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3 **Article I**
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5 **Designation and Objectives**
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7 **Section 1.** There has been established a Swiss Federation* under the provisions of Article 60 et
8 seq. of the Swiss Civil Code, bearing the name **World Heart Federation**, which is concerned with all
9 aspects of cardiovascular health.

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

15
16 *The mission of the World Heart Federation is to unite its Members and lead the global fight for
17 cardiovascular health. World Heart Federation and its members believe that there is no equity and
18 human rights without health justice and heart health for everyone.*

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20 (* “Association” being the French legal term)

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22 **Section 2. Definitions:**
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24 Board	The Board comprises the holders of the positions designated in Article IV of the Statutes.
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27 General Assembly	The General Assembly comprises all Members outlined in Article II of the Statutes.
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30 Full Member	A Full Member means/designates a cardiac society, heart foundation ¹ or other organisation with significant involvement in cardiovascular health that applies for membership and meets the eligibility criteria for full membership.
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34 Associate Member	An Associate Member means/designates an organisation working towards cardiovascular health though that does not need to be its sole aim.
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37 Associate Individual Member	An Associate Individual Member is an individual who applies for membership from a country where national membership is not possible.
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42 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.
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47 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.

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Strategic Partner 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

102 writing to the International Headquarters, accompanied by an explanation and supported by letters of
103 recommendation from two individuals active in a National Society or Foundation. The admission of
104 Individual Associate Members is subject to ratification by the Board. Such a membership carries no vote in
105 the General Assembly. If in the future a full membership is created in a country where an Individual
106 Associate Member resides, the individual membership must then be regularised as outlined in Section 2 of
107 this Article.

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

111
112 **Section 8.** The Board may put an end to a Member's membership for good cause. The
113 International Headquarters shall notify the Member involved of the decision and the reasons thereof. A
114 Member so suspended may appeal the decision to the Board by registered letter addressed to the President
115 within thirty days prior to the next meeting of the Board.

116
117 **Section 9.** Members will be required to pay an annual membership fee. Non-payment of
118 membership fees will entail the loss of voting rights and all other privileges of Members at the end of the
119 calendar year for which the fees are due.

120
121 Non-payment of fees for longer than one year or a Member's activity against the principles of
122 membership in the Federation (e.g. accepting funding from the tobacco industry) may result in termination
123 of membership. In such circumstances a letter will be sent to the Member on behalf of the Federation's
124 Board, according to which their membership will be terminated if no response has been received from the
125 Member within one month to work out a satisfactory resolution. The International Headquarters may then
126 notify the Member involved of the termination and the reasons thereof.

127
128 Applications for reinstatement of membership terminated for non-payment of membership fees
129 must be accompanied by payment of the arrears of fees leading to termination and the appropriate fee for
130 the calendar year for which reinstatement is requested.

131 **Article III**

132 **The General Assembly**

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135 **Section 1.** The General Assembly shall consist of all the Members outlined in Article II, Sections
136 1, 2, and 3.

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

- 139
140 a. Adopt and amend the Statutes.
141 b. Elect the President, Vice-President and Treasurer, and a maximum of 6 additional Board Members
142 based on skills and geography.
143 c. Ratify the basic principle to be used by the Board in determining the scale of membership fees, within
144 the limits set out in Article IX, Section 3.
145 d. Review and approve the reports submitted by the Board.
146 e. Review the annual accounts audited by a recognised firm.
147 f. Decide upon the dissolution of the Federation.

148
149 **Section 3.** Meetings of the General Assembly shall be held at least every two years at such times
150 and at such places as shall be designated by the Board and/or the General Assembly. Those Members
151 unable to be represented in person may register in writing with the Chief Executive Officer in Geneva no
152 later than 30 days prior to the meeting their intention to appoint as a proxy the President or such other
153 person who is the official accredited representative of another Full Member. Such notice may give specific

154 voting instructions to the proxy or empower the proxy to act on their behalf as they see fit. Voting may also
155 take place electronically in advance of the meeting.
156

157 **Section 4.** Special meetings of the General Assembly shall be called by the President by resolution
158 of the Board, or by the Treasurer, upon written petitions signed by one-fifth of the voting Members,
159 addressed to the Board, to be held at such time and such place as shall be designated in the notice of any
160 such special meeting. The General Assembly shall have the power to take binding action in the absence of
161 a meeting provided that a quorum of the Members of the General Assembly shall have concurred in writing
162 with such action and provided that notice of the proposed action has been given to all Members of the
163 General Assembly at least thirty days in advance.
164

