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One World Voice for Stroke

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## **Bylaws (Internal Regulations) of the World Stroke Organization (WSO)**

### ***ARTICLE I: GOAL***

1. WSO is a result of a merger in 2006 between the former International Stroke Society (ISS) and the World Stroke Federation (WSF). The WSO exists for and is dedicated to the following purposes:
  - a. To promote research in all aspects of stroke;
  - b. To develop and promote public policy;
  - c. To develop and promote professional and public education;
  - d. To develop and promote other appropriate activities such as fundraising and prevention programs;
  - e. To develop, promote, and coordinate international programs through national/regional organizations;
  - f. To assist with and encourage programs when requested by an individual national/regional organization;
  - g. To advise and guide on fundraising skills in order that national foundations and societies are enabled to finance a greater level and range of activities;
  - h. To participate in and promote programs for regional and world congresses.
  - i. To foster the development of an international communications system by encouraging the regional activities of organizations, stroke networks, foundations and Organizations, as they operate within the goals and objectives of the Organization.
  
2. The Governance Framework is governing the appointment, function, and manner of acting of Executive Entities (General Assembly, Board of Directors and Executive Committee, Committees, Councils and Foundations), created and approved by the Executive Committee, shall be attached to these Bylaws. The Governance Framework shall be amended and revised from time to time only after formal review and approval by the Executive Committee, and shall be consistent with the statutes and these Bylaws

### ***ARTICLE II: MEMBERS AND DUES***

#### ***Section 1. Categories and Qualifications.***

1. The WSO shall be structured to involve individual members as well as member organizations. Hence there shall be four (4) categories of Members (collectively referred to as the "Membership") which are as follows:

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- a. Organizational members:** Organizational members are classified in one of three categories.
- i. Stroke support organizations (SSO)*
  - ii. Scientific stroke related societies (global, regional or national)*
  - iii. Other stroke related organizations*

Organizations shall be eligible for membership so long as the association or organization has at least twenty-five (25) active members and has been active for at least one (1) year.

- b. Individual Members:** Scientists, physicians, health care providers, or other professionals who are significantly involved in the clinical or scientific aspects of cerebrovascular disease, shall be eligible.
- c. Affiliate Members:** Any person, including an individual, corporation, or other organization, who is interested in and supports the objectives of the WSO and who is not eligible for individual or organizational Membership, shall be eligible. Also, organizations unable to pay the annual fee may join as affiliate members. Affiliate members are exempt from annual membership dues and do not have voting rights.
- d. Life Honorary Member:** Persons who have contributed greatly to the development of the study of cerebrovascular disease or who contributed significantly to the WSO over a long period of time may be appointed as Life Honorary Members. Life Honorary Members are exempt from annual membership dues.

## ***Section 2. Membership Eligibility and Application Procedures.***

- 1.** An individual or organization described in subsection **(a)**, **(b)**, and **(c)** of **Section 1** of this Article shall be eligible for membership in the WSO. Membership in the WSO shall become effective upon:
  - i.* Receipt of the properly completed application form
  - ii.* Receipt of any required membership dues.
  - iii.* Honorary members are appointed upon a proposal by the Executive Committee and/or the Board of Directors and approved by the members of the General Assembly

## ***Section 3. Rights of Membership.***

- 1. Events:** Member organizations and their members or affiliates, Individual Members, Affiliate Members, and Honorary Members shall be entitled to attend any events sponsored by the WSO, provided that each individual participant pays any fee set by the WSO for admission or participation in the event.
- 2. Voting and Holding Office:** The only classes of membership entitled to vote during any regular or special business meeting of the WSO shall be the representatives of

Member Organizations, Individual Members and Honorary Members.

3. The classes of membership entitled to hold any elected office in the WSO shall be any member of the member organizations, any individual member or Honorary member. All Members entitled to vote shall be referred to collectively as the General Assembly or as Voting Members. Individual, organizational and Honorary Members shall vote on the election of the members of the Board of Directors and all other matters that come before the General Assembly, including, but not limited to, the acceptance of reports, removal of directors, and the dissolution of the WSO.
4. Affiliate Members shall have no voting rights and no right to participate in any aspect of the management or operation of the WSO.
5. Membership shall not confer any rights upon Members other than those rights expressly stated in these Bylaws.

#### ***Section 4. Membership Dues, Non-Payment of Dues and Resignation.***

1. The Board of Directors of the WSO shall establish and adjust from time to time, as needed, the annual membership dues required to be paid by Member Organizations, Individual Members, and Affiliate Members so that the WSO remains financially self-sustaining. Dues shall be paid on the basis of the calendar year.
2. A Member may resign from Membership in the WSO at any time by giving notice of his or her resignation in a writing addressed to the President or Secretary, or by presenting his or her written resignation at any regular or special meeting of the Board of Directors.

