World Hypertension League

Constitution and Bylaws

Amended and approved by the Executive Board on March 6, 2025. Amended and approved by the Executive Board on November 18, 2023. Previously amended and approved by the Executive Board on 6 September 2019. Previously amended and approved by the Board and Council on December 15, 2016.

Previously amended and approved by the Board and Council on **June 13, 2014**. Previously amended and approved by the Board **on June 17, 2007** with modification approved by the Board **September 30, 2012**

CONSTITUTION OF THE WORLD HYPERTENSION LEAGUE

1. The name of the Society is the ***World Hypertension League***
2. The World Hypertension League is a member-funded society and charitable organization whose purposes include but are not limited to:
   a) Develop international and national partnerships aimed to prevent and control hypertension.
   b) Promote healthy public policy to prevent hypertension through the creation of healthy environments.
   c) Promote exchange of information on best practices for community programs for prevention and control of hypertension.
   d) Promote exchange of information on best health systems for prevention and control of hypertension.
   e) Promote exchange of information on best clinical practices for prevention and control of hypertension.
   f) Utilize pertinent evidence based resources (e.g. Global Burden of Disease Study, Hypertension Fact Sheets) to advocate for and promote actions to assess, prevent and control hypertension.
   g) Promote high quality monitoring of population blood pressure levels, hypertension prevalence, diagnosis, treatment and control to guide efforts to prevention and control hypertension.
   h) Advocate for research on prevention and control of hypertension.
   i) Integrate hypertension efforts for prevention and control into broader efforts for prevention and control of non-communicable diseases.
3. The operations of the WHL are performed in Charleston, South Carolina, USA (from October 12, 2022 onward) but driven by volunteers and members globally.
4. In the event of the dissolution or closure of the World Hypertension League, its assets shall not be distributed to the members but shall be used:

(a) for payment of any legal costs incurred in the dissolution or closure of the WHL;

(b) for payment of all debts or liabilities of the WHL then due or accruing due;

(c) for donation of any remaining balance to charitable organizations and foundations which support the work of the World Hypertension League in the field of hypertension and related diseases.

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BYLAWS OF THE WORLD HYPERTENSION LEAGUE

Bylaws relating generally to the conduct of the affairs of the World Hypertension League.

PART 1 - INTERPRETATION

1.1 **Definitions**. In these bylaws of the World Hypertension League, unless the context otherwise requires, some terms frequently used include:

(a) "**bylaw**" or "**bylaws**" means any bylaw or bylaws of the World Hypertension League from time to time in force and effect;

(b) "**Executive**" means, in some instances, the officers of the executive organ (President, , President of elect, Past President, Vice-President, Secretary General, Treasurer) of the World Hypertension League;

(c) "**directors**" or "**board**" or "**executive board**" means the members of the board of directors of the World Hypertension League to include officers of the Executive identified in 1.1.b above;

(d) "**member**" means any national hypertension related organization member of the World Hypertension League and are often referred to herein as *FULL* member organization, Associate member organizations, or Corporate members;

(e) "**WHL**" means the World Hypertension League;

(f) "**Council**" means the General Assembly of a representative of all member organizations;

(g) "**WHL Newsletter**" is the official vehicle of WHL to communicate with its member organizations though other mechanisms of communication may be used.

1.2 **Other Definitions**. Any words defined elsewhere in these bylaws shall have the meanings ascribed to them where appropriate.

PART 2 - MEMBERSHIP

2.1 ***FULL* Members** (member organizations) of the WHL bodies representing one or more countries, which aim at the detection, control and prevention of hypertension, as well as the support of scientific activities related to hypertension, provided that their intention of joining the WHL has been expressed by a declaration, signed by an executive member (President, CEO, Vice-President, chairman, secretary general, etc.) of any such organization.

The term *FULL* Member (Member Organization) refers in this context to hypertension societies, associations, committees or other organized groups of health workers and/or lay people having set hypertension prevention and control as a principal aim, provided that the activity of such an organization covers, in principle, a whole country or a number of regions in larger populous countries. Most countries usually have only one member though an additional *FULL* or *Associate* member from that nation may be considered for membership by the Executive. *FULL* members have voting rights and may attend all council meetings. They may be asked by the Executive to present at these meetings.

2.2 ***Associate* Members** are bodies (organizations) which, though not covering a whole country, by their education or health promotional activities contribute to the control of hypertension in populations. Associate members may attend council meetings but do not have voting rights.

2.3 ***Corporate*** **Members** are corporations, which make logistic, financial or any other significant contribution(s) to WHL, thus promoting hypertension prevention and control. Such contributions will not entail any obligation on the part of WHL and Corporate members hold no voting rights. Corporate sponsors who achieve the application criteria will be considered corporate members. One year and five year corporate memberships are available.

