



BY-LAWS OF THE WORLD HEPATITIS ALLIANCE

Amended October 2018

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 December 5th 2007, registration number CH-660-2785007-1.

ARTICLE I: The World Hepatitis Alliance, Mission and Activities

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 patient-led and patient-driven and full membership is limited to patient groups. 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.

World Hepatitis Alliance Mission Statement

To achieve a world free from viral hepatitis, we provide global leadership in advocacy, awareness-raising and the fight to end its social injustice.

World Hepatitis Alliance Vision Statement

Fighting for a world free from viral hepatitis

The activities of WHA 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 programs
2. Providing the administrative and logistical support for NOhep, the global movement to eliminate viral hepatitis by 2030
3. Reducing the stigma associated with chronic viral hepatitis by improving education and understanding of chronic viral hepatitis
4. Working with the World Health Organization (WHO) and national governments to give viral hepatitis the profile and priority it must have
5. Working with Members to help them ensure that every country has an effective strategy in place to combat viral hepatitis

6. Organising, with WHO, the World Hepatitis Summit, the key global forum on viral hepatitis for national governments, people living with viral hepatitis, civil society, global funders, public health practitioners and researchers.
7. Supporting Members and helping them to build capacity
8. Liaising with a wide range of Non-State Actors to secure support and endorsement for the work of WHA, its Members and the annual World Hepatitis Day
9. Ensuring that appropriate diagnostics and the best treatments for viral hepatitis are affordable and accessible to all those who need them so that no-one is left behind

ARTICLE II: Structure

1. WHA is composed of Members which are legally constituted 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 WHA in order to take part in World Hepatitis Day and other viral hepatitis awareness-raising activities organised by WHA. Indeed, non-members are encouraged to take part and to make use of materials provided by WHA.
3. WHA is governed by an Executive Board, consisting of a President, 6 Regional Board Members and up to 5 additional Board Members to provide specific skills needed by the Board. Each Regional Board Member represents one of the 6 world regions and the countries therein, as defined by WHO:
 - Africa
 - The Americas
 - Eastern Mediterranean
 - Europe
 - South East Asia
 - Western PacificThe WHO website – 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.

5. The skills-based Board Members may be, but are not required to be, viral hepatitis patients

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

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

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

6. The President represents the whole membership and is elected by majority vote of the 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 elect the Regional Board Members for their region.

2. *Obligations of Members*

In line with the principle aims of WHA, 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 WHA is taken as acceptance of these obligations.

3. *Members' benefits*

- **Profile:** WHA is in *Official Relations* with WHO (more on this in the influence benefit section) and has *Special Consultative Status* with the Economic and Social Council. Consequently, being a member will increase your organisation's credibility, particularly with governments and the international community at large.

Furthermore, as a member of WHA you will benefit from our media reach. WHA utilises every opportunity to promote its members' activities, projects and work through its media channels (i.e. website, Facebook, Twitter, YouTube, WHD Summary Report, e-magazine etc.), thus giving international visibility to your work. As a member

of WHA you will benefit from your own dedicated page on WHA's website. WHA also strives to profile members as much as possible in its own activities, such as featuring member case studies in webinars and international media releases.

- **Influence:** As full member of WHA you may nominate a candidate for the role of President and may nominate and elect the Regional Board Member for your region. Board Members, once elected, represent the views of members in their region at board level. Your views and experiences will help shape the strategic direction of WHA and how it influences the global health agenda. Voting members may also vote at the WHA's Annual General Meetings.

WHA *Official Relations* status with WHO means that our members are, by definition, in official relations with their respective WHO Country Office. As such, members may develop and implement a programme of collaboration with WHO at a national and even regional level to ensure implementation of hepatitis strategies.

Together with WHO, WHA holds the World Hepatitis Summit (WHS) every two years in collaboration with a different government each time in order to further the hepatitis agenda. WHA therefore sits on both WHS organising and programme committees and holds broad consultations with its members to ensure they have the opportunity to input in the development of the programme.

- **Networking opportunities & participation:** As a member of WHA, you will become part of a global network of patients' organisations. You will have the opportunity to apply for a fully funded place to participate in the World Hepatitis Summit as well as in our Pre-Summit Members' Conference. In addition to being forums for capacity building, information and exchange of good practices, these events offer excellent opportunities to network and therefore allow you to make useful connections as you move your work forward.
- **Capacity building**
 - **Information and Resources:** All members receive a WHA Member logo to use on their website. The resource section of our website offers a wide range of materials which is regularly developed and updated and includes factsheets, reports, infographics, toolkits, template letters and much more. While our resources cover a wide range of topics and regions, they are developed based on the specific needs of our members. We also strive to disseminate information about global debates concerning viral hepatitis and current treatment news in the latest news section of our website.

All WHA members receive an exclusive pre-launch preview of the World Hepatitis Day (WHD) campaign. WHA provides members with campaign materials to support their WHD activities, including posters, infographics, logos, banners and more. A customisable poster tool allows members to tailor the global campaign to suit their local priorities and toolkits are available to assist in campaign planning,

organising events and approaching media. Members are able to promote their activities through the WHD website via pages such as an events map, campaign supporters' page and photo gallery.

