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 / HFA Guidelines on Heart Failure; Diagnosis, monitoring and treatment of patients with therapeutic agents, devices and multidisciplinary interventions;
- **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;
- **Journals**: publication of the scientific journal: the European Journal of Heart Failure and the open access scientific journal ESC heart failure
Article 3: Structure of the HFA Board and Executive Committee

**BOARD**
- **President**
  - Immediate Past President
  - President-elect
  - Chairperson Clinical Section
  - Chairperson Basic Science Section

**EXECUTIVE COMMITTEE**
- **Past Presidents Advisory Council**
  - Coordinator of National HF Societies and Working Groups
  - Administration and Accounting Office European Heart House
  - Executive Committee

**SECTIONS**
- **Clinical**
  - Chairperson Clinical
  - EJHF Editor in Chief
- **ESC Heart Failure**
  - ESC Heart Failure Editor in Chief
- **Translational & Basic Science**
  - Chairperson Translational & Basic Science

**EXECUTIVE COMMITTEE**
- **Chairperson Translational & Basic Sciences**
- **Treasurer**
- **Secretary**
  - **Coordinator for National HF Societies and Working Groups**
  - **Secretary Treasurer**
  - **Coordinator for the HFA Committees on National Societies and Working Groups**
  - **Secretary Treasurer**
  - **Secretary Treasurer**

**NOMINATING COMMITTEE**
- **President (ex officio)**
- **Past Presidents**
- **Advisory Council**
  - Advise on Scientific Strategic and ethical matters
  - Participate in long term activities of the association

**P.A to the President**
- **Immediate Past President**
- **President-elect**
  - Follow the activities of the HFA Committees on National Societies and Working Groups
  - Guaranty continuity within HFA Leadership
  - Coordinate for international collaboration for HFA

**Chairperson Basic Science Section**
- **Chairperson Clinical Science**
- **Chairperson Translational Science**
- **Coordinator of National HF Societies and Working Groups**
- **Coordinator for the HFA Committees on National Societies and Working Groups**

**The Heart Failure Association**
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;
   - Voting rights are reserved to Silver and Gold Members and Fellows of the HFA from ESC member countries, with annual dues fully paid at least 4 weeks before the General Assembly (see article 10).
   - HFA affiliated members are encouraged to participate in the HFA activities, but do not have voting rights at the HFA General Assemblies.
   - Notification to attend the General Assembly must be given to HFA members by electronic mail, no less than 4 weeks in advance.
   - The agenda will be drawn up by the Board and circulated to HFA members no less than 4 weeks in advance.
   - HFA Silver or Gold members may submit in writing to the Secretary/Treasurer of the HFA Board any issue or proposal not governed by this Constitution, no less than four (4) months before the next General Assembly and, if approved by the Board, it will be put on the agenda of the General Assembly.
   - Additional General Assemblies shall be convened by the Association President as required, or at the request of no less than two thirds of the HFA voting members.
   - General Assembly Quorum & Majority:
     Decisions of the General Assembly will be made by a simple majority of the votes cast by the members. Null and blank votes are included in the number of votes cast. In the event of a tied vote, a second round of voting will take place. In case of a second tied vote, the President will have the casting vote.

2. The HFA Board
   - Positions in HFA Board are reserved to Gold Members and Fellows of the HFA.
   - Should a Board member wish to hold an executive position concurrently (President, President-Elect or Vice-President) in the ESC, he or she will need to inform and get the approval of the HFA Board.
   - 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 ESC Heart Failure;
     - up to 2 chairmen of the scientific programme committees of upcoming annual HFA congresses;
     - up to 2 Working Group chairs, if these individuals are not already HFA board members;
     - Chairpersons of the scientific programme committee of the HFA World could also be ex officio if these individuals are not already HFA Board members;
     - ESC Chief Executive Officer and Director of the Specialty Centre (by delegation) without voting rights.
   - Up to 5 sui generis members of the board are chosen for their particular expertise in a specific area 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 and ESC heart failure journal);
   - Board members from ESC member Countries occupy the ESC voting positions allotted to the HFA.
   - Representatives from industry companies are not eligible to be part of the HFA Board.
   - Only the assets of the HFA may be secured against agreements entered into in its name. No HFA Board members may be held personally responsible for said agreements, subject to any application of the provisions of the Law.
3. THE HFA Executive Committee