2.4 **Membership.** Organizations in the WHL shall be by invitation only, given by an Executive member or by the board, while Corporations must complete an application form and submit it to WHL along with their annual dues. Organizations may solicit the Executive Board for an invitation. Any organization invited to become a member of the WHL shall become a member upon acceptance of the invitation made by the board and payment of the applicable membership dues. Decision on admitting to membership is delegated by the Council to the Executive Board. Only *FULL* members have the right to vote.

2.5 **Membership Year**. The membership year for Full and Associate Members shall commence on January 01 and terminate on December 31 of each calendar year. Corporate membership will commence on the day of their application approval and terminate one year or five years after that date.

2.6 **Non-Transferable**. The membership of a member organization in the WHL and all rights arising from the membership are non-transferable.

2.7 **Cessation of Membership**. A *FULL* Member or Associate Member organization shall cease to be a member of the WHL for the following instances:

(a) **Resignation** - by delivering a written resignation signed by the authorized officer of the member organization to the registered address of the WHL global office. Upon the resignation of a member organization, all unpaid dues and assessments, calculated on a pro-rata basis, owed by that member organization prior to its resignation shall immediately become due and payable and the member shall remain liable for payment to the WHL of any such dues or assessments;

(b) Members who fail to pay dues for two successive years where not waived by the Executive Board will cease to be members;

(c) Members that the WHL is unable to contact for two consecutive years will cease to be members.

PART 3 - DUES

3.1 **Dues**. The annual dues payable by the member organizations shall be those fixed from time to time by the Executive Board and will be identified in the membership application form or council meetings.

3.2 **Notification**. Secretary General, and/or Treasurer shall notify each and every member organization, in writing by e-mail, FAX, or letter, of the dues at any time payable by the member organization.

3.3 **Payment**. Each member organization shall pay to the WHL the dues fixed in accordance with bylaw 3.1 within three months of the day of receipt by the member organization of the notice referred to in bylaw 3.2.

3.4 **Waiver of Dues**. The directors may, by resolution, waive the requirement for the payment of any dues or a portion thereof due to the WHL by any member organization.

PART 4 – GOVERNING BODY – THE COUNCIL

4.1 The WHL is governed by its **Council**, consisting of one representative of each Member Organization. In principle, the Council consists of executive leadership (presidents, chairmen, Secretary-

Generals, etc.) of the Member Organizations; however, this responsibility may be delegated by the respective Member Organization to its vice-president, secretary, or any other representative.

4.2 The **Council** meets once every two years as a minimum. An extraordinary meeting (bylaw 6.2) may be convened if judged necessary by the WHL President, or at the request of at least three member organizations. At the direction of the Executive, voting during the extraordinary meeting can be done by written correspondence and electronically.

4.3 Any amendments to the Constitution and Bylaws must be presented to the **Council** as the governing body for consideration and approved within 18 months after approval by the Executive Board.

PART 5 – RIGHTS AND DUTIES OF MEMBERS

5.1 **The Rights of the Member Organizations** are as follows:

(a) To have access to any information provided to or produced by the WHL;

(b) To receive educational or other material relevant to hypertension prevention and control, available to WHL;

(c) To receive the Newsletter and other publications of the WHL;

(d) To be represented in the conferences and other meetings of the WHL.

5.2 **The Duties of the Member Organizations** are:

(a) To support the activities of the WHL;

(b) To pay annual dues to the WHL – except if dues have been waived or a donation received on the member's behalf;

(c) To report on activities to prevent and control hypertension of their organization annually to the WHL.

(d) To promote the official journal and newsletter of the WHL to their membership.

(e) To support language and cultural adaptation of WHL resources to suit local needs.

PART 6 - MEETINGS OF THE COUNCIL

6.1 **Council Meeting**. The meetings of the Council shall be held:

(a) At least once in every two calendar years and not more than 28 months after the holding of the last preceding meeting;

(b) On such day every two years and at such time and place as the board may by resolution determine. "Virtual" meetings to include member electronic voting (e.g. via the internet) may be considered to alleviate travel constraints but is subject to approval of the Executive and Board.

6.2 **Member Organizations May Initiate An Extraordinary Meeting of the Council**

An extraordinary meeting of the Council shall be convened by the board within six months of receipt by the WHL at its registered office of a written requisition which states the purpose of the general meeting and which is signed by at least three member organizations that are entitled to vote and are in good standing. Upon

receipt by the WHL of the written requisition, the President and/or Secretary General shall notify the board of the written requisition and shall give written notice of the extraordinary meeting to each member organization at least three months before the date of the meeting, such notice to be in accordance with bylaw 6.1.

