to five representatives of donors, from donor country governments, foundations or private sector donors, meeting criteria demonstrating their commitment to be set by the Board. The initial representatives will be from Norway, the United Kingdom and the United States;
- Up to two representatives of multilateral organisations active in assistive technology, with at least one being from a United Nations agency. The initial representative will be from the United Nations Children’s Fund;
- Up to three representatives from countries engaged in programming in collaboration with ATscale;
- One representative of disabled persons’ organisations. The initial representative will be from the International Disability Alliance;
- One representative of non-governmental organisations dedicated to assistive technology;
- One additional representative, on a rotating basis or such other arrangement as the Board may decide on, of either a disabled persons’ organisation or a non-governmental organisation dedicated to assistive technology.

#### Unaffiliated Board Members (voting)

- Three unaffiliated individuals serving in their personal capacity (“**Unaffiliated Board Members**”), one of whom will be selected as the Chair of the ATscale Board in accordance with Article 4 below;

#### Representative Board Members (non-voting)

- One representative of the AT-related industry, selected from the AT Private Sector Core Group<sup>1</sup>

#### Ex-officio Board Members (non-voting)

- One representative of the World Health Organization (“WHO”);
- One representative of the Hosting Agency;
- The Head of the Secretariat.

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<sup>1</sup> The AT Private Sector Core Group is made up of 8-12 members, including representatives from each of ATscale’s priority areas. It is facilitated by ATscale and provides input to ATscale at the programmatic level through engagement with the ATscale secretariat

Board Members appointed to the ATscale Board are expected to:

- Bring skills, experiences, and expertise that are essential to achieve ATscale’s ambitious vision, objectives, goals and strategy;
- Demonstrate leadership to shape and drive ATscale’s vision, challenge the status quo, and drive positive impact on the lives of those most in need of assistive technology;
- Act as ambassadors and advocates of ATscale, able to generate support for the partnership and the impact it pursues – both financial and in fostering behavioural change – at the highest political levels;
- Inspire a culture of ethics, professionalism and transparency; act diligently and with financial prudence;
- Galvanise collaboration both within ATscale and beyond;
- Be able to contribute time generously, participate in all Board meetings and relevant sub-groups and represent ATscale at public events; and
- Have demonstrated experience in board-level work.
- Not have themselves be declared nor work for any entity that has been declared ineligible by UNOPS, nor be included in the suspended/ineligibility list of the United Nations Secretariat Procurement Division (UN/PD), other UN Agencies, the UN Security Council, and the World Bank.

### **3.4 Appointment of Representative Board Members**

Each government, organisation or group mentioned in Article 3.3 of these By-laws (“Selecting Groups”) will determine a process for selecting its Board representative (“Selection Process”), provided that such Representative Board Member(s) meet the criteria set out in Article 3.3 above<sup>2</sup>. The Selection Process for each Selecting Group shall be communicated to the Board through the Secretariat.

Once the Selection Process is completed, the Selecting Group shall notify the Board Chair, through the Secretariat, of the appointment of its Board member and the effective date when the Representative Board Member commences. The Board Chair will share each selected candidate with the Board.

### **3.5 Representative Board Member’s Delegate**

At the time of presenting a Representative Board Member, the Selecting Group will also present a delegate to replace the Representative Board Member in any meetings that the Representative Board Member would not be available (“Delegate”). A replacement should only happen in exceptional cases. If it happens frequently, the Board Chair will seek a dialogue with the Selecting Group about the nominated Board Member. The Delegate must have the necessary authority to participate in Board decision-making when the Representative Board Member is not attending a Board meeting. While a Selecting Group may replace a Delegate (e.g. because they

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<sup>2</sup>In the case of the representative of the AT-related industry, additional due diligence by the Secretariat will confirm that they are not working for (or receiving funding from) any entity in the industries producing alcohol, tobacco, arms, or internationally scheduled substances (“illegal drugs”), nor any entity directly connected to child labour or human trafficking and that their business has committed to working against corruption in all its forms, including extortion and bribery.

have taken up a different position) by informing the Board Chair, to ensure consistency and that the Delegate is well-informed about ATscale they are expected to limit any such changes to the maximum extent possible.

### **3.6 Selection and appointment of Unaffiliated Board Members**

When vacancies for Unaffiliated Board Members occur, the Board will initiate an open selection process as set out below that aims to result in the appointment of influential and well-connected persons who bring skills and experience supplemental to those already on the Board. These include, but are not limited to, persons with private sector experience, AT users, persons with political mandates and influence and persons with experience working in low- or middle- income countries.

