



# Statutes

## (Revised 2022)

### Article I

#### DESIGNATION AND OBJECTIVES

**Section 1.** There has been established a Swiss Federation\* under the provisions of Article 60 et seq. of the Swiss Civil Code, bearing the name **World Heart Federation**, which is concerned with all aspects of cardiovascular health.

The vision of the World Heart Federation is to work with its Members and the larger Cardiovascular (CV) health community to hasten the day when cardiovascular health is no longer a privilege but a right, and when cardiovascular disease (CVD) is transformed from a life-threatening disease to one that can be prevented and managed.

The mission of the World Heart Federation is to unite its Members and lead the global fight for cardiovascular health. World Heart Federation and its members believe that there is no equity and human rights without health justice and cardiovascular health for everyone.

(\* "Association" being the French legal term)

#### SECTION 2. DEFINITIONS:

<b>Board</b>	The Board comprises the holders of the positions designated in Article IV of the Statutes.
<b>General Assembly</b>	The General Assembly comprises all Members outlined in Article II of the Statutes.
<b>Full Member</b>	A Full Member means/designates a Cardiac Society, Heart Foundation or other organisation with significant involvement in cardiovascular health

that applies for membership and meets the eligibility criteria for full membership.

**Associate Member** An Associate Member means/designates an organisation working towards cardiovascular health without necessarily being its sole aim, and which is neither a Full Member nor an Affiliate Member.

**Affiliate Member** An Affiliate Member means/designates a national/local patient organisation related to cardiovascular disease, with no paid fixed staff and lead by a non-medical person.

**Associate Individual Member**

An Associate Individual Member is an individual who applies for membership from a country where Full membership is not possible.

**Continental Member** A Continental Member is a Continental Cardiac Society or Heart Foundation/network which is a group of Cardiac Societies or heart Foundations from one of the following continental groupings of countries (Europe, the Americas, Africa and Asia Pacific).

**Partner** Partners are those Members who wish to provide additional investment in the Federation's core mission in accordance with the Federation's Board- approved Partnership Model.

**Strategic Partner** Strategic Partners are those Members who invest at the highest level of the Federation's Partnership Model.

**Cardiac Society** Cardiac Societies are not for profit professional organizations active in the field of cardiovascular health, intended to represent health care providers, focusing on medical practice, training, education, research, development of guidelines, and issues related to the practice of medicine in their geographic environment. They might also be involved in advocacy, policy and public awareness. Members, and the representative leadership is traditionally composed of practicing medical professionals, mostly cardiologists.

**Heart Foundations** Heart Foundations are not for profit non-governmental organizations active in the field of cardiovascular health, established for public benefit and substantially community-focused rather than practitioner focused, with a meaningful patient and public involvement. They are usually involved in patient awareness, fundraising from public and private donors to support research programmes, policy and advocacy. The structure and governance can be very variable, depending on the national legislation, economic or cultural environment and the leadership may include medical and non-medical members.

**Section 3.** The duration of the Federation is undetermined.

**Section 4.** The Federation shall maintain its International Headquarters in Geneva, Switzerland. The Federation may maintain such other offices in such place or places within or without Switzerland as the Board may determine.

## **Article II**

### **MEMBERS**

**Section 1.** Full membership will be open to:

- (a) established national Cardiac Societies, or national Heart Foundations, and
- (b) other organisations significantly involved in cardiovascular health known to the Federation for at least two years through Associate Membership or another affiliation,

and in all cases subject to the following eligibility criteria:

- (i) being supportive of the Federation's objectives,
- (ii) being established with at least two year's annual accounts, and
- (iii) not being associated in any way to companies or organisations which have a detrimental impact on public health (in particular tobacco, alcohol or firearms).

Continental Member will be entitled to membership as specified in Section 3 of this Article.

**Section 2.** Each Full Member will have one vote, electronically or by ballot, and also one representative to the General Assembly. The name and position of that representative in the Member organization must be advised in writing to the Chief Executive Officer at least 30 days before the General Assembly.

**Section 3.** Each Continental Cardiac Society and Heart Foundation may be admitted to membership, shall have one representative each and shall have one vote and shall be known as a Continental Member.

