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 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 heart health for everyone.

(* “Association” being the French legal term)

Section 2. Definitions:

Board The Board comprises the holders of the positions designated in Article IV of the Statutes.

General Assembly The General Assembly comprises all Members outlined in Article II of the Statutes.

Full Member A Full Member means/designates a cardiac society, heart foundation1 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 though that does not need to be its sole aim.

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

Continental Member A Continental Member is a continental society or foundation/network which is a group of societies or foundations from one of the following continental groupings of countries comprising 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.

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1 The terms «society» and «foundation» are to be considered as generic terms designating artificial persons. It is understood that different terminology, such as “association”, is used in certain countries.
Strategic Partners are those Members who invest at the highest level of the Federation’s Partnership Model.

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 cardiology 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 organisations which have a detrimental impact on public health (in particular tobacco, alcohol or firearms).

In addition, continental societies and foundations will be entitled to membership as specified in Section 3.

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 society and foundation may be admitted to membership and 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 of the Federation

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

Associate 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 National Society or 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, Vice-President and Treasurer, and a maximum of 6 additional Board Members
c. Based on skills and geography.
d. Ratify the basic principle to be used by the Board in determining the scale of membership fees, within
e. The limits set out in Article IX, Section 3.
f. Review and approve the reports submitted by the Board.
g. Review the annual accounts audited by a recognised firm.
h. 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. Voting may also 
take place electronically in advance of the meeting.

Section 4. Special meetings of the General Assembly shall be called by the President by resolution 
of the Board, or by the Treasurer, upon written petitions signed by one-fifth of the voting Members, 
addressed to the Board, to be held at such time and such place 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 and implementation of 
the Policies and Procedures of the Federation and 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 will comprise:

- President
- Vice-President
- President Elect
- Vice-President Elect
- Past President
- Treasurer
- Editor of Global Heart (observer)
- One representative from each Strategic Partner
- Chief Executive Officer (ex officio)

Plus a maximum of six At Large elected members representing a range of skills and geographies.
There should be a balance between the nominations for President and Vice-President, with one from society and one from foundation. Board members can be drawn from either the societies or the foundations representing a range of skills and geographies, including gender. The number of Strategic Partners on the Board should not be limited, however should not exceed the number of elected members at large, and representative may not be substituted.

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.

The Board shall have the power to appoint up to three additional 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. Board Members with Strategic Partner status, if any, shall serve for two years, renewable term. 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 thirty 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 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 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 be entitled to cast a vote on all issues before the Board and the Executive Committee. 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 a Member of all Committees and Boards of the Federation unless the Board by resolution specifies otherwise and shall in particular be its public spokesperson. 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.

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.

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. 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 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
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Finances

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

- Membership fees;
- Surpluses from congresses and other conferences;
- Subsidies, donations, legacies;
- Profits from the sale of publications;
- Income from its assets;
- Income from fundraising initiatives.
- 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.

Signed: ....................................
Name:  Dr David Wood
President
Date:  7th December 2018

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