6.3 **Notice of Council Meeting**. The President and/or Secretary General shall give written notice to each member organization of the meeting at least three months before the date of the meeting, such notice to be in accordance with bylaw 6.1. There may be instances where the exact time and place of the meeting is awaiting conference confirmation so a written save-the-date notice will suffice in these cases.

6.4 **Waiver of Notice**. *FULL* member organizations that are entitled to vote at a meeting of member organizations may waive notice of a meeting of member organizations by unanimous consent in writing.

6.5 **Omission of Notice**. The accidental omission to give notice of any meeting of member organizations, any irregularity in the notice of any meeting of member organizations, or the non-receipt of any notice by any member organizations or by the auditor of the WHL (if any) shall not invalidate any resolution passed or any proceedings taken at any meeting of member organizations.

6.6 **Entitlement to Attend Meetings**. Only member organizations may attend meetings of member organizations, provided however, that the board of directors may invite non-members to attend meetings of member organizations. Associate member organizations may attend but will not have voting rights.

PART 7 - PROCEEDINGS AT THE COUNCIL MEETINGS

7.1 **Chair of the Meeting**. The President shall be chair at any meeting of member organizations. If the President is absent or unable to act as chair at a Council meeting, then the Vice-President shall be chair of the meeting. If the Vice-President is absent or are unable to act as chair at a Council meeting, then the member organizations that are present and entitled to vote shall choose a director who is present and able to act as chair of the meeting. If no director is present and able to act or if all the directors present decline to take the chair then the member organizations who are present and entitled to vote shall choose one of their number to act as chair of the meeting.

7.2 **Adjournment**. The chair of any Council meeting may, with the consent of a majority of the member organizations present at the meeting and entitled to vote, adjourn the meeting to a fixed time and place and no notice of such adjournment need be given to the members.

7.3 **Quorum**. A quorum at any Council meeting shall be five *FULL* member organizations of record in good standing and entitled to vote. No business shall be transacted at any Council meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a Council meeting (or within 30 minutes after the time appointed for the meeting) then the member organizations present and entitled to vote may go through the Agenda: the decisions must later be ratified by correspondence by the majority of those who respond.

7.4 **Minutes**. Minutes of all Council meetings shall be kept by the WHL global officeand signed by the chair of the meeting. The minutes may be inspected by any member organization of theWHL upon giving reasonable notice to the WHL global office.

7.5 **Council Meeting Agenda**. The agenda of the council meeting shall include at least the following:

(a) Approval of the minutes from the previous meeting;

(b) Report of the President (current activities and proposed future direction);

(c) Report of the Secretary General, including presentation of the Membership (organization and

corporate) and corporate sponsorship of the WHL;

(d) Report of the Treasurer, including presentation of fund raising activities and the annual financial statements of the WHL;

(e) Report from the WHL Newsletter and other WHL Communications;

(f) Reports from the WHL committees;

(g) Election of directors, if necessary;

(h) Other business to include reports from member organizations who may have been asked and accepted to present.

7.6 **Rules of Order**. The directors may, at any time, adopt such rules of order to govern the Council meetings as the directors may determine. Any such rules of order shall be available for inspection and may be obtained by requesting them from the WHL global office.

PART 8 - VOTING AT THE COUNCIL MEETINGS

8.1 **Voting**. Unless provided otherwise in these bylaws:

(a) Every question submitted at a Council meeting shall be decided in the first instance by a show of hands; and

(b) In the case of an equality of votes, the chair of the meeting shall have a casting vote, this being his or her only vote.

8.2 **Secret Ballot**. A secret ballot may be demanded by any member organization that is entitled to vote at the Council meeting either before or after any vote by show of hands. If at any Council meeting a secret ballot is demanded on the election of a chair or on the question of an adjournment, the secret ballot shall be taken forthwith without adjournment. If at any Council meeting, a secret ballot is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or at an adjournment of that meeting as the chair of the meeting directs. The result of a secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded. A demand for a secret ballot may be withdrawn.

8.3 **Entitlement to Vote**. All *FULL* member organizations shall be entitled to vote at any meeting of the Council or electronically when solicited to do so.

8.4 **Simple Majority**. At all Council meetings every resolution put to the vote shall, unless otherwise required by these bylaws, be decided by a simple majority of the votes duly cast on the resolution.

8.5 **Evidence that Resolution Carried**. At any Council meeting, unless a secret ballot is demanded in accordance with bylaw 8.2, a declaration by the chair of the meeting following a show of hands that a resolution has been carried unanimously, carried by a particular majority or not carried by a particular majority shall be conclusive evidence of the fact. Electronic voting will be overseen by a member of the Executive who will tally the results and get a final approval from 2 other Directors.

