

## BY-LAWS OF THE WORLD HEPATITIS ALLIANCE

Amended September 2021

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

### **PRELIMINARY: Definitions**

Definitions in these By-Laws, unless a contrary intention appears, are as follows:

**Annual General Meeting:** means an annual meeting of the General Assembly that is called in accordance with Article IV

**Auditor:** means the auditor of the World Hepatitis Alliance

**Board:** means the board of the World Hepatitis Alliance

**Board Member:** means a member of the board of the World Hepatitis Alliance appointed under Article IV

**By-Laws:** means the By-Laws of the World Hepatitis Alliance as amended from time to time

**Chronic Viral Hepatitis:** means infection with hepatitis B or hepatitis C that lasts for longer than six months

**Extraordinary General Meeting:** means an extraordinary meeting of the general assembly in accordance with Article IV

**General Assembly:** means a group of people composed of one delegate from each of the voting members of the World Hepatitis Alliance

**Immediate Past President:** means a previous president of the WHA, whose term as president has most recently expired

**Member:** means a member of the World Hepatitis Alliance, either voting or non-voting, appointed under Article III

**NGO:** means a non-governmental organisation

**Non-Voting Member:** means a non-voting member of the World Hepatitis Alliance appointed under Article III

**Non-State Actor:** means organizations and individuals that are not affiliated with, directed by, or funded through the government

**Not-for-profit organisation:** means an organisation whose purpose is not to make a profit

**Officers:** means people appointed by the board to fulfil specific roles as Secretary or Treasurer.



**PLWVH:** means a person living with viral hepatitis, specifically hepatitis B and/or hepatitis C. For the purposes of these by-laws this term also includes people who have been cured of hepatitis C

**President:** means any person appointed to the position of president of the World Hepatitis Alliance under Article IV

**President-Elect:** means any person appointed to the position of president-elect of the World Hepatitis Alliance under Article IV

**Regional Board Member:** means any person appointed to the position of regional board member under Article IV

**Skills-based Board Member:** means any person appointed to the position of skills-based board member under Article IV

**Umbrella Organisation:** means an organization that represents, controls or organizes the activities of several other organizations all of which have a similar purpose

**Voting Member:** means a voting member of the World Hepatitis Alliance appointed under Article III

**WHA:** means the World Hepatitis Alliance

**WHA Representative:** means a delegate provided by a voting member to the General Assembly

**WHO:** means the World Health Organization

## **ARTICLE I: WHA Mission and Role**

WHA 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 led and driven by people living with viral hepatitis (PLWVH). It is not aligned with any party political views and does not discriminate on the basis of creed, religion, lack of religion, ethnicity, gender or sexual orientation.

### **Mission Statement**

Harness the power of people with lived experience of viral hepatitis to achieve its elimination.

### **Vision Statement**

A world free from viral hepatitis

***Role of WHA:***

1. Raising global awareness of chronic viral hepatitis and the urgent need for elimination
2. Combating stigma associated with chronic viral hepatitis by improving education and understanding of chronic viral hepatitis and the people affected by it
3. Mobilising the global hepatitis community to campaign for action to eliminate viral hepatitis
4. Amplifying the voice and visibility of empowered PLWVH and the affected communities to increase equity as well as generating empathy and understanding to motivate action by decision makers
5. Advocating to, and working with, the World Health Organization (WHO), other international agencies and national governments to ensure viral hepatitis is a public health priority which leaves no one behind.
6. Providing forums and opportunities for national governments, PLWVH, civil society, global funders, public health practitioners and researchers to engage with each other and promote collaboration
7. Supporting members and helping them to build skills and knowledge
8. Actively engaging with a wide range of non-state actors to facilitate a whole-system, person-centered, response to viral hepatitis

**ARTICLE II: Structure of the WHA.**

1. WHA is composed of voting and non-voting members which are legally constituted organisations with a primary or clear interest in hepatitis B and/or hepatitis C. Individuals may not be members.
2. WHA is governed by a board, consisting of a president, a president-elect or immediate past president, six regional board members, and up to five additional board members who provide specific skills needed by the board.
3. Each of the six regional board members are drawn from a country within one of the six World Health Organization regions. <https://www.who.int/about/structure>
4. Collectively the WHA Board has ultimate accountability for the activities and performance of the World Hepatitis Alliance. The role of the board includes but is not limited to:
  - Ensuring the organisation has clear Vision and Mission statements and monitors the implementation of a strategy that aligns programs and activities to these goals
  - Facilitating meaningful engagement with people living with chronic viral hepatitis so that their interests are understood and considered by the board
  - Monitoring the financial performance of the organisation
  - Overseeing risk management and legal compliance
  - Demonstrating accountability, transparency and ethical integrity to members and other stakeholders

The full detail of the role, responsibilities and duties of board members are delineated in separate role descriptions for each position.