- the HFA Board appoints the Executive Committee (EC) members;
- the EC consists of up to 8 members: the HFA President, the President-Elect, both Chairmen of the Clinical and Basic Science Sections, the Coordinator for National HF Societies & Working Groups, 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 of the HFA must belong to one of the National Cardiac Societies, or belong to one of the Constituent Bodies of the ESC, and be a Fellow of the ESC or/and HFA.
  - The HFA President and Board have to approve hiring of the Association Head of Department
  - the **President-elect**: responsible for structuring the scientific programme of the HFA Annual Congress (together with the by the HFA Board appointed local chairperson of the scientific committee); he is in copy of all presidential communication in order to preserve continuity within the HFA;
  - the **Chairperson of the Clinical Section**: follows the activities of the clinically-oriented HFA Committees (Acute HF; Advanced (TF Transplant), HF with preserved injection fraction, Epidemiology, Survey & Registries, Patient Care, Regulatory Affairs, Online Education; Exercise Physiology & Training, Palliative Care TF, Comorbidities (Cardio-oncology, Diabietes, Renal dysfunction, Hypertension, Atrial Fibrillation, Heart & Brain, Liver), Diagnosis (Imaginf/Biomarkers), Devices (Electronical Therapies, VAD));
  - the **Chairperson of 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 Committee on Translational Sciences;
  - the **Coordinator for National HF Societies & Working Groups**: is responsible for the activities of the Committee on National Societies and Working Groups
  - the **Secretary**: is responsible for processing the HFA Board minutes, for the HFA web, for the Newsletters;
  - 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 and coordinates the International collaboration activities of HFA;

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

<table>
<thead>
<tr>
<th>Deadlines</th>
<th>Tasks</th>
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<tbody>
<tr>
<td>January</td>
<td>Discussion and decision of all open EC / Board / NC positions</td>
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<tr>
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<td>Announcement to all HFA members through Newsletter and E-mail</td>
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<tr>
<td>End February</td>
<td>Close call for submissions</td>
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<tr>
<td>March</td>
<td>Pre-selection by Nominating Committee and advice to Executive Committee</td>
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<tr>
<td>April</td>
<td>Discussion, voting, and final approval by the entire HFA Board</td>
</tr>
<tr>
<td>June</td>
<td>Announcement at General Assembly</td>
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### 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 apply with a letter of motivation to be re-elected for an additional two years;
• Board members 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;
• In the event of death or resignation, whether personal or professional, of any voting member of the Board, he/she will be replaced as follows:
  o **President:** will be succeeded for the balance of the appropriate two-year mandate by the President-Elect on an acting basis.
  o **Secretary or Treasurer:** the Board may appoint one of the other voting Board members to assume such responsibilities for the balance of the two-year mandate, or may appoint, at its own discretion, any Fellow to fill such position for the balance of the two-year mandate.
  o **Immediate Past-President:** the Board may, in its own discretion, appoint any previous Board member for the balance of the two-year mandate. This previous Board member will have no voting rights.
  o **President-Elect:** the Board will refer the matter to the next Ordinary General Assembly for a vote following, to the extent possible, the procedures laid down in this Constitution and Board approved procedures. In the meantime, until voting has taken place, the task related to the position of President-Elect within the Board may be delegated to one of the other Board members, or to any previous Board member. A previous Board member will have no voting rights.
  o **Non-voting Board members:** the Board may appoint any qualified person for the balance of the two-year mandate

### 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 and Director of the Specialty Centre (by delegation) 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 scientific programme of 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/Working 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/Working Group: see Article 8;
• if the budget plan exceeds the annually allotted budget plan of the involved HFA Committee/Study Group/Working Group (see Article 8):
  o the Committee Coordinator will be invited by the HFA Board to contact potential sponsors;
  o 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;
  o 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;
  o 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 approval of HFA Board, ESC CEO, and ESC Board.