8.6 **Entitlement to Vote by Proxy**. Each member organization shall be entitled to appoint a proxy holder to attend and vote at any Council meeting of the WHL or any adjournment of that meeting.

8.7 **Execution of Proxy Instrument.** A proxy shall be in writing under the hand of the member organization appointing the proxy holder.

8.8 **Qualification of Proxy holder.** Any person aged 18 years or older may act as proxy holder.

8.9 **Deposit of Proxy.** A proxy shall be deposited at the registered global office of the WHL or at such other place as is specified for that purpose in the notice calling the meeting not less than 48 hours before the time for holding the meeting at which the person named in the proxy proposes to vote or shall be deposited with the Secretary General prior to the commencement of the meeting. In addition to any other method of depositing proxies provided for in these bylaws, the directors may from time to time make regulations:

(a) Permitting the depositing of proxies at some place or places other than the place at which a Council meeting or adjourned Council meeting is to be held;

(b) Providing for particulars of those proxies to be sent in writing or by facsimile, e-mail or other electronic means before a meeting or an adjourned meeting to the registered global office of theWHL or any agent of the WHL for the purpose of receiving those particulars; and

(c) Providing that particulars of those proxies may be voted as though the proxies themselves were produced to the Secretary of the meeting or of the adjourned meeting as required by this bylaw.

Votes given in accordance with proxies and particulars of proxies so deposited shall be valid and counted.

8.10 **Form of Proxy.** A proxy appointing a proxy holder, whether for a specified meeting or otherwise, shall be in the following form or in any other form that the directors shall approve:

World Hypertension League

The undersigned hereby appoints _____ of

_____ or failing him or her

_____ of _____ as proxy holder for the undersigned to attend at and vote for and on behalf of the undersigned at the meeting of

World Hypertension League being held on the ____ day of _____, _____ and at any adjournment of that meeting.

_____
Name of Member Organization

_____
Authorized Signatory

PART 9 - NOTICES

9.1 **Notice**. Any notice required to be given to a member pursuant to these bylaws shall be sent by prepaid mail or may be delivered, as the Secretary General deems appropriate, to each member either personally, or by facsimile, e-mail or by leaving it at the usual business or residential address of the member as shown on the register of members, and if no recent address is shown in the records of the WHL, then to the last known address of such member. Any notice shall be deemed to have been given when the notice has been deposited in the mail or when delivered to the WHL, provided that the cost of such notice is prepaid by the WHL. Any notices sent by facsimile or email shall be deemed to have been given upon receipt by the member of such facsimile or email. A notice of a meeting of the Council shall state the day, time and place of the meeting and the general nature of the business to be transacted at the meeting and, where any special business will be transacted at the meeting, the notice shall state a sufficient amount of information regarding the special business

to allow the members to make a reasoned decision regarding the special business. For any particular meeting of the Council, the members may waive or reduce the period of notice by unanimous consent in writing.

PART 10 – EXECUTIVE BOARD

The Executive Organ of the WHL is the Executive Officers and Board members.

10.1 Number of Directors on the Executive Board. The Executive Board shall consist of such number of directors as may be determined from time to time by the members of the WHL entitled to vote at a Council meeting, provided that the number of Directors of the WHL shall not be less than seven or more than fifteen.

10.2 Composition of the Executive Board. The Executive Board will consist of a minimum of six members of the Executive (President, President of elect, Vice-President, Past President, Secretary General, and Treasurer), two representatives from International Society of Hypertension (as ex officio, non-voting), a representative from WHO (as ex officio, non-voting), and a minimum of five members at large elected through a nomination and voting process. These at large members may be elected from outside the council and may, but are not required to, represent a council member organization.

10.3 Powers and Duties of the Executive Board. The Executive Board shall be responsible for conducting all business of the WHL and may exercise all such powers and do all such acts and things as may be exercised or done by the WHL that are not by these bylaws expressly directed or required to be done in some other manner, and may from time to time by majority vote pass resolutions relating in any way to the WHL or to the conduct of its affairs. The Executive Board shall report all work done by it or by any committees of the board to the members at the Council meeting. No act or proceeding of the board is invalid by reason only of there being vacancies among the directors. The board can approve amendments to the Constitution and the Bylaws described herein prior to Council review and their approval of them.

The Executive Board may co-opt additional Directors to include non-voting board members, if necessary, by a simple majority of the Executive Board.

10.4 Vacancy. The WHL Board Nominations Committee (per bylaw 12.2 below) will solicit (e.g. electronically) nominations for new Board and Executive members with selections based on input from the WHL's existing Board and Council.

