

## BY-LAWS OF THE WORLD HEPATITIS ALLIANCE

Amended 1/7/2010

These By-Laws regulate the operation of the World Hepatitis Alliance (the ‘Alliance’) in conjunction with the Statutes. The Alliance was registered as an Association in the State of Geneva, Switzerland on December 5<sup>th</sup> 2007, registration number CH-660-2785007-1.

### **ARTICLE I: The World Hepatitis Alliance, Mission and Activities**

The World Hepatitis Alliance is a not-for-profit international umbrella Non-Governmental Organisation (NGO) whose membership is composed of organisations working in the field of viral hepatitis. It is patient-led and patient-driven and full membership is limited to patient groups. It is not aligned with any party political views, does not engage in political activity and does not discriminate on the basis of creed, religion, lack of religion, ethnicity, sex or sexual orientation.

#### ***World Hepatitis Alliance Mission Statement***

The Alliance provides global leadership and supports action that will halt the death toll and improve the lives of people living with chronic viral hepatitis B and C. Through better awareness, prevention, care, support and access to treatment, our ultimate goal is to work with governments to eradicate these diseases from the planet.

#### ***World Hepatitis Alliance Vision Statement***

World Hepatitis Alliance – Seeking a world without viral hepatitis B & C

#### ***The activities of the Alliance include, but are not limited to:***

1. Raising awareness of chronic viral hepatitis. In particular this involves coordinating global activities for World Hepatitis Day and supporting regional and national World Hepatitis Day programmes
2. Reducing the stigma associated with chronic viral hepatitis by improving education and understanding of chronic viral hepatitis
3. Working with the World Health Organization (the ‘WHO’) to give viral hepatitis the profile and priority it must have
4. Working with member groups to help them ensure that every country has an effective strategy in place to combat viral hepatitis
5. Supporting member groups and helping them to build capacity
6. Liaising with NGOs to secure support and endorsement for the work of the Alliance, its member groups and the annual World Hepatitis Day

## ARTICLE II: Structure

1. The Alliance is composed of Members which are organisations with a primary interest in chronic viral hepatitis. Individuals may not be Members but umbrella organisations may. Organisations or groups that do not qualify for membership may become ‘Associated Groups’.
2. It is not necessary to be a Member of the Alliance in order to take part in World Hepatitis Day and other viral hepatitis awareness-raising activities organised by the Alliance. Indeed, non-members are encouraged to take part and to make use of materials provided by the Alliance.
3. The Alliance is governed by an Executive Board, consisting of a President and 6 Regional Board Members each representing one of the 6 world regions and the countries therein, as defined by the World Health Organization (the ‘WHO’):
  - Africa
  - The Americas
  - Eastern Mediterranean
  - Europe
  - South East Asia
  - Western PacificThe WHO website – [www.who.int/about/regions](http://www.who.int/about/regions) – lists which countries belong to which regions.
4. The 6 Regional Board Members and the President must all be chronic viral hepatitis patients, defined as someone who has or has had chronic hepatitis B or chronic hepatitis C infection. The Regional Board Members are elected by a majority vote of the Voting Members of their respective regions.

In line with the philosophy of the Alliance, the role of the Regional Board Members is:

- to provide governance and strategic direction to the Alliance
- to represent the patient groups in their region and their interests within the Alliance
- where requested, to help patient groups with national advocacy
- to encourage patient groups to work together, both nationally and regionally, to give the Alliance greater cohesion and strength

The role of the Regional Board Members is not to dictate what patient groups in their region they should do or how they should operate.

5. The President represents the whole membership and is elected by majority vote of the Regional Board Members.

## **ARTICLE III: Membership**

### *1. Types of membership*

There are two types of members – Voting Members and Non-Voting Members. The only difference in terms of benefits of membership is that Voting members may vote at annual meetings and may nominate and elect the Regional Board Members for their region.

### *2. Obligations of Members*

In line with the principle aims of the Alliance, all Members are expected to take part in awareness-raising activities around World Hepatitis Day each year, to work together, in as far as is possible, with other Members operating in their country, to present their respective Governments with policy requests and to communicate their activities to the Executive Board at least annually.

Members are also expected to interact with other patient groups both within their region and worldwide to help share best practice and support common national, regional and global goals.

An application to become a Member of the Alliance is taken as acceptance of these obligations.

### *3. Members' benefits*

All Members will be able to use membership logos and will have access to template campaign material, including awareness-raising, advocacy and fundraising tools, as well as support and advice from the Alliance.

