

Heart Failure Association (HFA) of the European Society of Cardiology

Constitution and Rules for Management

Introduction

The constitution reflects the fundamentals of a transparent and democratic organisation under strong collective leadership.

The decision making policy of the Heart Failure Association of the ESC is based on its three-level hierarchy, i.e. the **GENERAL ASSEMBLY**, the **BOARD**, and the **EXECUTIVE COMMITTEE**.

Article 1: Establishment and Liability Insurance

The HFA has been launched at the General Assembly of the ESC in Munich on August 30 2004, as a Registered Branch of the ESC. As only ESC, as a French Charity, is a legal entity, liability remains at ESC Board and CEO level. Accordingly, all ESC policies, procedures, French fiscal and accounting rules are applicable to the HFA. HFA leadership is nevertheless responsible and accountable for its decisions.

Article 2: Purpose and function

Mission Statement:

“To improve quality of life and longevity, through better prevention, diagnosis and treatment of heart failure, including the establishment of networks for its management, education and research.”

This includes:

- **Education:** organisation of the HFA Annual Congress, the Translational Winter Research Meeting, Education and Training programmes, Workshops, producing Consensus Documents on different subjects in the field of Heart Failure;
- **Research:** promotion of research to improve understanding of the mechanisms of disease progression; improve treatment and its delivery to the patients; establish European Heart Failure Research Networks; through several committees and Study Groups;
- **Industry Forum:** Create European discussion platform and partnership in dealing with common issues about heart failure; improve awareness of Heart Failure in Europe; involve Industry in research;
- **Guidelines:** directly participate in establishing ESC guidelines for the diagnosis and treatment of acute and chronic heart failure;
- **Surveys and Registries:** promotion of surveys regarding the epidemiology, procedures and treatments in the patients with acute and chronic heart failure;
- **Patient Care:** establishment of a European Network of Heart Failure Management Programmes; implementation of the ESC Guidelines on Heart Failure;
- **External Affairs:** representation of Heart Failure within public domain; collaboration with international societies in the field of heart failure;
- **National Heart Failure Societies:** collaboration with national heart failure working groups;
- **ESC:** contribution to all appropriate ESC committees and professional activities including the Annual ESC Congress;
- **Journal:** publication of the scientific journal: the European Journal of Heart Failure;