10.5 Board Terms of Service. The start of a Board or Executive member's service will commence once the WHL Board Nominations Committee based on Board and Council input (per bylaw 10.4 above) reach a decision together. The first term of service for Executive members will be 3 years and for Board members 2 years. If a second term is granted for either Executive or Board members, the second term of service will be for 3 years. This applies to the WHL's President, Vice-President, Secretary General, and Treasurer and all second term Directors.

PART 11 - MEETINGS OF THE EXECUTIVE BOARD

11.1 Place of Meeting. The board may meet together at the times and places for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings as they see fit.

11.2 Holding of Meetings. Any director may at any time, or the Secretary General shall, at the request of directors, call for and convene a meeting of the board.

11.3 Notice of Meetings. Notice of each meeting of the board shall specify the time and place of the meeting. The notice may be sent by prepaid mail or may be delivered, as the President and/or Secretary General deem appropriate, to each director either personally, or by facsimile, e-mail or other electronic means, or by leaving it at the usual business or residential address of the director as shown on the register of directors,

and if no address is shown in the records of the WHL, then to the last known address of such director. Notices shall be given at least 21 business days prior to the time appointed for the meeting or such lesser time as may be reasonable under the circumstances; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Notwithstanding the above, it shall not be necessary to give to any director notice of a meeting of directors immediately following a council meeting at which that director has been elected or notice of a meeting of directors at which that director was appointed. Accidental omission to give notice of a meeting of directors to or the non-receipt of notice by any director shall not invalidate the proceedings of that meeting.

11.4 **Telephone Meetings**. The Executive Board may hold meetings by means of conference telephone or any other communication facility whereby all directors participating in the meeting can hear each other and make themselves heard, provided that all the directors consent to the holding of a telephone meeting. Such consent may be made generally or in respect of a particular meeting. A director participating in a meeting in accordance with this bylaw 11.4 shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum for the meeting and shall be entitled to speak and vote at the meeting. "Virtual" council meetings may be considered to alleviate travel constraints.

11.5 **Quorum**. A majority of the directors shall form a quorum for the transaction of business at any meeting of the board and, notwithstanding any vacancy among the directors; a quorum of directors may exercise all the powers of the board.

11.6 **Voting**. Each director shall have one vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting shall have a deciding or casting vote.

11.7 **Written Resolutions**. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of directors duly convened and held. Such resolution may be in one or more counterparts, all of which together shall be deemed to constitute one instrument.

11.8 **Validity of Actions**. All acts done at any meeting of directors or by any persons acting as directors shall, notwithstanding that it may afterwards be discovered that there was some defect in the election or appointment of any such directors or persons acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to act as a director.

11.9 **Regulations**. The directors may by resolution make such rules and regulations for the conduct of their affairs and of the affairs of the WHL as they deem necessary or desirable, provided that such rules and regulations are not inconsistent with these bylaws.

PART 12 – OFFICERS OF THE EXECUTIVE ORGAN

12.1 **Election/Appointment of Officers**. From time to time the Board shall elect the officers of theWHL. These elected positions include the President, Vice-President, Secretary General, and Treasurer. The Past President position is elected by virtue of roll-over. Officers shall retire from office at the expiration of their term of office. Successors will be elected based on bylaw 10.4 through the Nominations Committee with approval from the WHL. If no successor is elected, then the person previously elected or appointed as an officer of the WHL shall continue to hold office, unless that person resigns or is otherwise removed from office. Any officer shall be eligible for re-election, per bylaw 10.5 above.

12.2 **Nominating Committee.** The officers of the Executive Board will be elected through a nomination process. The nominating committee will consist of at least three members to include two members of the Executive and one other Board member.

12.2.1 The Nominating Committee will identify the members of the Executive and the Board to replace those who resign or retire.

12.2.2 The Nominating Committee's recommendations will be voted on by the Executive Board.

12.2.3 The Executive Board's decision would be ratified by the Council through voting either by the members in person or by correspondence.

12.3 **President**. The President shall be chair of all meetings of members and of all meetings of the board. During the absence or disability of the President, the Vice-President shall exercise the President's duties or as may be directed by the board. The President shall, subject to the authority of the board, have the responsibility for the general management and the strategic direction of the WHL's affairs. Upon expiration of term of office, the President shall become the Past President of the WHL. On occasion, the President may be required to approve fund transactions in lieu of other Executive members.

12.5 **Past President**. The Past President shall be the former President of the WHL who, upon their term coming to an end and a new President is in place, will assume the position of Past President. They shall oversee and assist the Board in the execution of their duties. The Past President shall be a member of the Executive, Executive Board and an ex officio member of WHL governance committees.