165 **Section 5.** Notice of the time and place of all meetings of the General Assembly shall be given in
166 writing to each Member at least 90 days prior to the meeting. The agenda is determined by the President.
167 Members may submit to International Headquarters in Geneva items to be considered for inclusion on the
168 agenda. Such submissions must be received at least 60 days prior to the meeting. The Chief Executive
169 Officer, at least 40 days before the General Assembly, will send to all Members the finalised agenda
170 together with any notices of motions to be voted upon by the General Assembly.
171

172 **Section 6.** A quorum of the General Assembly shall consist of one-third of all the voting Members
173 who are present in person or are represented by proxies, or have voted electronically. An absolute majority
174 of the vote of the voting Members listed above as constituting a quorum shall decide any question, except
175 where resolutions without notice are introduced. A two-thirds majority of the voting Members is required
176 to pass such resolutions. No annual meeting shall be held or deemed invalid, and no resolutions passed at
177 any such meeting shall be open to challenge because any notice given is incomplete or is not received by
178 any person entitled to receive notice or because any notice was not received within the timeframe specified
179 in Sections 4 & 5 of Article III or because of any alleged irregularity in the procedure(s) at such meeting.
180

181 Article IV

182 **The Board**

183
184 **Section 1.** The Board shall be responsible for governance, the development and implementation of
185 the Policies and Procedures of the Federation and shall have oversight over the funds and property of the
186 Federation. The Board shall designate the person(s) binding the Federation as to third parties and giving
187 authority to sign individually or jointly on behalf of the Federation.
188

189 **Section 2.** The Board shall meet at least two times per year.
190

191 **Section 3.** The Members of the Board will comprise:
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- 193 ❖ President
- 194 ❖ Vice-President
- 195 ❖ President Elect
- 196 ❖ Vice-President Elect
- 197 ❖ Past President
- 198 ❖ Treasurer
- 199 ❖ Editor of Global Heart (observer)
- 200 ❖ One representative from each Strategic Partner
- 201 ❖ Chief Executive Officer (*ex officio*)
202

203 Plus a maximum of six At Large elected members representing a range of skills and geographies.

204 There should be a balance between the nominations for President and Vice-President, with one
205 from society and one from foundation. Board members can be drawn from either the societies or the
206 foundations representing a range of skills and geographies, including gender.

207 The number of Strategic Partners on the Board should not be limited, however should not exceed
208 the number of elected members at large, and representative may not be substituted.

209 In case of a vacancy or extended absence in the Board, the Board may appoint a new Member to
210 fill the vacancy for the remaining term of the post vacated.

211
212 The Board shall have the power to appoint up to three additional Members as it sees fit where it
213 considers they will bring needed expertise. Such appointed Members' terms may not exceed two years,
214 renewable once. The President shall serve a total term of office of six years including the "elect" and
215 "past" periods. The Vice-President shall serve a total term of four years including the "elect" period. All
216 other Members of the Board, except the Chief Executive Officer, shall serve a maximum term of four years
217 in any one Board position. Board Members with Strategic Partner status, if any, shall serve for two years,
218 renewable term. Any exception to these limitations of terms of office can only be enacted by the General
219 Assembly.

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221
222 **Section 4.** A quorum of the Board shall consist of a majority of its Members. An absolute
223 majority of the vote of the Members present shall decide any question unless a different vote is required by
224 law or by the Federation's Statutes.

225
226 The Chief Executive Officer is a Board Member, however, he/she acts in an advisory capacity only.

227
228 **Section 5.** The Board shall have the power to take binding action in the absence of a meeting
229 provided that a quorum of the Members of the Board shall have concurred in writing with such action and
230 provided that notice of the proposed action has been given to all Members of the Board at least thirty days
231 in advance.

232
233 The Board has the power and authority to delegate issues to sub-committees of the Board and to
234 empower those sub-committees to act on its behalf.

235
236 For the purposes of these Statutes the contemporaneous linking together by simultaneous audio or
237 audio and visual means of a number of the Members of the Board or any other committee of the Federation,
238 no less than the quorum, shall be deemed to constitute a meeting of the Board or that committee and all the
239 provisions in this constitution as to meetings of the Board and committees shall apply to such meetings by
240 audio or audio visual link so long as the following conditions are met:

- 241
242 a. All the Board or Committee Members for the time being entitled to receive notice of a meeting shall
243 be entitled to notice of such a meeting and to be linked by such means for the purposes of such
244 meeting. Notice of any such meeting may be given by audio or audio and visual means;
- 245 b. Each of the Board or Committee Members taking part in such a meeting must be able to hear each of
246 the other Board or Committee Members taking part at the commencement of the meeting;
- 247 c. At the commencement of the meeting each Board or Committee Member must acknowledge his or her
248 presence to all the other Board Members taking part;
- 249 d. A Board or Committee Member may not leave the meeting by disconnecting unless he or she has
250 previously obtained the express consent of the Chairperson of the meeting and a Board or Committee
251 Member shall be conclusively presumed to have been present and to have formed part of the quorum
252 at all times during such a meeting unless he or she has previously obtained the express consent of the
253 Chairperson to leave the meeting as aforesaid;
- 254 e. Board Members are expected to participate in all meets of the Board except when formally excused by
255 the President.
- 256

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

260
261 **Section 6.** Board Members, including those with observer status if any, except those acting in an
262 advisory capacity only (such as the Chief Executive Officer), serve on an unpaid basis and may only claim
263 reimbursement of their effective expenses and travel costs. Possible attendance fees may not exceed those
264 paid for official commissions.
265

266 Article V

267 **Other Bodies of the Federation**

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269 **Section 1.** The Board may appoint other bodies as defined in the Policies and Procedures.
270

271 Article VI

272 **Officers**

273
274 **Section 1.** The Officers of the Federation shall be the President, the Vice-President and the
275 Treasurer.
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277 **Section 2.** The President and the Vice-President shall serve a term of two years. All other
278 Officers shall serve a maximum term of four years.
279

280 **Section 3.** Vacancies among the Officers may be temporarily filled at any meeting of the Board.
281

282 **Section 4.** The President Elect may be designated to preside at the General Assembly in the
283 absence of the President and to perform such other duties as may be appropriate.
284

285 Article VII

286 **Functions and Duties of Officers**

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288 **Section 1.** The President shall have been previously involved with the Federation, such as having
289 served on the Board, in a committee, a working group or project. The President shall be Chairperson of the
290 Board and of the Executive Committee. The President shall preside at all meetings of the General
291 Assembly of the Federation. The President shall be entitled to cast a vote on all issues before the Board
292 and the Executive Committee. The President, together with the CEO, may make and sign in the name of
293 the Federation contracts, obligations and instruments in the ordinary course of business and other contracts,
294 obligations and instruments when authorised by the Board. The President shall be a Member of all
295 Committees and Boards of the Federation unless the Board by resolution specifies otherwise and shall in
296 particular be its public spokesperson. The President shall have the power to delegate any appropriate duties
297 to any other officer of the Federation. The President shall have such other powers and duties as may from
298 time to time be assigned by the Board.
299

300 **Section 2.** The Vice-President shall be a Member of all Committees and Boards of the Federation,
301 including the Executive Committee, unless the Board by resolution specifies otherwise.
302

303 **Section 3.** The Treasurer should have recognized expertise in finance and management and shall
304 be a Member of the Board and of the Executive Committee of the Federation. The Treasurer shall have
305 charge of, and be responsible for, the funds and securities of the Federation which shall be deposited in
306 accordance with the instructions of the Finance Committee. The Treasurer shall be responsible for proper

307 accounting procedures and controls in maintaining the books and records of accounts of the Federation and
308 shall render such financial statements to the Board as may be requested. The Treasurer shall ensure proper
309 audit of the accounts as soon as possible after the end of the fiscal year, which corresponds to the calendar
310 year, but in any case, not later than 31 May. The annual statements shall be submitted to the first meeting
311 of the Board after their preparation, and then made available to the membership.

312
313 Subject to resolution by the Board, the Treasurer, together with the CEO, is authorised to endorse for
314 deposit or transfer the name of the Federation on cheques, drafts, warrants and bills of exchange, to give
315 receipts and releases in the name of the Federation for cash, securities and other property delivered to it,
316 and to make disbursements for vouchers, payrolls, drafts and other expenditures during the ordinary course
317 of business of the Federation.

318
319 The Vice-President shall ensure that the records of the Federation and the minutes of all meetings of the
320 General Assembly and the Board are maintained. The Vice-President shall give notice of all meetings as
321 required by the Statutes and shall be responsible for arranging the General Assembly. The Vice-President
322 shall receive and process applications for membership and notices of resignation and shall be responsible
323 for ensuring the maintenance of good standing by Members and the initiation of suspension procedures
324 when appropriate.

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

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

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337 a. All costs, charges and expenses which such Member, officer or other person sustains or incurs in or
338 about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or
339 in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or
340 about the execution of the duties of his/her office or in respect of any such liability;
- 341 b. All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the
342 affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect
343 or default.
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345
346 **Article VIII**
347 **Functions and Duties of Presidents Elect and**
348 **Vice-Presidents Elect**

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

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355 **Article IX**

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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.

Signed:

Name: **Dr David Wood**
President

Date: 7th December 2018