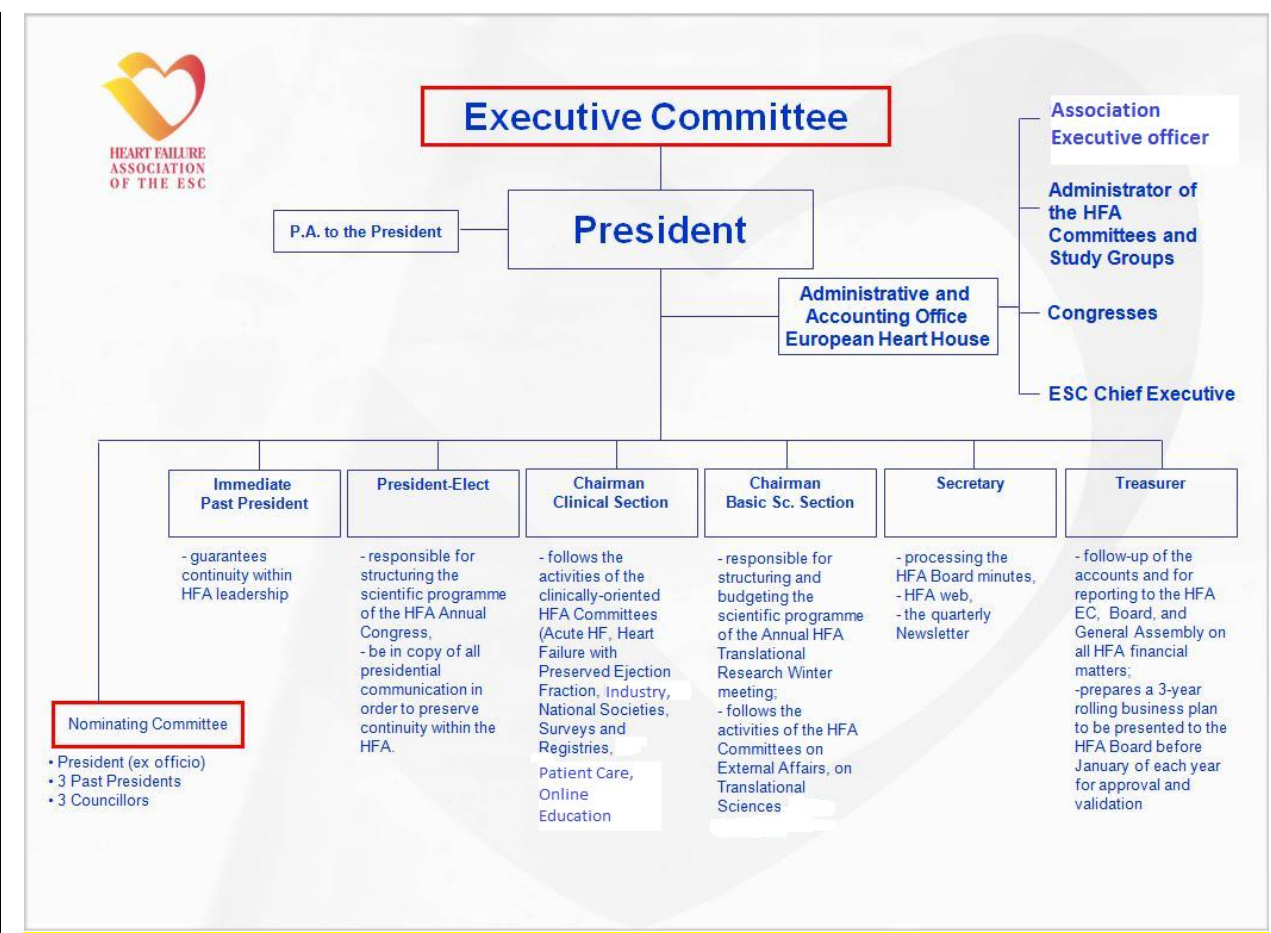
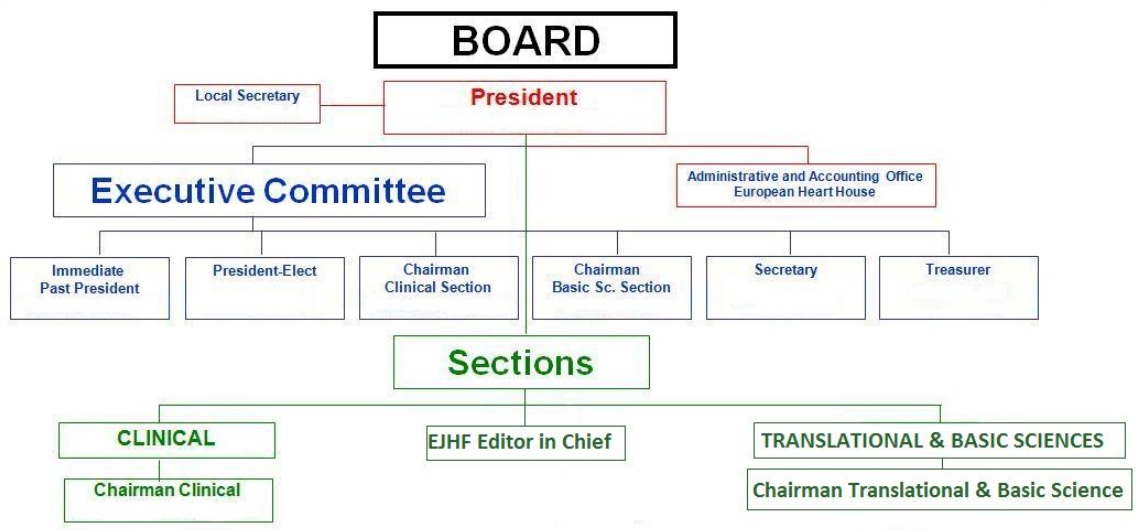
Article 3: Structure of the HFA Board and Executive Committee

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HEART FAILURE ASSOCIATION of the ESC



Article 4: Organization and Responsibilities

1. The HFA General Assembly

- is the forum where all members of the HFA will be informed about all decisions made by the HFA Board and will be entitled to vote for the new candidates proposed for the Board;
- is the forum to validate the HFA constitution;
- it shall convene once a year at the HFA Annual Congress;