**Section 4.** Application for membership under Sections 1 and 3 of this Article shall be made in writing to the International Headquarters; applications will involve an application form, a letter of motivation from the applicant's board, the applicant's legal statutes as well as its last set of annual accounts. The Board has the authority to admit the Members.

**Section 5.** Other organisations working towards cardiovascular health, may be invited by, or may apply to, the Board for membership as an Associate Member or Affiliate Member of the Federation

The Board shall review the application for compliance with the criteria and either accept or deny the application.

Associate and Affiliate Members may attend the General Assembly but shall not be entitled to vote.

**Section 6.** The Board may admit Individual Associate Members from countries where conditions make full membership impossible. Application for Individual Associate Membership is to be made in writing to the International Headquarters, accompanied by an explanation and supported by letters of recommendation from two individuals active in a Cardiac Society or Heart Foundation. The admission of Individual Associate Members is subject to ratification by the Board. Such a membership carries no vote in the General Assembly. If in the future a full membership is created in a country where an Individual Associate Member resides, the individual membership must then be regularised as outlined in Section 2 of this Article.

**Section 7.** A Member may resign at any time by letter addressed to the International Headquarters at least six months before the end of the fiscal year.

**Section 8.** The Board may put an end to a Member's membership for good cause. The International Headquarters shall notify the Member involved of the decision and the reasons thereof. A Member so suspended may appeal the decision to the Board by registered letter addressed to the President within thirty days prior to the next meeting of the Board.

**Section 9.** Members will be required to pay an annual membership fee. Non-payment of membership fees will entail the loss of voting rights and all other privileges of Members at the end of the calendar year for which the fees are due.

Non-payment of fees for longer than one year or a Member's activity against the principles of membership in the Federation (e.g. accepting funding from the tobacco industry) may result in termination of membership. In such circumstances a letter will be sent to the Member on behalf of the Federation's Board, according to which their membership will be terminated if no response has been received from the Member within one month to work out a satisfactory resolution. The International Headquarters may then notify the Member involved of the termination and the reasons thereof.

Applications for reinstatement of membership terminated for non-payment of membership fees must be accompanied by payment of the arrears of fees leading to termination and the appropriate fee for the calendar year for which reinstatement is requested.

## **Article III**

### **THE GENERAL ASSEMBLY**

**Section 1.** The General Assembly shall consist of all the Members outlined in Article II, Sections 1, 2, and 3.

**Section 2.** The General Assembly has the following responsibilities:

- a. Adopt and amend the Statutes.
- b. Elect the President-Elect, Vice-President-Elect, Treasurer, and a maximum of 6 additional Board members as set out in these Statutes
- c. Ratify the basic principle to be used by the Board in determining the scale of membership fees, within the limits set out in Article IX, Section 3.
- d. Review and approve the reports submitted by the Board.
- e. Review the annual accounts audited by a recognised firm.
- f. Decide upon the dissolution of the Federation.

**Section 3.** Meetings of the General Assembly shall be held at least every two years at such times and at such places as shall be designated by the Board and/or the General Assembly. Those Members unable to be represented in person may register in writing with the Chief Executive Officer in Geneva no later than 30 days prior to the meeting their intention to appoint as a proxy the President or such other person who is the official accredited representative of another Full Member. Such notice may give specific voting instructions to the proxy or empower the proxy to act on their behalf as they see fit. If permitted, members should also be able to join the General Assembly virtually (sound and vision), subject to the board ensuring their complete participation to the debates and votes.

Meetings of the General Assembly may also take place fully virtually (sound and vision) at such time as shall be designated by the Board and/or the General Assembly. In that case, proxy appointment is not possible. Voting shall take place during the meeting by show of hands or secret ballot as per the General Assembly's decision and the modalities thereof to be ensured by the Board.

**Section 4.** Special meetings of the General Assembly shall be called by the President or Vice-President by resolution of the Board, or upon written petitions signed by one-fifth of the voting Members, addressed to the Board, to be held at such time and such place, or virtually (sound and vision), as shall be designated in the notice of any such special meeting. The General Assembly shall have the power to take binding action in the absence of a meeting provided that a quorum of the Members of the General Assembly shall have concurred in writing with such action and provided that notice of the proposed action has been given to all Members of the General Assembly at least thirty days in advance.