To this end, the Board will initiate an open process that may include nominations or applications. The Board will appoint a selection group ("**Unaffiliated Member Selection Group**") to conduct the selection process resulting in the submission of a short-list of candidates for Board consideration and appointment. Notwithstanding Article 3.10 of these By-Laws, Board decisions appointing Unaffiliated Board Members shall be by consensus. The Unaffiliated Member Selection Group shall consist of a small group of voting Board Members, who shall be representative of the groups and individuals on the Board and include the Chair who will also be the Chair of the Unaffiliated Member Selection Group. The Unaffiliated Member Selection Group may establish any procedures with respect to the selection of an Unaffiliated Board Member or Members as are reasonably necessary to carry out these provisions.

### **3.7 Board Members' Terms**

Unaffiliated Board Members will serve on the Board for a period of up to three years. This term is renewable once by a second period of up to three years. Representative Board Members shall aim to undertake a similar term length, taking into account the needs and processes of their institutions or representative groups.

### **3.8 Duty of care**

Subject to any representative roles and to what is provided in the next paragraph, Board Members shall act in good faith in the best interests of ATscale and shall perform their responsibilities in a way that is aligned with and serves ATscale's mission, objectives and priorities.

No decision taken by the Board is binding on any organisation that has representatives on the ATscale Board (be they Representative Board Members or ex-officio non-voting members). When discharging their duties, Board members (or Delegate, as applicable) are not required to take decisions that conflict with the constitution, regulations, rules and policies of the organisation they represent, and shall not be serving in a personal or fiduciary capacity, but rather as a representative of their applicable organisation.

### **3.9 Diversity and Inclusion**

To the maximum extent possible, the Board and the Selecting Groups shall endeavour to ensure that the Board is diverse and inclusive in terms of gender, disability, national origin, race, ethnicity, age, and sexual orientation or identity and that it represents the voices of AT users. In the context of geographic balance, it is particularly important that the Board includes representation from low- and middle-income countries beyond the Representative Board Members for programme countries. In particular, this shall be taken into account in the selection of the Unaffiliated Board Members, including the Chair, as well as in decisions on establishing committees, advisory bodies or working groups in accordance with Article 2 of these By-Laws.

### **3.10 Board operations**

The Board shall meet as often as necessary but shall have not less than three meetings per year, with two of them being in person (unless exceptional circumstances prevent (a) meeting(s) from being conducted in person). The Board may also meet by means of video- or teleconference, or other method of communication, subject to procedures determined by the Board. A meeting of the Board shall be convened by written notification from its Chair or the Secretariat at the request of the Chair. Board Members are expected to participate fully in all meetings of the Board unless extraordinary circumstances prevent their attendance.

A quorum shall be two-thirds of all voting Board Members (or their Delegates under Article 3.5) either present in person or by tele- or videoconference, including a Representative Board Member from a United Nations Agency, and also the ex-officio representative of the Hosting Agency. The Board will use all reasonable efforts to make decisions by consensus. If no consensus can be reached, any decision of the Board shall require a two-thirds majority of voting members present.

### **3.11 Decision-making in between meetings**

Unless otherwise restricted by these By-Laws, the Board may act without a meeting by means of proxy letter, e-mail, or such other method of communication that allows for the votes of each Board Member or their Delegate to be recorded, subject to any additional procedures the Board may determine for this purpose. Such procedures may also provide for the possibility of making decisions on a no-objection basis, subject to a reasonable timeframe for Board Members to respond.

### **3.12 Recordkeeping of Board meetings and decisions**

All decisions of the Board will be recorded in minutes of the Board meetings prepared by the Secretariat, to be approved by the Board, provided to all voting and non-voting Board Members, and retained in the ATscale records by the Secretariat.

### **3.13 Observers**

The Board Chair may invite observers to attend the sessions of the Board if they deem this to be in the interest of ATscale and/or the Board proceedings. Observers shall only address the meeting when invited to do so by the Board Chair and, at the



discretion of the Board Chair, may be asked not to be present when decisions are taken.

In addition, Delegates may attend Board meetings even if the Board Member is present and, subject to approval by the Chair, may speak but not vote on behalf of their Board Member on certain topics.

## Article 4 Board leadership

The Board is led by a Chair who provides leadership to the ATscale Board and represents ATscale externally to the assistive technology community, and in political and development spaces.