### *4. Voting Membership*

The Alliance is a patient organisation. Consequently all of its Voting Members should ideally be patient-driven, meaning that the needs and views of patients drive each organisation's strategy, policies and activities in a significant way and that the organisation is capable of representing the needs and views of these patients. The Alliance accepts that cultural differences may make this difficult in some parts of the world and will therefore permit some flexibility. To become a Voting Member, an organisation should fulfil the five criteria below:

- The organisation must be non-profit and non-governmental and must be independent from commercial, political and religious organisations.
- The organisation must have a legal status appropriate to its country of origin, with a written constitution and/or by-laws. If no appropriate legal status exists in the country of origin, this criterion may be waived at the discretion of the Executive Board.
- The organisation must have chronic viral hepatitis as its primary area of interest and activity.
- The organisation must demonstrate its commitment to patients and the principle of patient-centred healthcare in its guiding statements, such as its vision, mission or organisational objectives, and its activities.
- The organisation must have at least one patient on its governing board. Ideally, as stated above, it should be patient-driven, defined in one of the following three ways:

- (i) The majority of the organisation's voting members are patients<sup>1</sup> or patient representatives<sup>2</sup>.
- (ii) The majority of the organisation's governing body are patients or patient representatives.
- (iii) The organisation can demonstrate that it has some other governance structure which ensures that it is patient-driven.

Where an organisation currently has at least one patient on its governing board but is not patient-driven as defined above, the Alliance expects it to move towards becoming patient-driven.

#### 5. *Non-Voting Membership*

A healthcare-related organisation which is not eligible to become a Voting Member may become a Non-Voting Member if it meets the four criteria below:

- The organisation must be non-profit and non-governmental.
- The organisation must have a legal status appropriate to its country of origin, with a written constitution and/or by-laws. If no appropriate legal status exists in the country of origin, these criteria may be waived at the discretion of the Executive Board.
- The organisation must have a clear interest in chronic viral hepatitis.
- The organisation must demonstrate commitment to improving healthcare and to the principle of patient-centred healthcare in its guiding statements, such as its vision, mission or organisational objectives, and its activities.

#### 6. *Umbrella Organisations*

Umbrella organisations may be Members of the Alliance, provided they fulfil the membership criteria. However, they may not be Voting Members if any of their members are Voting Members of the Alliance.

#### 7. *Associated Groups*

The Alliance recognises that there are organisations and groups that do not meet the Alliance's membership criteria but would like to support the Alliance's work, particularly in raising awareness. The Alliance designates these Associated Groups and is happy to provide them with World Hepatitis Day materials. Associated Group status is granted on request to the Alliance.

#### 8. *Application for Membership*

Applications for membership are initially made to the membership staff of the Alliance, which will then make a recommendation to the full Executive Board. Applicants will be informed of the decision of the Executive Board within 2 calendar months of receipt of the completed application form and all necessary documentation, except in exceptional circumstances. Any organisation refused membership will be informed of the reasons in writing and given the option of appearing or making representations at the next Board meeting to present their case. The period of membership is indefinite but may be ended at any time by a

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<sup>1</sup> A 'patient' is defined by the Alliance for the purposes of its membership criteria as someone who has or has had chronic hepatitis B or chronic hepatitis C infection

<sup>2</sup> A 'patient representative' is defined by the Alliance for the purposes of its membership criteria as a person that is significant for a patient or their care, who can represent that patient, for example a partner, parent, family member or close friend. A patient representative should not be a health professional unless they are also a significant relation or friend of the patient they are representing.

Member. It may also be ended by the Executive Board under certain circumstances laid down in these By-Laws.

9. *Membership Fees*

There are currently no fees for membership but membership fees may be set and amended by the Executive Board. Fees should take into account the different annual incomes organisations in different regions of the world may have.

10. *Termination of Membership*

An organisation's membership may be terminated by the following:

- A written letter of resignation sent to the President
- Legal liquidation or dissolution

The Executive Board, after due deliberation, may suspend or terminate any organisation's membership of the Alliance. Sufficient cause for suspension or termination shall be:

(i) Violation of any by-law, rule, policy or practice duly adopted by the General Assembly and/or the Executive Board of the Alliance

(ii) Any other conduct materially prejudicial to the interests of the Alliance

(iii) Non-payment of fees for membership of the Alliance (if membership fees have been mandated)

11. *Change of Membership Status*

The Executive Board may also change an organisation's membership status from Voting Member to Non-Voting Member in the following circumstances:

(i) A Voting Member, elected as such on the basis of being patient-driven, as defined in Article III.4, ceases to be patient-driven

(ii) A Voting Member, elected on the basis of having at least one patient on its governing board, fails to move towards being patient-driven, as defined in Article III.4, within what the Executive Board considers to be a reasonable time, taking into account all the relevant circumstances, including the cultural context in which the Voting Member operates

12. *Ratification of changes to Membership*

Such suspension, termination or change of membership status shall be decided by a vote to that effect by not less than two thirds of the Executive Board to be effective immediately but on a temporary basis until the decision is ratified at the next face to face Board meeting. The Member in question shall be given at least 20 days' notice and the right to appear, at their own expense, or make representations, at that Board meeting to present any defence or mitigation to such charges before the ratification decision is taken.