**Section 5.** Notice of the time and place of all meetings of the General Assembly shall be given in writing to each Member at least 90 days prior to the meeting. The agenda is determined by the President. Members may submit to International Headquarters in Geneva items to be considered for inclusion on the agenda. Such submissions must be received at least 60 days prior to the meeting. The Chief Executive Officer, at least 40 days before the General Assembly, will send to all Members the finalised agenda together with any notices of motions to be voted upon by the General Assembly.

**Section 6.** A quorum of the General Assembly shall consist of one-third of all the voting Members who are present in person or are represented by proxies, or have voted electronically. An absolute majority of the vote of the voting Members listed above as constituting a quorum

shall decide any question, except where resolutions without notice are introduced. A two-thirds majority of the voting Members is required to pass such resolutions. No annual meeting shall be held or deemed invalid, and no resolutions passed at any such meeting shall be open to challenge because any notice given is incomplete or is not received by any person entitled to receive notice or because any notice was not received within the timeframe specified in Sections 4 & 5 of Article III or because of any alleged irregularity in the procedure(s) at such meeting.

## **Article IV**

### **THE BOARD**

**Section 1.** The Board shall be responsible for governance, the development of a strategic plan and the implementation of the policies and procedures approved by the Board of the Federation (the “Policies and procedures”) and it shall have oversight over the funds and property of the Federation. The Board shall designate the person(s) binding the Federation as to third parties and giving authority to sign individually or jointly on behalf of the Federation.

**Section 2.** The Board shall meet at least two times per year.

**Section 3.** The members of the Board, each having the right to vote individually unless provided otherwise, will comprise:

- President
- Vice-President
- President Elect
- Vice-President Elect
- Past President
- Treasurer
- One representative from each Strategic Partner
- Editor of Global Heart (observer, without voting rights)
- Chair of the Science committee (observer, without voting rights)
- Chair of the Advocacy committee (observer, without voting rights)
- Chief Executive Officer (ex officio, without voting rights)

A maximum of six At Large members representing a range of skills and geographies. Mandates are two years, renewable once. The Nominating Committee should attempt to put forward candidates to achieve a representative balance between the proportion of Cardiac Societies and Heart Foundations which are Full Members. The Committee should seek the view of a sitting At Large Board member at the end of the first 2 years whether they wish to be considered for a further 2-year term. If they agree, the Nominating Committee should put them forward as a candidate for the next term along with other suitable candidates.

Board members shall be drawn from either the Cardiac Societies or the Heart Foundations.

When selecting suitable candidates, the Nominating Committee shall ensure a balanced and diverse representation of Board members, in particular in terms of professional skills, geographical origins and locations, personal backgrounds (including gender) and affiliations to Cardiac Societies and Heart Foundations.

The number of Strategic Partners on the Board should not be limited, however should not exceed the number of elected members at large,

The Board shall have the discretion to appoint up to three additional Board members as it sees fit where it considers they will bring needed expertise. Such appointed members' terms may not exceed two years, renewable once. The President shall serve a total term of office of six years including the "elect" and "past" periods. The Vice-President shall serve a total term of four years including the "elect" period. All other members of the Board, except the Chief Executive Officer, shall serve a maximum term of four years in any one Board position. In case of a vacancy or extended absence in the Board, the Board may appoint a new Member to fill the vacancy for the remaining term of the post vacated.

Board Members with Strategic Partner status, if any, shall serve for two years, renewable term and representative may not be temporary substituted. Strategic Partners' representatives, if any, shall serve for two years, their term shall be renewable as long as the relevant Strategic partner status remains. In case of a vacancy, the Strategic partner shall designate a new representative.

The Board may unilaterally terminate any Board member's mandate by a 2/3 vote to a Board member in the following cases:

- The Board member does not participate to Board meetings and committed activities without having a valid reason nor being excused by the President.
- The Board member's activities or declarations outside their WHF role are incompatible with the WHF principles.

Any exception to these limitations of terms of office can only be enacted by the General Assembly.

**Section 4.** A quorum of the Board shall consist of a majority of its members. An absolute majority of the vote of the members present shall decide any question unless a different vote is required by law or by the Federation's Statutes.

The Chief Executive Officer is a Board Member, however, he/she acts in an advisory capacity only.