**ARTICLE III: WHA Membership**

### 1. *Types of membership*

There are two types of members – voting and non-voting. Only voting members may provide a delegate to the General Assembly, vote at annual and extraordinary meetings and participate in the election of their regional board member.

### 2. *Obligations of members*

The obligations of WHA members include but are not limited to the following:

- i. Support WHA's Mission, Vision and activities
- ii. Comply with WHA by-laws, rules, policies and practice
- iii. Not engage in conduct which is materially prejudicial to the interests of the WHA
- iv. Use evidence-based healthcare and best practice to inform work on combating viral hepatitis
- v. Provide WHA with access to their annual report or a report of activities each year if requested

Member obligations are detailed in full as part of the membership application process. To become a member of WHA is taken as acceptance of these obligations.

### 3. *Members' benefits*

Being a member of WHA offers an organisation a range of exclusive benefits which are detailed in full as part of the application process. Importantly, as part of the global movement fighting for a world free from viral hepatitis, an organisation's profile will be elevated to an international level. WHA is in *official relations* with WHO, this boosts a member organisation's credibility and recognition, helping to secure government attention and engage with WHO regional and country offices. Voting members also influence the strategy and leadership of WHA by nominating presidential candidates and voting for their regional board members.

Being part of the largest global network of hepatitis organisations driven by PLWVH raises an organisation's profile, expands networks, facilitates contributions aimed at influencing the global hepatitis agenda and assists organisational activities to make a bigger impact.

### 4. *Voting membership criteria*

All of WHA's voting members should be driven by PLWVH and demonstrate connection to affected individuals and communities to facilitate the representation of their views. The needs and views of people with lived experience of chronic viral hepatitis should drive the organisation's strategy, policies and activities in a significant way. WHA 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 must fulfil each of the five criteria below:

- i. The organisation must be non-profit and non-governmental and must be independent from commercial, political and religious organisations.
- ii. 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 board.
- iii. The organisation must have chronic viral hepatitis as its primary area of interest and activity.

- iv. The organisation must demonstrate its commitment to people with lived experience of chronic viral hepatitis in its governing documents and statements, such as its constitution or by-laws, vision, mission or organisational objectives, as well as its activities.
- v. The organisation must have at least one person with lived experience of chronic viral hepatitis on its governing board and show evidence that it has other governance structures in place that demonstrate it is driven by people with lived experience of chronic viral hepatitis.

#### 5. *Non-voting membership criteria*

Other hepatitis-related organisations which are not eligible to become a voting member may become a non-voting member if they meet each of the four criteria below:

- i. The organisation must be non-profit and non-governmental and must be independent from commercial, political and religious organisations.
- ii. 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 board.
- iii. The organisation must have a demonstrated and clear interest in chronic viral hepatitis
- iv. The organisation must demonstrate commitment to improving evidence-based healthcare and to the principle of PLWVH-driven healthcare in its guiding statements, such as its vision, mission or organisational objectives, and its activities.

#### 6. *Umbrella organisations*

Umbrella organisations may apply to be members of WHA, provided they fulfil the membership criteria. However, they may not become a voting member of WHA if any of their own members are voting members of WHA.

#### 7. *Application for membership*

All applications, voting and non-voting, are made in writing and in line with the full requirements provided by WHA Staff. Applications which meet the requirements will be reviewed by the board. Applicants will normally be notified within three months of the outcome of their application.

#### 8. Fees

There are currently no fees for membership.

#### 9. *Change of membership Status*

A member may submit an application at any time to change its membership status from voting to non-voting or from non-voting to voting if their current membership category is no longer the most appropriate to their organisational circumstances. The application for change of membership status will be assessed and determined in the same way as a new application.

An existing voting member or non-voting member may be requested by WHA, to submit documentation to substantiate fulfilment of the criteria for their membership and obligations at any time. Following assessment the WHA will confirm, change or cancel membership as appropriate in accordance with the membership criteria and obligations. Failure to submit the requested documentation within three months may result in termination of membership.

## 10. *Termination of membership*

An organisation may choose to terminate membership by written notification to the president.

An organisation will automatically be terminated by WHA if it is legally liquidated or dissolved.

Members may also be terminated by the board due to:

- i. Violation of any by-law, rule, policy or practice duly adopted by the general assembly and/or by the WHA board
- ii. Conduct materially prejudicial to the interests of the WHA
- iii. Failure to uphold the obligations of members
- iv. Failure to substantiate ongoing compliance with criteria for membership

## 11. *Board ratification of membership status*

All recommendations related the new member applications, change of membership status and termination of members must be put to the WHA Board for approval or otherwise.