## **ARTICLE IV: EXECUTIVE BOARD**

### *1. Composition of Board*

The Executive Board is composed of a President and 6 Regional Board Members. The Board may also choose to appoint advisors and/or observers as Non-Executive Board Members. However, as unelected Board Members, such advisors and/or observers will not have a vote in Board decisions.

The President represents the whole of the membership and may not simultaneously be a Regional Board Member.

The President and the 6 Regional Board Members, must all be chronic viral hepatitis patients, defined as someone who has or has had chronic hepatitis B or chronic hepatitis C infection, are elected by a vote of the Full Members of their respective regions. These regions are:

- Africa
- The Americas
- Eastern Mediterranean
- Europe
- South East Asia
- Western Pacific

The regions and the countries that fall within each are defined by the WHO. Members or aspiring Members from countries whose region is not defined by the WHO may ask the Executive Board to decide the region to which their country belongs.

In a situation where no Board Member has been elected to represent a particular region, the Executive Board may co-opt someone to represent that region on a temporary basis. This may be an existing Board Member but may not be the President.

The Board must be able to reflect the views of both hepatitis B and hepatitis C patients. Therefore, the Board must appoint additional Non-Executive Board Members to ensure that at all times the Board contains at least two hepatitis B and two hepatitis C patients.

### *2. Role*

The business and affairs of the Alliance are supervised and directed by the Executive Board. The day to day business of the Alliance will be carried out by the Alliance staff.

As well as providing direction and supervision for the Alliance globally, the role of the Regional Board Members is to provide the patient perspective and ensure that the Alliance is a patient-driven organisation, In addition, the Regional Board Members play a key part in ensuring their regions are represented. This requires Regional Board Members to be available to Members within their region so that those Members can be sure that their views will be communicated to the Executive Board.

3. *Nomination*

Each Voting Member may nominate one candidate for election as Regional Board Member for the Region. The candidate must be someone who has or has had chronic hepatitis B or chronic hepatitis C and must reside in the country in which the Member is based. Nominations must be made to the Alliance at least thirty-one days prior to the election.

Only one candidate will be accepted from a single country. Voting Members based in the same country will therefore need to co-operate with each other in the choice of a candidate. If more than one candidate continues to be proposed by the Voting Members of a single country at the end of the period during which nominations are accepted, no candidate will be considered nominated from that country.

The final list of nominated candidates will be posted on the Alliance website at least fourteen days prior to the election.

4. *Election*

Each Voting Member may only vote for the Regional Board Member for their own region, each Voting Member having one vote. However, in order to prevent any country having undue influence within a region, the votes from the Voting Members within each country will be tallied and a single country vote applied to the candidate receiving most votes. If more than one candidate has the same number of votes from Members within one country, all Members from that country will be asked to revote for one of the candidates with equal votes. If this second round still fails to produce a clear winner of the country's votes, the outgoing Regional Board Member for that region will have the deciding vote. This process will be made much simpler if members within each country agree to cast their votes for the same candidate.

Once the votes from each country have been decided, the Regional Board Members will be decided by simple majority of votes cast. If no candidate receives an absolute majority of more than 50% of the votes cast, there will be a second round of voting between only the 2 candidates who received the most votes, again with only one vote per country as outlined above. In any tied vote the President will have the casting vote. Elections will be overseen by independent scrutineers.

The President is elected every four years by majority vote of the Executive Board. Any Member may suggest candidates for President through their Regional Board Member but the Executive Board may choose anyone who is a patient and who is not a member of the current Board.

5. *Term of Board Membership*

Regional Board Members shall be elected for a two year term and can serve for a maximum of three consecutive terms, lasting six years. Following these three terms they must stand down and may not be nominated again for two years. Following this two-year period, the organisation can again nominate a person for election to the Executive Board, including individuals who have previously served on the Executive Board.

The President shall be elected, in alternate years to the Regional Board Members, for a four year term and can serve for a maximum of two consecutive terms, lasting eight years. Following these three terms the Executive Board must choose a different President for at least one term.

6. *Officers*

The Executive Board may appoint one or more Vice-Presidents from among its members. The Board shall also appoint a Treasurer and a Secretary, neither of whom need be Board Members.