**Section 5.** The Board shall have the power to take binding action in the absence of a meeting provided that a quorum of the members of the Board shall have concurred in writing with such action and provided that notice of the proposed action has been given to all members of the Board at least ten days in advance.

The Board has the power and authority to delegate issues to sub-committees of the Board and to empower those sub-committees to act on its behalf.

For the purposes of these Statutes the contemporaneous linking together by simultaneous audio or audio and visual means of a number of the members of the Board or any other committee of the Federation, no less than the quorum, shall be deemed to constitute a meeting of the Board or that committee and all the provisions in this constitution as to meetings of the Board and committees shall apply to such meetings by audio or audio visual link so long as the following conditions are met:

- a. All the Board or Committee members for the time being entitled to receive notice of a meeting shall be entitled to notice of such a meeting and to be linked by such means for the purposes of such meeting. Notice of any such meeting may be given by audio or audio and visual means;
- b. Each of the Board or Committee members taking part in such a meeting must be able to hear each of the other Board or Committee members taking part at the commencement of the meeting;
- c. At the commencement of the meeting each Board or Committee member must acknowledge his or her presence to all the other Board Members taking part;
- d. A Board or Committee member may not leave the meeting by disconnecting unless he or she has previously obtained the express consent of the Chairperson of the meeting and a Board or Committee member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting unless he or she has previously obtained the express consent of the Chairperson to leave the meeting as aforesaid;
- e. Board members are expected to participate in all meets of the Board except when formally excused by the President.

A minute of the proceedings at such meeting by audio or audio and visual link shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified at a subsequent meeting as a correct minute by those present at the meeting.

**Section 6.** Board members, including those with observer status if any, except those acting in an advisory capacity only (such as the Chief Executive Officer), serve on an unpaid basis and may only claim reimbursement of their effective expenses and travel costs. Possible attendance fees may not exceed those paid for official commissions.

## **Article V**

### **OTHER BODIES OF THE FEDERATION**

**Section 1.** The Board may appoint other bodies as defined in the Policies and Procedures.



## **Article VI**

### **OFFICERS**

**Section 1.** The Officers of the Federation shall be the President, the Vice-President and the Treasurer.

**Section 2.** The President and the Vice-President shall serve a term of two years. All other Officers shall serve a maximum term of four years.

**Section 3.** Vacancies among the Officers may be temporarily filled at any meeting of the Board.

**Section 4.** The President Elect may be designated to preside at the General Assembly in the absence of the President and to perform such other duties as may be appropriate.

## **Article VII**

### **FUNCTIONS AND DUTIES OF OFFICERS**

**Section 1.** The President shall be Chairperson of the Board and of the Executive Committee. The President shall preside at all meetings of the General Assembly of the Federation. The President shall have a casting vote at Board meetings where there is an equality of votes on a matter. The President, together with the CEO, may make and sign in the name of the Federation contracts, obligations and instruments in the ordinary course of business and other contracts, obligations and instruments when authorised by the Board.

The President shall be nominated by the Nominating Committee upon possible recommendations by Cardiac Societies or Heart Foundations, but should have the necessary scientific knowledge to be the WHF public spokesperson, to give scientific presentations or respond to media interviews. The President shall in particular represent WHF to any Member's congress and other public events when invited.

The President shall be a member of all Committees and Boards of the Federation unless the Board by resolution specifies otherwise. The President shall have been previously involved with the Federation, such as having served on the Board, in a Committee, a working group or project. The President shall have the power to delegate any appropriate duties to any other officer of the Federation. The President shall have such other powers and duties as may from time to time be assigned by the Board.

**Section 2.** The Vice-President shall be a member of all Committees and Boards of the Federation, including the Executive Committee, unless the Board by resolution specifies otherwise. The Vice-President shall be nominated by the Nominating Committee upon possible recommendations by Cardiac Societies or Heart Foundations, but should have the necessary complementary skills to the President, in areas such as business, administration, legal, communication, advocacy, and finances.

The Vice-President should be in particular responsible for Membership and Governance including revision of the statutes, policies and technical processes, ensuring consistency among all the bodies of the WHF.