#### ***Section 5. Termination of Membership.***

1. Membership in the WSO will end:
  - i. When a member is deceased, or a member organization is dissolved.
  - ii. By written resignation of a member.
  - iii. **Due to non-payment of dues:** Failure to pay dues set by the Board of Directors within one (1) year of the date they become due shall result in termination of Membership. If the same person or organization re-applies for membership, this can be reinstated upon payment of all past-due amounts.
  - iv. **By exclusion:** Termination of membership can be considered when a member has acted against the WSO, the purpose of the WSO, or the bylaws of the WSO. Termination of membership by exclusion is decided by the Board of Directors, after offering an opportunity for a fair hearing.

## ***ARTICLE III: Entities and their responsibilities***

### ***A. The General Assembly (GA)***

#### **Section 1. Members.**

1. All individual members and all representatives of any member Stroke Support Organization (SSO) or member Stroke society constitute the General Assembly and have voting rights.
2. The honorary members are also part of the GA and have voting rights.
3. The Affiliate members are non-voting members of the GA.

#### **Section 2. Meetings.**

1. The GA of the WSO shall be held at the places and on the dates designated by the Board of Directors. The agenda will be established by the Board of Directors upon proposal by the Executive Committee.
2. There shall be at least one GA every two (2) years that should be held during the World Stroke Conference. During this meeting the results of the electronic voting of the members of the Board of Directors and the officers of the Executive Committee will be sanctioned. The GA furthermore will be responsible for any task the Board of Directors and the Executive Committee assigns to the GA.

#### **Section 3. Notice of Meeting and Order of Business.**

1. The Secretary shall, at least thirty (30) days before the meeting, but no more than sixty (60) days before the meeting, give written notice of the meeting to all directors by mail, facsimile transmission, overnight courier, electronic mail, or hand delivery. Unless otherwise provided in these Bylaws, the notice needs to specify the purpose for which the meeting is called.

### ***B. Board of directors (BoD)***

#### **Section 1. Responsibilities.**

1. The BoD is responsible for the elections of the officers of the Executive Committee and the future sites of World Stroke Congresses and ratifies the budget on recommendation of the Executive Committee.
2. The BoD is responsible for setting the strategic directions of the organization and oversight of all major activities. Furthermore, the BoD is responsible for any other tasks that the GA or the Executive Committee assigns to the BoD.

## **Section 2. Members.**

1. The members of the BoD will be elected out of the individual members fifty percent (50%), upon nomination by the Stroke Support Organizations' (SSOs) twenty-five percent (25%) and by election from the individual stroke society members twenty-five percent (25%).

## **Section 3. Election.**

1. The Board members will be elected every four (4) years by individual members (50%), Stroke Support Organizations (25%) and Stroke societies (25%). Before the election, the Board will fix the number of Board members. There shall be no more than one (1) representative per organization/society.
2. There is no upper limit of Board members. There are a minimum number of 20 members. The Board of Directors will organize the elections of Board members by email voting. At meetings of the BOD the quorum shall consist of not less than 25% of voting members of each voting category. In exceptional circumstances, the Board Executive may co-opt an outstanding individual where it is considered that the nominee would make a vital contribution.
3. If the quorum consists of 25% or more but less than 40%, resolutions shall be ratified by no less than 50% of the membership at a subsequent electronic poll that may be conducted by email. All board members need to be financial members of WSO during their mandate.
4. No specific board positions are allocated for named societies. If the elected individual steps down from their leadership role in the society, they should still serve their term of office. If the individual representing a society wishes to stand down during their term of office, the relevant society will nominate an alternative representative until the next Board elections.
5. A regional stroke society not already elected to the Board may apply to the Executive to have a nominee join the Board Ex Officio for 4 years or until the next election. A regional society is defined as a professional stroke body representing at least two countries or a large professional society with a major global profile.

## **Section 4. Meetings.**

1. The BoD will meet at least three (3) times per year, preferably at major regional stroke conferences and, in World Congress Years, during the World Stroke Congress. If the meeting shall not be held during the designated time, a substitute annual meeting may be called by the President. A meeting so called shall be designated and treated for all purposes as the annual meeting. The BoD may provide, by resolution, the time and place for the holding of additional regular meetings.

2. *Waiver of Notice.* Any director may waive notice of any meeting. The attendance by a director at a meeting 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 because the meeting is not lawfully called or convened.

### ***Section 5. Term of office.***

1. The term of office in the BoD is four (4) years. Up to fifty percent (50%) of the BoD may be elected every two (2) years to allow exchange within the board. The Board members may be re-elected for only one (1) additional term with a limit of eight (8) years.
2. Eligibility for re-election to a second term of board membership is contingent on attendance at a minimum of one (1) board meeting per year and evidence of active involvement in committees or other WSO activities

## ***C. Executive Committee (EC)***

### **Section 1. Responsibilities.**

1. The EC is responsible for the everyday activities of the WSO, which shall have and may exercise the authority of the Board in the management of the business and affairs of the WSO during intervals between meetings.
2. Members of the EC shall include, but not limited, to the President, Immediate Past-President, the President-Elect, two (2) Vice-Presidents, Secretary, Treasurer and three Members-at-Large, including a representative of the Stroke Support Organizations.