- **Educational webinars:** WHA creates and hosts various webinars aimed at educating and upskilling members in key areas to effectively lobby for change. Topics covered so far include policy, advocacy, awareness raising and access to diagnostics and medicines. Members are able to participate live and get to ask questions to a panellist of experts. Recordings and slide decks are subsequently made available on our website.
- **Workshops and educational events:** The Pre-Summit Member Conference programme is developed exclusively for the benefit of members and focuses on key areas of interest identified through needs assessments. In addition to this, members of WHA may gain access to regional educational events organised by partners and other key stakeholders.
- **Policy:** WHA offers support and advice to members with their policy work, helping them ensure that their country has an effective strategy in place to eliminate viral hepatitis and, if necessary, can help members get access to their governments. For example, ahead of the 69th World Health Assembly and the adoption of the elimination strategy for viral hepatitis, WHA provided members with a template letter to ministers and supported members with their outreach. To further support members' lobbying, WHA also provided a template press release, template social media posts and tips and video content. Our members also get first hand opportunity to get involved in bigger projects such as Global Policy reports, Civil Society reports and other global surveys results, which offer resourceful advocacy tools.
- **Fundraising:** Toolkits specifically dedicated to fundraising are developed and updated and it is also an area addressed in our capacity building activities. Our members may also benefit from our experience, research, network and partnerships with the corporate world. We are also in constant contact with our own sponsors to encourage the support of their affiliates in countries where we have members.

4. *Voting Membership*

WHA is a patient organisation. Consequently all of its Voting Members should ideally be patient-driven, meaning that the needs and views of people living with viral hepatitis drive the organisation's strategy, policies and activities in a significant way and that the organisation is capable of representing their needs and views. 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 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 people living with viral hepatitis 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 patient¹ 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 or patient representatives².
 - (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, WHA 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 WHA, provided they fulfil the membership criteria. However, they may not be Voting Members if any of their members are Voting Members of WHA.

7. *Campaign Supporters*

WHA recognises that there are organisations and groups that do not meet WHA's membership criteria but would like to support WHA's work, particularly in raising awareness. WHA designates these Campaign Supporters and is happy to provide them

¹ 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

² 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.

with World Hepatitis Day materials. Campaign Supporter status is granted on request to WHA.

8. *Application for Membership*

Applications for membership are initially made to the membership staff of WHA, 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 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 may terminate any organisation's membership of WHA following a comprehensive process of enquiry. Sufficient cause for 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 WHA

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

(iii) Non-payment of fees for membership of WHA (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 or from Non-Voting Member to Voting Member in the following circumstances:

Voting Member to Non-Voting Member:

(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.

Non-Voting Member to Voting Member:

- (i) A Non-Voting Member's area of interest and activity becomes primarily focused on chronic viral hepatitis

AND

- (ii) The Non-Voting Member can evidence that:
 - a. There is at least one patient on their governing board
 - b. That they are patient-driven as defined in Article III.4

12. *Ratification of changes to Membership*

Such 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 at a duly constituted Board Meeting to be effective immediately.

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 decision is taken.

ARTICLE IV: EXECUTIVE BOARD

1. *Composition of Board*

The Executive Board is composed of a President, 6 Regional Board Members and up to 5 additional Board Members to provide specific skills needed by the Board. A President Elect or an immediate Past President will also sit on the board in a non-executive capacity, the former to shadow the current President and learn the workings of WHA before taking on the role and the latter in an advisory role to the current President. 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 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. Regional Board Members 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 WHO. Members or aspiring Members from countries whose region is not defined by 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.

Skills-based Board Members are chosen by the President, in consultation with the Executive Board and the CEO.

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

As well as providing direction and supervision for WHA globally, the role of the Regional Board Members is to provide the patient perspective and ensure that WHA 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.

Skills-based Board Members will provide expertise to strengthen and support the Board's ability to achieve WHA's strategic ambitions.

Comprehensive role description and person specification exist for all roles.

3. *Nomination*

Regional Board Members

Candidates may be nominated for election as Regional Board Members for the Region by any full (voting or non-voting) member of WHA. The candidate must reside in the country in which the nominating organisation is based and be someone who matches the requirements of the role, particularly with regards to chronic hepatitis B or chronic hepatitis C infection status and the level of spoken and written English. Nominations must be made to WHA at least thirty-one days prior to the election as per the agreed procedure.

Only one candidate will be accepted from a single country. Nominating organisations 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 nominating organisations of a single country at the end of the period during which nominations are accepted, Regional Board Members, with the exception of the one representing the region in which the country belongs, will vote. This vote will settle the choice of a candidate for the country.

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

President

Any full (voting or non-voting) member of WHA may nominate a person to be considered by the Executive Board for the role of President. Only members may make nominations.

4. *Election*

Regional Board Members

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 Voting Members within one country, all Voting 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 providing that he/she is not a candidate. If he/she is, then the other five Regional Board Members should have the deciding vote. This process will be made much simpler if Voting 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.

President

A President is elected every two years ideally by consensus although a majority vote of the Executive Board will be sufficient.

5. *Term of Board Membership*

Regional Board Members

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. A staggered rotation is implemented to ensure continuity of the work carried out by the Board by which elections are conducted for half the Board every year. To initiate this process, the first term following Board decision in January 2017 shall be of 3.5 years for three Board Members.

Skills-based Board Members will be appointed for 2-year terms.

President

Any individual with the ambition to become President of WHA must commit to a 4-year mandate, the first year as President Elect, two subsequent years as President and a final year as Past President. Presidents cannot serve two consecutive terms but can serve more than one non-consecutive term.

6. *Officers*

The Executive Board may appoint one or more Vice-Presidents from among its members. The Board may 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. Apart from the President-Elect and Immediate Past President offices, the same rule applies to Non-executive Board Members. The President, including President-Elect and Immediate Past 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. 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 WHA; expenses incurred in the course of their work for WHA shall be reimbursed if requested.

ARTICLE V: GENERAL ASSEMBLY

1. *General Assembly*

The General Assembly of WHA shall consist of one delegate from each Member. This delegate shall be known as a Member's WHA 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 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 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 WHA shall have the right to cast one vote on each matter to be voted at Annual and Extraordinary Meetings of WHA. 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 WHA 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 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.

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

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

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.