2. The HFA Board

- consists of up to 20 members of the Clinical and Basic (Translational) Science Sections and 3 to 5 ex officio members who all have voting rights
- ex officio board membership positions are reserved for the Editor-in-Chief of the EJHF and up to 2 chairmen of the scientific programme committees of upcoming annual HFA congresses and up to 2 Working Group chairs, if these individuals are not already HFA board members
- Up to 5 sui generis members of the board (typically 2 to 3) are chosen among HFA past-Presidents or former HFA Board members to be advisors of the HFA president and to ensure continuity of HFA activities;
- Sui generis members are proposed by incoming HFA president and validated by the HFA board
- Sui generis members are appointed for 2 years (once renewable) and have no voting rights in the HFA Board;
- all decisions and initiatives of the HFA are taken and approved by the HFA Board;
- the HFA Board approves the HFA strategic goals;
- it shall be convened a minimum of 5 times per year upon invitation of the HFA President or upon request by 5 Board members;
- HFA Board remains sovereign in deciding upon its internal structure and functional hierarchy, scientific governance, nominations (including of the Editor of the EJHF);

3. THE HFA Executive Committee

- the HFA Board appoints the EC members;
- the EC consists of the HFA President, the President-Elect, both Chairmen of the Clinical and Basic Science Sections, the Secretary, the Treasurer, and the immediate Past-President;
- identifies issues, prepares the HFA Board agenda and decisions to be taken by the full Board, makes initial recommendations to the Board, follows and controls execution of HFA Board decisions;
- prepares the HFA strategic goals (long-term goals), reviewed and adapted with each new HFA President;
- it shall be convened at least on a monthly basis, or on request by one of its members; although teleconferences can be the rule, at least two annual face-to-face EC meetings should be envisaged;
- responsibilities and task assignments of the EC members are determined by the EC and approved by the HFA Board, and more specifically :
 - the **President**: preserves the overview of the organization;
 - the **President-elect**: responsible for structuring the scientific programme of the HFA Annual Congress (together with the by the HFA Board appointed local chairman of the scientific committee); he is in copy of all presidential communication in order to preserve continuity within the HFA;
 - the **Chairman Clinical Section**: follows the activities of the clinically-oriented HFA Committees (Acute HF, Heart Failure with Preserved Ejection Fraction, On-line Education, National Societies, Surveys and Registries, Patient Care, Industry Committee);
 - the **Chairman Basic/Translational Science Section**: is responsible for structuring and budgeting the scientific programme of the Annual HFA Translational Research Winter meeting; he follows the activities of the HFA Committees on External Affairs and on Translational Sciences),
 - the **Secretary**: is responsible for processing the HFA Board minutes, for the HFA web, for the quarterly Newsletter;
 - the **Treasurer**: is responsible for the follow-up of the accounts and for reporting to the HFA EC, Board, and General Assembly on all HFA financial matters; he is also responsible for preparing a 3-year rolling business plan to be presented to the HFA

Board before January of each year for approval and validation (see also Article 6: HFA Corporate Governance);

- the **immediate Past-president** guarantees continuity within HFA leadership and chairs the Nominating Committee
- six EC members occupy the six ESC voting positions allotted to the HFA (if needed they can be replaced in this function by other HFA board members);

4. The HFA Nominating Committee

- the **Nominating Committee** consists of six members, 3 Past Presidents, the HFA-President (ex-officio) and 3 councillors elected for a period of two years;
- the **Nominating Committee** is presented by the **Executive Committee** to the **Board**;
- the immediate HFA-Past-President will be the **Chairman** for two years;
- the **Nominating Committee** will be responsible for:
 - nominating candidates for **all EC positions**;
 - evaluating and nominating candidates for each of the voting **officer positions in the Board**;
 - all candidates nominated by the Nominating Committee will be presented to the **Executive Committee** to be recommended to the **Board** for election, and must be confirmed by vote by the general assembly;
- it will be convened whenever the HFA Board has decided upon opening new EC or Board positions;

Timelines Nominating Committee

Deadlines	Tasks
January	Discussion and decision of all open EC / Board / NC positions Announcement to all HFA members through Newsletter and E-mail
End February	Close call for submissions
March	Pre-selection by Nominating Committee and advice to Executive Committee
April	Discussion, voting, and final approval by the entire HFA Board
June	Announcement at General Assembly