12.6 **Vice-President**. The Vice-President shall, in the absence of the President, be chair of all meetings of members and of all meetings of the board unless otherwise specified. During the absence or disability of the President, the Vice-President shall exercise the duties of the President unless otherwise directed by the board. The Vice-President shall, subject to the authority of the board and the President, have the responsibility for the general management and direction of the WHL's affairs to include active participation in some WHL committees. On occasion, the Vice-President may be required to approve fund transactions in lieu of other Executive members with WHL fund signing authority.

12.7 **Secretary General**. The Secretary General shall: 1) give all notices required to be given to members and directors, 2) attend all meetings of the Board and members and record accurate minutes from the proceedings of the meetings, 3) assist in scheduling board and member meetings, 4) maintain WHL memberships, partnerships and sponsorships 5) inform the executive board of all board terms and memberships that are expiring, 6) promote efforts of WHL Regional offices and help lead special projects, and 7) deliver a summary of their efforts at Board and Council Meetings.

12.8 **Treasurer.** The Treasurer shall keep full and accurate books of accounts in which shall be recorded all receipts and disbursements of the WHL especially for annual reporting. The Treasurer will render to the Board an account all transactions on an as needed basis, assist in fund raising for the WHL, and report on finances or finance-related activities at board and council meetings. The Treasurer will chair the WHL Financial Committee.

12.9 **Advisors to the Board.** The Board may appoint Special or Limited Term Advisor(s) to the Executive Board for specific purposes and the length of their term will be determined by the Board with one year being typical but includes the potential for reappointments.

12.10 **Terms of Office**. The President, Secretary General, Vice-President, and Treasurer are elected for a term of three years (related to bylaw 10.5 above). All of these positions can be renewed for a second term of three years. The Past President shall hold office until the next President has been elected.

12.11 **Termination of Office**. An officer shall automatically be terminated if any of the following events occur:

(a) The officer's term of office expires in accordance with bylaw 12.1;

(b) The officer is removed from office in accordance with bylaw 12.13;

(c) The officer resigns from his or her office by notice in writing to the WHL. Any such resignation shall be effective at the time it is received by the WHL or at the time specified in the notice, whichever is later.

12.12 **Removal of Officers.** In the absence of a written agreement to the contrary, the Board may, by resolution, remove any officer before the expiration of his or her term of office.

12.13 **Vacancy**. The directors may at any time and from time to time appoint a qualified person to act as an officer to fill a vacancy on an interim basis. An officer so appointed holds office only until the Nominating Committee can identify and process the appointment per these bylaws.

PART 13 - FUND-RAISING

13.1 For the fulfillment of its objectives, **fund-raising** will be undertaken by the WHL, in coordination with the respective national bodies, and is under the direction of the President and Treasurer. Fund-raising includes, but is not limited to, grants, cooperative agreements, solicitation of Prizes and Awards on behalf of the WHL, charitable donations, sponsorships, annual dues, World Hypertension Day, and participation in WHL conferences and Congresses. Any and all funds raised will be monitored by the global office of WHL with the support of Treasurer for proper operational and reporting purposes. Funds raised and guidance to deposit and disburse them will be further defined in WHL policies, annual tax filings, as well as in financial and annual reports.

PART 14 - MANAGEMENT

14.1 The Treasurer will assist in the preparation of an Annual Financial Report, including the audited financial report, to be submitted by the Executive Board to the Council.

PART 15 – EXTERNAL RELATIONSHIPS

15.1 The Executive Board may decide to **establish official relationships** with organizations, agencies, corporations, or other bodies related to the promotion of health, if justified by existing or expected collaboration. Organizations in Official Relations (OIOR's) are invited to delegate representatives to the Council Conference. Regional offices or regional chapters of the WHL may be developed under the direction of the Board and, if successful, will be officially recognized by the WHL.

15.2 The Council may decide to **disestablish the official relationship**, if (not sooner than after two years) collaboration on the part of the respective organization is judged insufficient by 2/3 majority of the Executive Board.

PART 16 - AUDITORS AND ACCOUNTING RECORDS

16.1 **Auditors**. At each Council meeting, the members may (but are not required to) appoint auditors to audit the accounts of the WHL and the auditors so appointed shall hold office until the close of the next Council meeting. Subject to the Act, the Executive Board may fill any casual vacancy in the office of the auditors.

16.2 **Remuneration of Auditors**. Members at a Council meeting (or the directors if authorized to do so by the members) shall fix the remuneration of the auditors.

16.3 **Financial Year**. The financial year of the WHL shall terminate on a day in each year to be fixed by the board and the financial statements of the WHL 's affairs for presentation to the members at the Council meeting shall be made up to that date. This financial year will preferably be timed to follow the nation's tax

year where the office is registered.

16.4 **Accounting Records**. The accounting of the fiscal records of the WHL shall be kept at the registered global office of the WHL. Electronic and hard copies of accounting records will be maintained for a minimum of seven years.