In relation to any downgrading of membership status and/or termination of membership, prior to the board considering the matter, the member in question shall be given 20 days' notice and the opportunity to make written representations on why their membership should not be changed or terminated. All communications from the member must be provided in English. Decisions of the board are determined by a vote by not less than two-thirds of the board and are final with immediate effect.

## **ARTICLE IV: WHA BOARD**

### 1. *Composition of board*

The board is composed of up to thirteen volunteers as follows:

- a president
- a president-elect or an immediate past president
- six regional board members
- up to five additional board members to provide specific skills or experience required by the board, this group is referred to as skills-based board members

The regional board members are drawn from one of the following six WHO designated regions of:

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

In line with the principle that the WHA is driven by people with lived experience of chronic viral hepatitis, the president, president-elect, immediate past president, and regional board members must be PLWVH. The skills-based board members may also be PLWVH but this is not a requirement.

### 2. *Remuneration of the Board*

All board members are volunteers and are not provided with a salary or other remuneration for their work on behalf of the WHA. Reasonable travel expenses are covered or reimbursement offered for attendance at face-to-face board meetings or for other *pre-approved* purposes in accordance with the relevant WHA policy.

### 3. *Nominations, appointments and term of office of the president*

Both voting or non-voting members or an existing board member may nominate individuals to take up the position of president-elect who will, following a one-year period as president-elect, assume the office of president. Acceptance of the nomination requires a commitment to a total of four years on the WHA Board. The first year is as the president-elect, the second and third year is as president, and the fourth year is as the immediate past president.

All nominations will be considered by the WHA Board, and appointments to the position of president-elect are decided by a majority vote of the WHA Board, excluding any current board member being considered for the role.

Once the president has served a two-year term, preceded by one-year as the president-elect and followed by one-year as the immediate past president they must stand down and cannot be nominated again for the position of president-elect for a minimum of two years.

### 4. *Nominations, appointments and terms of office of regional board members*

Regional elections are held each year for half of the six regional board positions. Regional board members are elected by the voting members within their WHO region.

Nominations of an individual that meets the criteria to be a regional board member may be made by both voting or non-voting members within that region or by an existing WHA Board Member. Nominators must have known the nominee for a minimum of two years and be willing to vouch for their suitability for the role.

To ensure each country has equal weight in the selection of the regional board member it is important to note that each country can only nominate *one* person for the position and each country only has *one* vote in their regional board member elections. The election process is as follows:

#### Step 1: Nominations

Nominations are opened by the WHA and each country with voting and/or non-voting members is able to submit one nominee. Countries are not *required* to submit a nominee.

#### Step 2: Nominations - when there is more than one nominee from a country

Only one nominee for regional board member is permitted from each country. As required the WHA will distribute nominee ballots to each voting member in a country that has submitted more than one nominee. Each voting member is invited to rank their first and second preferences for the position. The nominee receiving the most votes will go forward as that country's nominee for regional board member provided they receive 51% of the votes received. If no candidate receives 51% of the vote the nominee with the least first preference votes is eliminated and these votes are re-distributed according to the recorded second preference. The person who has the most votes at the end of this stage goes forward as a candidate for the regional board member from that country.

Step 2: A list of final candidates for the regional board member is compiled.

Note: Where only one candidate is put forward for a regional board member position, that person is automatically elected. If however there are several candidates each country has one vote to elect the regional board member. Country voting as per step 3a and step 3b takes place at the same time.

**Step 3a: Determining the country vote – for countries with a single voting member**

A voting ballot is distributed to the single voting member who determines their first and second preference for the regional board member position from the list of final candidates.

**Step 3b: Determining the country vote – for countries with multiple voting members**

Voting ballots are distributed to each voting member within a country and each voting member records their first and second preference from the list of final candidates. Votes are then collated and counted on the basis of the first preference in the first instance. The candidate receiving the most votes will go forward as that country's first preference for regional board member provided they received 51% of the votes received, and, the person in second position will go forward as the second preference. However, if no candidate received 51% of the vote, the candidate with the least first preference votes is eliminated and these votes are re-distributed according to the second preference recorded on the ballot. When votes are re-counted, the person who has the most votes becomes the country's first preference and the person with the second highest votes becomes the country's second preference for the regional board member position.

**Step 4: Counting of country votes**

All country votes are collated and counted on the basis of the first preference votes in the first instance. The candidate receiving the most votes will become the regional board member provided they received 51% of the country votes received. If no candidate received 51% of the country votes, the candidate with the least first preference votes is eliminated and these votes are re-distributed according to the second preference as recorded on the ballot. When votes are re-counted the person with the most votes is elected as regional board member.

If required, and at any stage, the president will have a casting vote to break a tied vote. Regional elections will be verified by an independent arbitrator.

Regional board members are appointed for a two year term. They may serve for a maximum of three consecutive terms, lasting six years in total at which point they must stand down and may not be nominated again for at least two years.