Article 5: Terms of Office

- the term of office for each of the voting members of the **Board** (except ex officio members) shall be two years; Board members may be re-elected for a further two years;
- **Board** members to serve on the **Executive Committee**, can be renewed for an additional two years;
- the maximum term of service on the **Board** in whatever position, except the President and ex officio members, shall be six years; **Board** members can come back after an intervening period of six years except the President;
- attendance by the HFA Board members to the Executive Committee/Board meetings will be evaluated on a two-year basis; Members with poor attendance and a lack of commitment will be invited to step down from the HFA Board;
- any HFA Board member whose term is over or who resigns prematurely from the HFA Board should, unless the HFA Board decides otherwise, also resign from all HFA mandated tasks or HFA positions inside and outside HFA;

Article 6: HFA Corporate Governance

- although ESC legal and financial liability remains at ESC Board and CEO level, the HFA Board is responsible and accountable for her decisions and all ESC policies and procedures, French fiscal and accounting rules are applicable;

Decision Making Process

HFA Executive Committee

- identifies issues;
- prepares the HFA Board agenda and decisions to be taken by the full Board;
- makes initial recommendations to the Board;
- follows and controls execution of HFA Board decisions;

HFA Board

- all HFA decisions are made by the HFA Board, either at the HFA Board meeting, or by e-mail;

HFA General Assembly

- all HFA members are informed on all HFA initiatives at the HFA General Assembly;
- they are entitled to vote on all major decisions in the change of structure of the HFA, and the HFA Board and EC members;

European Heart House

- ESC legal and financial liability remains at ESC Board and CEO level;
- the CEO will provide sufficient managerial and administrative support to the Association;
- the finance department will manage the HFA finances according to the French fiscal, financial and legal regulations;
- the ESC congress division will organize the HFA Annual meeting and the HFA Winter Research meeting according to the respective contracts between ESC and HFA;

Project Approval Process

- any HFA member, HFA Board member and/or HFA Committee/Study Group can present proposals to the HFA Board about new initiatives or projects in the field of Heart Failure;
- the HFA Board first decides on a provisional endorsement of the above proposals;
- all new initiatives or projects are, however, approved by the HFA Board only after presentation of a detailed plan for implementation and an acceptable budget plan;
- if the budget plan is less than or equal to the annual, already allotted budget of the involved HFA Committee/Study Group: see Article 8;
- if the budget plan exceeds the annually allotted budget plan of the involved HFA Committee/Study Group (see Article 8):
 - the Committee Coordinator will be invited by the HFA Board to contact potential sponsors;
 - financial sponsorship can be endorsed by HFA Board approval only either if obtained through collective sponsorship (e.g. through the HFA-Industry Forum Committee) or if given by a single sponsor in a form of an unrestricted educational grant, and a signed contract has to be presented to the HFA Board;
 - any contract with parties external to the HFA-ESC is to be HFA Board approved and signed by the following 4 parties: the sponsor, the ESC-CEO, the HFA President, the HFA Treasurer;
 - all thus externally-obtained financial support is transferred to the HFA-(ESC)-account;
- no issue can be over-expended by 30% per item within a project or by 15% of the overall project budget;

Article 7: HFA Finances

HFA budget needs budget approval of HFA Board, ESC CEO and ESC Board.
Budget Process and Time lines, please refer to Bylaw 7

Finances General

- personal expenses (travel, hotel, telephone, etc) of HFA Board members (including of the HFA President and his PA) have to be in line with ESC rules and ethics, and must be signed by the HFA Treasurer;
- Reimbursement forms have to be send to the EHH within 6 months after the meeting.
- the policy for travel expenses and hotel accommodation related to the HFA Annual Congress are dealt with separately in BYLAW 2 of this document;
- day-to-day accounting of HFA Board-approved incomes and expenditure will be performed by dedicated staff at the HH Finance Department of the ESC, directly reporting to the HFA Treasurer;
- the treasurer is responsible for the accounts and for reporting to the **Executive Committee**, the **Board** and the **General Assembly** on financial matters;
- HFA finances are subject to an annual internal ESC control by the ESC Audit Committee;

Article 8: Committees, Working Groups or Study Groups

General rules:

- The Board appoints/dissolves Committees or Study Groups on any matter and determines the objectives, budget, resources and timelines;
- Committees are responsible for the HFA mission and are, therefore, standing institutions whereas Study Groups have limited missions and for a finite number of years;
- Working Groups (WGs) are formed to facilitate collaboration of HFA with other ESC structures and can be dissolved only by the GA. Members of a WG are members of HFA.
- Committees, Working groups and Study Groups consist of a nucleus of up to 12 members to work on the core aims of the group. The nucleus could be completed by affiliates who can be called upon to help on specific project(s). These affiliates don't have their expenses covered by the HFA of the ESC.
- Except the HFA Board members, Nucleus members could typically handle nucleus position in only 1 committee or study group (in exceptional cases 2 positions are possible, if the HFA Board agrees). Additional membership in a Working Group Nucleus is possible;
- In order to facilitate communication and working, the Committees and Study Groups are allotted an annual budget after presentation of a financial plan approved by the Board; this annual budget should cover e.g. travel/hotel expenses, hiring expert consultancy, and miscellaneous, but with the exclusion of e.g. secretaries, equipment and other research-related expenses. In order to minimize overall expenses, linking meetings of Committees and Study Groups to the official HFA Board meetings is encouraged;
- HFA provides sufficient funds for the WG activities.
- Committees and Study Groups can accept external financial sponsorship on condition that the money is given in a form of an unrestricted educational grant or if obtained through collective sponsorship (e.g. from industry) and is transferred to the HFA-(ESC)-account to be used by that Committee and Study Group (see under Art.6);
- The Committees, Working Groups and Study Groups should report at the HFA Board meeting on a regular basis and must submit a written scientific and financial report once a year to the HFA Board;

Specific rules:

- the Term of Office of Committee members is 2 years; they may be re-elected for another 2 years;
- Committees can appoint/dissolve Task Forces for special tasks within the Committee;
 - Task Forces should consist of at least one board member;
 - Task Forces serve under the responsibility and finances of the Committee for limited missions and for a finite time;
- for specific committees (e.g. Committee HFA–Industry, HFA Translational Winter Research Meeting Organization Committee, HFA Annual Congress Scientific Committee, ...) special rules (i.e. terms of office, budget, ...) can be allowed, if approved by the HFA board and published in the HFA Constitution and Rules for Management (BYLAW 3);

Article 9: HFA Brand and Logo

- no party, organization or society, foreign to the HFA is allowed to use the HFA brand name or the HFA Logo for the organization of scientific meetings, unless approved by the HFA Board which takes control and responsibility of the scientific programme of the meeting;

Article 10: Membership

Clinical cardiologists, basic scientists, nurses and industry representatives interested or working in the field of Heart Failure are encouraged to join the Heart Failure Association.

New applicants are welcome to submit their application online at <http://www.escardio.org/HFA>

Details on levels of membership and fees are covered in BYLAW 08

Article 11: Scientific Journals

To promote the dissemination of scientific knowledge in the field of heart failure, the HFA supports the publication of scientific results through specialist publications.

The ESC owns the European Journal of Heart Failure which is the official journal of the HFA. The HFA of the ESC regards this as its premier publication organ for scientific knowledge as well as for its guidelines and position papers.

The Chief Editor of the EJHF is part of the HFA Board as ex officio member. Chief Editor of the EJHF is nominated by the HFA Board. He is sovereign in all scientific aspects of the EJHF, but consults with the HFA Board on the journal's finances, long-term strategies, and rules for subscription (see Bylaw 6); as for commercial advertisements in the journal as well as announcements of any kind. The Chief Editor of the EJHF should be attentive for any potential conflict of interest with HFA strategy and activities.

Article 12: Bylaws

BYLAWS govern the operation of the HFA Board, EC, Committees and Study Groups in their work towards achieving the HFA mission. A modification of BYLAWS requires a majority vote of the HFA Board.

The following Bylaws exist:

- BYLAW 1: organisation of the HFA Congress
- BYLAW 2: policy for HFA Annual Congress Speaker/Chairperson Travel Expenses
- BYLAW 3: committees, working groups and study groups
- BYLAW 4: organization of the Winter Research Committee
- BYLAW 5: organization of ETP and Workshops
- BYLAW 6: European Journal of Heart Failure
- BYLAW 7: HFA Budget
- BYLAW 8: HFA membership
- BYLAW 9: Training and Grants

Article 13: Changes in the Constitution

A modification of statutes is possible if (5) five members of the **Board** make this request and if the initiative is accepted by the majority of the members. The changes in statutes have to be approved by the **General Assembly**.

Article 14: Dissolution – Liquidation

The **HFA** can be dissolved by the ESC Annual General Assembly, following a decision of the ESC Board – but a recommendation should be made by the **HFA General Assembly** to the ESC Board to that effect.

The BOARD of the HFA of the ESC