7. *Termination of Board Membership*

Membership of the Executive Board shall be terminated by any of the following:

(i) Death

(ii) Resignation in a letter sent to the President or, in the case of the President, to the Board.

(iii) Dismissal by the Board. A Board member, other than the President, shall be dismissed by a simple majority vote of the other Board members, provided the Board member has first been offered the opportunity to explain the action or lack thereof that has led to the proposed dismissal. The President may only be dismissed by a unanimous vote of the other Board members.

A vacancy in any office occurring for any reason, including the removal of an officer, may be filled for the unexpired portion of the vacated officer's term by someone appointed by the Board, including an existing Board member.

8. *Meetings and decisions of the Board*

Meetings of the Executive Board shall be held at such time and place as shall be designated by the President as long as there is at least one face to face meeting per year to take place just prior to the Annual Meeting. Notice of meetings shall be sent out at least sixty days in advance. A quorum consists of the President or acting President and at least half of the other Board members.

The Executive Board may take a valid decision outside of meetings by electronic voting, provided that two-thirds of the Board agree to that decision being taken in this way.

The Board will attempt to reach consensus on all decisions. However, where a vote is necessary, each Board Member shall have one vote. If a vote is tied, the President shall have a casting vote.

9. *Remuneration of the Board*

Board Members shall not receive any salary or other remuneration for their work on behalf of the Alliance; expenses incurred for the benefit of the Alliance shall be reimbursed if requested.

## **ARTICLE V: GENERAL ASSEMBLY**

1. *General Assembly*

The General Assembly of the Alliance shall consist of one delegate from each Member. This delegate shall be known as a Member's Alliance Representative.

They should be part of the governing body of the Member – a chief executive, or similar status.

2. *Annual Meetings*

The General Assembly shall meet annually and at such a place and hour as the Executive Board may designate. Written notice shall be given to each Member of the time and place of each Annual Meeting at least sixty days prior to such meeting. Matters subject to the approval of the Annual Meeting of the General Assembly shall include:

- (a) Annual accounts for the previous financial year
- (b) Appointment of the Auditor
- (c) Any other such business as may properly come before the meeting

The Executive Board will also present an Annual Report on the Alliance's activities during the previous financial year and any major strategic plans or programmes for the future for the information of the General Assembly.

The President will chair Annual Meetings

3. *Extraordinary Meetings*

Extraordinary Meetings of the General Assembly may be called by the President who shall fix the time and place for the meeting. The President must call an Extraordinary Meeting of the organisation within 90 days of a request in writing of not less than twenty per cent of the Members, provided that these Members originate from at least five different countries or two world regions, as defined in Article II. Written notice of the date, time and place of each extraordinary meeting shall be given to each Member at least thirty days prior to such meeting.

4. *Virtual Meetings*

Any meeting of the General Assembly may be held electronically, if an absolute majority of the Full Members so decide in an email ballot.

5. *Voting at Meetings*

Each Full Member organisation of the Alliance shall have the right to cast one vote on each matter to be voted at Annual and Extraordinary Meetings of the Alliance. Non-Voting Members do not have the right to vote. Since attendance at meetings will be at Members' own expense, arrangements will be made to permit electronic voting wherever possible. For those attending, votes may be cast by the individual certified to the Executive Board as the Member's Alliance Representative. Alternatively a proxy may be established by a written document to the Executive Board that designates:

- (a) Another individual from the Member who will attend the Meeting instead of the Alliance Representative.

OR

- (b) The Alliance Representative from another Member who is attending the Meeting provided that no Member can hold more than two proxies.

6. *Tied Votes*

If the votes are tied on a motion not concerning the appointment of persons, the motion will be rejected.

## **ARTICLE VI: AMENDMENT OF STATUTES OR BY-LAWS**

The Alliance's Statutes or By-Laws may be amended, repealed, or altered, in whole or in part, with a two thirds majority of the votes cast by the General Assembly at an Annual or Extraordinary Meeting of the Alliance. Amendments may be brought before the General Assembly by the President at the request of:

(a) The Executive Board

(b) Not less than twenty per cent of the Members. The request must be in writing. These Members should originate from at least five different countries or two world regions, as defined in Article II.

Any proposed amendment must be received by the President at least sixty days prior to the Annual or Extraordinary Meeting of the General Assembly. A copy of any amendment proposed for consideration shall be sent to each Member at least thirty days prior to such meeting.

## **ARTICLE VII: DISSOLUTION**

The Alliance can be dissolved by a decision of the General Assembly. If the Alliance is dissolved, any assets remaining after provision has been made for all of its liabilities must be applied directly in line with the objects of the Alliance or be transferred to an exclusively charitable organisation having the same objects as the Alliance.