## 5. Nominations, appointments and terms of office of skills-based board Members

Skills-based board members are appointed by the president, in consultation with the board and the CEO according to the skill and experience requirements of the board. Board considerations may include issues of gender balance; having a balance of people with lived experience of hepatitis B and hepatitis C; and the need for a range of technical skills and experience. Skills-based board member appointments are for a two year term, and may start at any time. They may serve for a maximum of three consecutive terms, lasting six years in total at which point they must stand down and may not be re-appointed again for at least two years.

## 6. Vacancies

A vacancy arising for any reason in a board member role may be filled for the unexpired portion of the vacated board member's term by someone appointed by the president in consultation with the board.

## 7. Officers



The board may appoint officers to the positions of Treasurer and Secretary neither of whom need be board members.

#### 8. Dismissal of a board member

The WHA expects all board members to adopt the highest standards of ethical, personal and professional conduct and, at all times, put the interests of the WHA before their own interests. Should a board member not uphold these standards, or, wilfully act in a manner prejudicial to the interests of the WHA, the board may seek to dismiss the member.

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 in accordance with the relevant WHA policy. The president, president-elect and immediate past president, may only be dismissed by a unanimous vote of the other board members.

#### 9. Appointment of Proxies

If unable to attend a board meeting and in accordance with the relevant WHA policy, the absent board member may appoint any of the other current board members as their proxy. In normal circumstances it is expected that the president, the president-elect or the immediate past president would be called on to act as the Proxy for the absent board member.

#### 10. Meeting Procedures and Quorum

Board meetings shall be held at such time and place as shall be designated by the president. A minimum of four meetings, one each quarter, shall be held each year. The majority of board meetings will be held virtually, however, whenever possible at least one face-to-face meeting will be held each year. Notice of quarterly board meetings will be provided thirty days in advance, but scheduling may be altered by agreement of board members. Quorum for meetings will be the president or acting president, plus at least half the remaining board members.

The board will attempt to reach consensus on all decisions. When voting is required, each board member has one vote and board matters will be decided by a simple majority, except in matters where the By-Laws require a two-third majority. In the event of tied vote, the president shall have an additional vote to break the tie. As needed, the board may take a valid decisions outside of face-to-face meetings by electronic voting.

#### 11. Formation and Powers of sub-committees of the board

The board may form sub-committees as it sees fit. All sub-committees are required to have an approved terms of reference and must report their activities to the board. The sub-committee must include a minimum of three board members and may co-opt up to two experts from outside the board. Quorum is a minimum of three including two board members. All sub-committees may make recommendations for board consideration but cannot make decisions independently from the board.

### **ARTICLE V: GENERAL ASSEMBLY**

#### 1. *General assembly*

The general assembly of WHA shall consist of one delegate from each voting WHA member. This delegate shall be known as a member's WHA representative. They would normally be a senior staff member, or part of the governing body of the member organisation.

While non-voting members may attend, they have no voting rights at the General Assembly.

A meeting of the general assembly must be convened in accordance with the rules set out below, and also if one-fifth of the voting members so request.

*2. Annual meetings of the general assembly*

The general assembly shall meet annually and at such a place and hour as the WHA Board may designate. Meetings are held virtually or face-to-face. Written notice shall be given to each WHA voting member of the time and place of each annual meeting at least thirty 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 board will also present an Annual Report on the WHA'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 general assembly 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 voting 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 voting member at least thirty days prior to such meeting.

*4. Voting at meetings*

Each voting member shall have the right to cast one vote on each matter to be voted at annual and extraordinary meetings of WHA. Non-voting members may attend but have no voting rights. Since attendance at face-to-face meetings will be at members' own expense, arrangements will be made to permit electronic voting. For those attending in person, votes may be cast by the individual certified to the board as the member's WHA representative. Alternatively a proxy may be established by a written document to the board that designates:

- (a) Another individual from the member who will attend the Meeting instead of the WHA representative.

OR

- (b) The WHA representative from another member who is attending the meeting provided that no member can hold more than two proxies.

*5. Tied Votes*

If the votes are tied on a motion not concerning the appointment of persons, the motion will be rejected. The president will have a casting vote on any agenda item requiring the appointment of persons.

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

WHA Statutes or By-Laws, with the exception of Article IV – WHA Board, may be amended, repealed, or altered at any time deemed appropriate by a vote by not less than two thirds of the WHA Board.

They may also 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 WHA. Amendments may be brought before the general assembly by the president at the request of not less than twenty per cent of the members. The request

must be in English 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 thirty 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 voting member at least fifteen days prior to the vote on the amendment .

#### **ARTICLE VII: DISSOLUTION**

WHA can be dissolved by a decision of the general assembly. If WHA 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 WHA or be transferred to an exclusively charitable organisation having the same objects as WHA.