PART 17 - INSPECTION OF BOOKS AND RECORDS

17.1 **Inspection of Books and Records**. The books and records of the WHL may be inspected by any member at the registered office of the WHL upon giving reasonable notice to Treasurer.

PART 18 - CANCELLATION OF MEMBERSHIP AND DISSOLUTION

18.1 Any member organization may **cancel** its **membership** by a simple written declaration, as described in Part Two of these bylaws.

18.2 **Dissolution of the WHL** can be decided, first by a majority vote of the Executive Board and by a 2/3 majority vote of the Council. Remaining assets, if any, will be used (as defined in the WHL Constitution) to pay for any remaining debts and associated legal fees then put at the disposition of another non-profit or charitable organization working in the field of hypertension and related diseases, to be selected in the final meeting of the Council.

PART 19 – APPROVALS
(DATE, LOCATION, EXECUTIVE BOARD & COUNCIL MEMBERS FOR APPROVAL OF WHL CONSTITUTION AND BYLAWS)

DATED the **17th day of June**, **2007 at Milan, Italy**.

MODIFIED the **30th day of September, 2012 at Sydney, Australia following the 58th WHL Executive Board Meeting.**

MODIFIED **the 13th day of June, 2014 at Athens, Greece following the 65th WHL Executive Board Meeting and during the WHL Council Meeting at the ISH/ESH Conference.**

MODIFIED **the 25th day of September, 2016 at Seoul, Korea following the 70th WHL Executive Board Meeting and during the WHL Council Meeting at the ISH Conference with follow-up electronic polling of the Council (Full members) during November 2016.**

MODIFIED the 6th day of September 2019 at New Orleans, USA following the WHL Executive Board Meeting.

APPROVED BY THE MEMBERS OF THE BOARD PRESENT AT THE MEETING (17 June 2007)

- **LIU LISHENG (CHINA)**
- **LAWRENCE BEILIN (AUSTRALIA)**
- **PETER SLEIGHT (UNITED KINGDOM)**
- **ARUN CHOCKALINGAM (CANADA)**
- **DETLEV GANTEN (GERMANY)**
- **GEORGE J. FODOR (CANADA)**
- **MOHSEN IBRAHIM (EGYPT)**
- **PATRICK J. MULROW (U.S.)**
- **JOERG POETZSCH (GERMANY)**
- **ANJA KROKE (GERMANY)**

AMENDMENT APPROVED BY THE MEMBERS OF THE BOARD PRESENT AT THE MEETING (30 September 2012) IN SYDNEY, AUSTRALIA

- LIU LISHENG (CHINA)
- DANIEL LACKLAND (USA)
- VEERAPPAN MUTHUSAMY (INDIA)
- ARUN CHOCKALINGAM (USA)
- LAWRENCE BEILIN (AUSTRALIA)
- ISTEMIHAN TENGIZ (TURKEY)
- XIN-HUA ZHANG (CHINA)

AMENDMENT APPROVED BY THE EXECUTIVE BOARD & COUNCIL MEMBER REPRESENTATIVES PRESENT AT THE EXECUTIVE BOARD & COUNCIL MEETINGS (13 June 2014) IN ATHENS, GREECE