### 4.1 Roles and responsibilities

The Chair has the following roles and responsibilities:

- Spending the necessary time to work with the Secretariat and other Board members at Board meetings and in-between those meetings;
- Providing political and intellectual leadership for ATscale, including representing the partnership and the Board in political and public fora;
- Supporting resource mobilisation efforts, including by building key relationships with donors and influencers to drive resources towards ATscale and AT more broadly;
- Convening and chairing meetings of the Board, including deciding on meeting agendas, calling meetings, facilitating agreement on decisions, and acting as a neutral broker when required;
- Facilitating the provision of input by the Board to the annual performance review of the Head of the Secretariat;
- Exercising such other tasks as required to carry out the purposes of ATscale, as decided by the Board.

### 4.2 Selection and appointment

The Board Chair is selected and appointed by the Board following an open process that may include nominations or applications resulting in the submission of a short-list of candidates (based on a review of the applications received) for Board consideration as conducted by a selection group (“**Chair Selection Group**”) specifically set up for this purpose by the Board. The Chair Selection Group shall consist of a small group of voting Board Members, who shall be representative of the groups and individuals on the Board. The Chair Selection Group may establish additional procedures with respect to the selection of a Board Chair as are reasonably necessary to carry out these provisions.

The Board will appoint the Chair for a period of up to three years. This term is renewable once by a second period of up to three years.

As an Unaffiliated Board Member, the Board Chair shall serve in an individual and personal capacity. The resignation of the Board Chair will therefore result in the need for the Board to initiate the selection process to replace them.

In the absence of the Chair, the Board will appoint an acting chair from among its voting members.

## Article 5 The Secretariat

### 5.1 Composition

The Secretariat is responsible for the preparation and implementation of the strategy and managing the day-to-day operations of ATscale.

The ATscale Chief Executive Officer (“CEO”) will be the Head of the Secretariat. The ATscale Board and the Hosting Agency (with, as appropriate, the support of a recruitment agency), carry out a selection/decision-making process for the appointment, renewal, or termination of the CEO, following the Hosting Agency’s rules and regulations. The resulting agreement for the appointment, renewal, or termination shall be executed by the Executive Director of the Hosting Agency or their delegate. The CEO is programmatically accountable to the ATscale Board, while they report administratively to the Executive Director of the Hosting Agency or their delegate. The ATscale Board carries out performance review processes, with the Hosting Agency’s involvement pursuant to its rules and regulations.

The term length of the CEO shall be up to four years. This term is renewable once by a second period of up to four years after which the CEO position would be competitively recruited again.

Secretariat staff are selected by the CEO, under relevant policies and procedures of the Hosting Agency.

### 5.2 Roles and responsibilities

Within its responsibility for managing the day-to-day operations of ATscale, the Secretariat will undertake the following functions:

#### Strategy and vision

- Develop strategies, budgets, annual/biennial operational plans and policies for Board approval;
- Execute and coordinate the implementation of the ATscale strategy and annual/biennial operational plans;

#### Financial oversight and management

- Pursuant to Board instructions, put in place all necessary arrangements for allotting financial support to programmes and/or transactions in furtherance of the ATscale strategy;

- Manage ATscale’s day-to-day operations and implement Board decisions as well as communicate relevant Board decisions to stakeholders;

#### Programmatic

- Report to the Board bi-annually on progress of the activities conducted, including results, financial information and a description of any challenges faced;

#### Resource mobilisation and advocacy

- Together with the Board, advocate and mobilise resources for ATscale and the broader assistive technology sector;
- Manage and coordinate relationships with partners and stakeholders;

#### Governance and risk management

- Provide the Board with all appropriate and necessary information to carry out its responsibilities, including by preparing issue papers for the meetings of the Board and any sub-group it may create;
- Provide all administrative, logistical and secretarial services to the Board, the Chair and any committees, advisory bodies or working groups the Board may create;
- Facilitate any technical support and advice the Board may require, through a designated body or otherwise;
- Liaise with the Hosting Agency;
- Implement the risk-management approach set by the Board;
- Act to create compliance with all requirements of the policies and procedures of the Hosting Agency and of donors, with oversight from the Board.

## Article 6 General Provisions

### 6.1 Conflict of Interest Policy

To preserve transparency and integrity in ATscale’s financial arrangements and its decision-making processes, the Board shall adopt a conflict of interest policy that all participants in ATscale’s governance and operational processes shall abide by.

### 6.2 Amendments

The Board may make amendments to these By-Laws at any time in accordance with the procedure set out in Article 3.10 above.

### 6.3 Entry into force

These By-Laws shall enter into force upon their approval by the Board and may be revised by the Board as and when it deems appropriate.