The accounting period shall start on the first (1st) of April and end on the thirty first (31st) of March of the following year.

Finances General
• The Association Board has authority to seek financial support to cover investments or other expenses linked to the conduct of the Association activities.
• Net income generated from various activities is not redistributed to the Association members, but re-invested into the Association.
• Scholarships, awards or grants may be awarded for education, training or research
• 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 policies and ethics.;
• Reimbursement forms have to be sent 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 Heart Failure Association
• 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/Working Groups on any matter and determines the objectives, budget, resources and timelines;
• Coordinators of Committees and Study Groups are members of the HFA Board;
• 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 (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;
• Only Silver, Gold members and Fellows of the HFA can apply to any Committees, Working Groups or Study Groups;
• Past-Presidents automatically join the HFA Past-Presidents Advisory Council (which will be invited by the HFA President once a year at the Annual HFA Congress to meet and discuss); past-Presidents are invited to advice the HFA Board on scientific, strategic, conflictive and ethical matters; they have no formal vote in any of the HFA bodies; they can participate in ongoing long term activities of the Association;

Specific rules:
• The Term of Office of Committee members is 2 years; they may be re-elected for another 2 years; re-joining a committee is possible after 2 years absence.
• 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. 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

- Only HFA members of the ESC Member Countries can have voting rights at the HFA General Assembly or within the Association.
- Only HFA members holding voting rights may stand for Board positions.
- HFA affiliated members do not have voting rights at the ESC General Assembly.
- 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](http://www.escardio.org/HFA)
- Categories are based on the Tiered Membership Scheme: Regular, Silver, Gold, and Fellows of the HFA
- Membership period: from 1st January to 31st December
- Categories and fees are defined by the Board and subject to adjustment after majority agreement by 2/3 by the Board members
- HFA members are entitled to specific benefits and become automatically members of the ESC, HFA affiliated members do not become ESC members automatically.
- Members from the rest of the world are offered specific benefits defined by the HFA Board. Members from the rest of the world do not have voting rights at the ESC and HFA General Assemblies. They are not eligible for HFA Board positions and do not become ESC members automatically.

### 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 5); 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.
- The ESC owns the ESC heart failure journal which is the official open access journal of the HFA.
- The Chief Editor of the ESC heart failure journal is part of the HFA Board as ex officio member. Chief Editor of the ESC heart failure journal is nominated by the HFA Board. He is sovereign in all scientific aspects of ESC heart failure, but consults with the HFA Board on the journal’s finances, long-term strategies, and rules for subscription (see Bylaw 5); as for commercial advertisements in the journal as well as announcements of any kind. The Chief Editor of the ESC heart failure journal should be attentive for any potential conflict of interest with HFA strategy and activities.
- The Chief Editors of the Journals should attend at least 3 out of 5 Board meetings per year.

### 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 (50% + 1 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 HFA workshops and the Winter Research Meeting
  - BYLAW 5: European Journal of Heart Failure – ESC Heart Failure
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.

- Provisions of the Constitution may be changed by the HFA General Assembly:
  - Upon recommendation of the Board or
  - Via a validated proposal supported by members

To qualify as a validated proposal the following criteria must be fulfilled:
- The number of Silver and Gold members supporting the proposal must represent at least 51% of the total number of members.
- The members supporting the proposal must certify in writing to the Secretary/Treasurer of the HFA that the proposed wording to constitute the validated proposal has been consistently followed throughout and that the decisions to support the proposal were made following proper internal decision making, including voting procedures.
- The procedures for formulating a validated proposal must be received by the Secretary/Treasurer at least 4 months prior to the General Assembly. The Secretary/Treasurer is responsible for determining that consistent wording and correct procedures have been followed and time frames respected, informing the Board and placing the validated proposal on the Agenda of the General Assembly.
- Proposed changes must be circulated to all members at least 3 months before the HFA General Assembly.
- The Board shall have the right to comment in writing on any validated proposal and may circulate such commentary together with the proposed wording to all members prior to the HFA General Assembly.
- Proposed changes will be voted at the General Assembly.
- A quorum of at least 30 members is required to validate a meeting as a General Assembly.

The BOARD of the HFA of the ESC