The Vice-President shall ensure that the records of the Federation and the minutes of all meetings of the General Assembly and the Board are maintained. The Vice-President shall give notice of all meetings as required by the Statutes and shall be responsible for arranging the General Assembly, without prejudice to the President's prerogatives. The Vice-President shall receive and process applications for membership and notices of resignation and shall be responsible for ensuring the maintenance of good standing by Members and the initiation of suspension procedures when appropriate.

**Section 3.** The Treasurer should have recognized expertise in finance and management and shall be a Member of the Board and of the Executive Committee of the Federation. The Treasurer shall have charge of, and be responsible for, the funds and securities of the Federation which shall be deposited in accordance with the instructions of the Finance Committee. The Treasurer shall be responsible for proper accounting procedures and controls in maintaining the books and records of accounts of the Federation and shall render such financial statements to the Board as may be requested. The Treasurer shall ensure proper audit of the accounts as soon as possible after the end of the fiscal year, which corresponds to the calendar year, but in any case, not later than 31 May. The annual statements shall be submitted to the first meeting of the Board after their preparation, and then made available to the membership.

Subject to resolution by the Board, the Treasurer, together with the CEO, is authorised to endorse for deposit or transfer the name of the Federation on cheques, drafts, warrants and bills of exchange, to give receipts and releases in the name of the Federation for cash, securities and other property delivered to it, and to make disbursements for vouchers, payrolls, drafts and other expenditures during the ordinary course of business of the Federation.

**Section 4.** The Chair of the Advocacy Committee and the Chair of the Science Committee will be nominated and elected by the Board following call to members and will be members of the Executive Committee. The term of office will be two year renewable once years.

**Section 5.** Indemnities to Members and Others: Every Member or officer of the Federation or other person who has undertaken or is about to undertake any liability on behalf of the Federation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Federation, from and against:

- a. All costs, charges and expenses which such Member, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;

- b. All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

## **Article VIII**

### **FUNCTIONS AND DUTIES OF PRESIDENTS ELECT AND VICE-PRESIDENTS ELECT**

**Section 1.** The President Elect shall be a Member of the Board. In the absence of the President, the Vice-President shall perform the duties of the President and shall have such further powers and duties as may be assigned by the Board. The President Elect and Vice President-Elect shall be members of the Board and shall have such duties as may be assigned by the Board.

## **Article IX**

### **FINANCES**

**Section 1.** The income of the Federation shall consist of:

- a. Membership fees;
- b. Surpluses from congresses and other conferences;
- c. Subsidies, donations, legacies;
- d. Profits from the sale of publications;
- e. Income from its assets;
- f. Income from fundraising initiatives.
- g. Income from appropriate merchandising opportunities.

**Section 2.** The fiscal year of the Federation shall be the calendar year.

**Section 3.** The Board shall determine the scale of membership fees at its reasonable discretion, by combining one or more relevant elements which may include GDP of the Member's country of domicile; whether the Member is based in a G20 country; the Members' number of permanent staff, the Members' number of Members; the size of the Members' operating budget. It may exempt certain categories of Members from membership fees, provided that this is disclosed in the fee schedule made available to all Members.

## **Article X**

### **DISSOLUTION, LIQUIDATION, FUSION**

**Section 1.** The dissolution or the fusion of the Federation can only be decided by a two-thirds majority vote of a General Assembly specially convened for one of the above-mentioned purposes.

**Section 2.** The liquidation will be executed by the Board.


**Section 3.** In the event of a dissolution of the Federation, any and all remaining assets will be allotted to a tax-exempt nonprofit organization whose public interest mission is similar to that of the Federation. In no case may such assets be returned to individual founding Members or to Members, nor may they be used for their benefit, in whole or in part, in any manner whatsoever.

## **Article XI**

### **AMENDMENTS AND ENTRY IN FORCE**

**Section 1.** These Statutes may be amended, added to, altered or repealed in whole or in part and new Statutes adopted by the General Assembly of the Federation either electronically or at a meeting of the Assembly, provided that notice of each specific change has been delivered to Member organizations of the Federation at least ninety days prior to the electronic or physical meeting of the General Assembly.

The English text is the official and binding text.

A handwritten signature in black ink, appearing to read 'Fausto', is written over a horizontal line. To the right of the signature is a vertical line.

Name: Dr Fausto Pinto  
President

Date: 20<sup>th</sup> May 2022