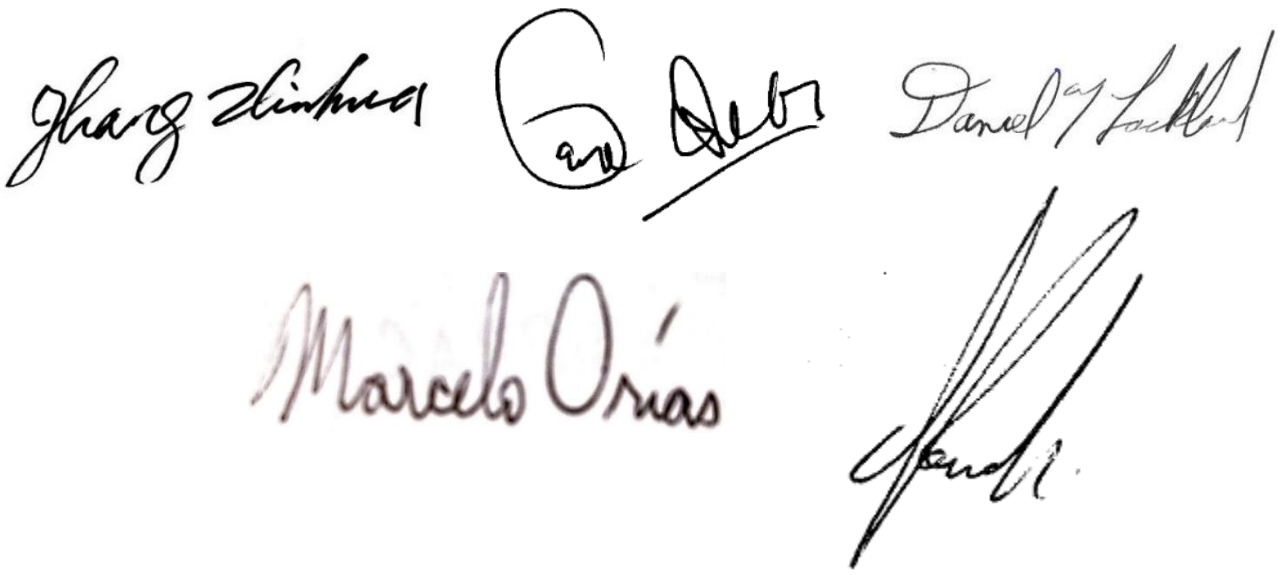
- LIU LISHENG (CHINA)
- DANIEL LACKLAND (USA)
- VEERAPPAN MUTHUSAMY (INDIA)
- SERGEI NAZARENKO (ESTONIA)
- PETER NILSSON (UK)
- BADER ALMUSTAFA (SAUDI ARABIA)
- DANIEL LEMOGOUM (CAMEROON)
- MARK NIEBYLSKI (USA)
- HIND MAHOUM BEHEIRY (SUDAN)
- EDUARDO PODJARNY (ISRAEL)
- XIN-HUA ZHANG (CHINA)
- NORM CAMPBELL (CANADA)
- ANDERS GOTTSATER (SWEDEN)
- KRASIMIRA HRISTOVA (BULGARIA)
- RANIA ABDALLA OSMAN (SUDAN)

The Executive Board Approved the modifications by Teleconference on May 16, 2014.

AMENDMENT REVIEWED BY THE EXECUTIVE BOARD & COUNCIL MEMBER REPRESENTATIVES PRESENT AT THE EXECUTIVE BOARD & COUNCIL MEETINGS (25 September 2016) IN SEOUL, KOREA WITH QUORUM APPROVAL BY ELECTRONIC VOTING (November - December 2016)

- PROF. LIU LISHENG (CHINA)
- DANIEL LACKLAND (USA)
- VEERAPPAN MUTHUSAMY (INDIA)
- NORM CAMPBELL (CANADA)
- ANDERS GOTTSATER (SWEDEN)
- KRASSIMIRA HRISTOVA (BULGARIA)
- MARTIN HAUSBERG (GERMANY)
- ALL FULL WHL MEMBERS POLLED IN NOVEMBER 2016
- HIND MAHOUM BEHEIRY (SUDAN)
- XIN-HUA ZHANG (CHINA)
- MARCELO ORIAS (ARGENTINA)
- PETER NILSSON (SWEDEN)
- NORM CAMPBELL (CANADA)
- LAWRENCE BEILIN (AUSTRALIA)

AMENDMENT REVIEWED & APPROVED BY THE EXECUTIVE BOARD AT THE EXECUTIVE BOARD MEETING
(6 September 2019) IN NEW ORLEANS, USA



-officio WHL Board of Directors representation: amendment to the WHL Constitution and Bylaws

Signed by members of the WHL Executive Board

(Drs. Whelton, Parati, Zhang, Narasingan, Almustafa, and Schlaich).

Existing language:

10.2 Composition of the Executive Board. The Executive Board will consist of a minimum of six members of the Executive (President, President elect, Vice-President, Past President, Secretary General, and Treasurer), two representatives from International Society of Hypertension (as ex officio, non-voting), a representative from WHO (as ex officio, non-voting), and a minimum of five members at large elected through a nomination and voting process. These at large members may be elected from outside the council and may, but are not required to, represent a council member organization.

Amended language:

10.2 Composition of the Executive Board. The Executive Board will consist of a minimum of six members of the Executive (President, President Elect, Vice-President, Past President, Secretary General, and Treasurer), a representative from WHO (as ex officio, non-voting), a representative from Resolve to Save Lives (RTSL) (as ex officio, non-voting), and a minimum of five members at large elected through a nomination and voting process. These at large members may be elected from outside the council

AMENDMENT REVIEWED AND APPROVED BY THE EXECUTIVE BOARD AT THE WORLD HYPERTENSION LEAGUE EXECUTIVE BOARD MEETING, MARCH 6, 2025, IN CHENNAI, INDIA.

Paul K. Whelton, MB, MD, MSc _____

Gianfranco Parati, MD _____

Xin-Hua Zhang MD, PhD _____

S. N. Narasingan, MD _____

Bader Almustafa, MD _____

Markus Schlaich, MD _____