### **Section 2. Powers and Duties of the Executive Committee.**

1. The EC shall possess and exercise all of the powers and duties of the BoD whenever the BoD shall not be in session; provided, however, that the EC shall not have authority as to the following Board and GA matters:
  - a. The dissolution, merger or consolidation of the Organization; the sale, lease or exchange of all or substantially all of the property of the Organization; the pledge of any property of the Organization; or any other transaction affecting the title to, or the existing restrictions upon the use of, real property owned by the Organization.
  - b. The designation of an EC or any other committee of directors having power to exercise any of the authority of the Board in the management of the Organization, the election, appointment, or removal of directors, or the filling of vacancies in the BoD or in any committee.
  - c. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repeal able.

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- d. The amendment of the Articles of Incorporation, or the amendment or repeal of any Bylaw or adoption of new Bylaws.
- e. Any matter over which the law of Switzerland prohibits a committee of the Board from exercising authority.
- f. The quorum for each Executive Committee meeting shall be 50% of the members of the Executive Committee plus the WSO President

### **Section 3. Officers.**

1. The EC consists of the following Officers:
  - a. President
  - b. President elect
  - c. Immediate Past president
  - d. Two (2) Vice president(s): One (1) Vice-president is nominated from the medical scientific society and the other represents the SSOs.
  - e. Secretary
  - f. Treasurer
- a. Three (3) Members at large, including an additional representative of the Stroke Support Organizations
- b. Co-opted members: co-opted by the EC, four (4) year term, re-cooption possible for one (1) further four (4) year term.
- c. Members ex officio: to include the Congress oversight committee chair, Editor in Chief of the International Journal of Stroke, Co-Treasurer when appointed.

### **Section 4. Term of office.**

1. The term of office is two (2) years for the President, President Elect and Immediate-Past President and generally four (4) years for the positions *D to I*.

### **Section 5. Nominations.**

1. Prior to the Business Meeting where elections are to take place, nominations of candidates from Board members and member organizations or Individual members for each vacancy will be necessary. This will be coordinated by a Nominations Committee. Voting Members shall be notified of the names of nominees at least 60 days prior to the election date.

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## **Section 6. Elections.**

1. The BoD will organize the elections for the President-Elect, the Treasurer, the Secretary, and the Members at Large by email voting.
2. A President Elect will be elected every two (2) years. After the two (2) year term the President- Elect becomes the President of the WSO without further election. After the term as President, the President becomes the Immediate Past-President without further election. The Immediate Past-President cannot be re-elected as President.
3. Only in case of extreme and unforeseen circumstances (“force majeure”) or if a President-Elect cannot take over the position of the President because of resignation or illness, a new President must then be elected. In this event, the BoD will set up election rules only applicable once for the presidency in jeopardy
4. For the positions *D to I*, re-election is possible but limited to one further term of office.
5. Executives should be elected from the Board for a 4-year term and during that period would remain board members.

## **Section 7. The President.**

1. The President shall be the Chief Executive Officer of the Organization and chairperson of the EC and BoD. The President must be a stroke professional of international renown.
2. Subject to the control of the BoD, the President shall supervise and control all the business and affairs of the Organization in accordance with these Bylaws and preside at all meetings of the Organization.
3. The President shall sign with any other proper officer of the Organization authorized by the BoD, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Organization, except where the signing and execution thereof shall be expressly delegated by the BoD or by these Bylaws to some other officer or agent of the Organization, or shall be required by law to be otherwise signed and executed; and, in general, he or she shall perform all duties incident to the office of President and any other duties as may be prescribed by the Board of Directors from time to time.

## **Section 8. The President Elect and the Immediate Past President.**

1. They assist the President in all areas of the society activities. They take over specific tasks assigned to them by the President or the EC. They both must be renowned stroke physicians.

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### **Section 9. Vice-Presidents.**

1. One (1) of the Vice-Presidents shall be elected from stroke support organizations and one Vice-President shall be a renowned stroke professional. Any Vice-President shall perform any other duties as from time to time may be assigned to him or her by the President or BoD.

### **Section 10. Secretary.**

The Secretary shall:

1. Review the minutes of the meetings of the BoD and of all Committees.
2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
3. Be custodian of the corporate records
4. In general, perform all duties incident to the office of Secretary and any other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

### **Section 11. Treasurer.**

The Treasurer shall:

1. Have custody or oversight responsibility for all funds and securities of the Organization, the receipt and recording of contributions and monies due and payable to the Organization from any sources whatsoever, and the depositing of all of these monies in the name of the Organization in depositories that are selected by the Board of Directors.
2. Prepare, or cause to be prepared, an audited statement of the Organization 's assets and liabilities as of the close of each fiscal year, which statement shall be made and filed at the Organization 's registered office or principal office; and
3. In general, perform all of the duties incident to the office and any other duties as from time to time may be assigned to him or her by the President or by the BoD. A Co-Treasurer may be appointed by the Board to assist the Treasurer.

### **Section 12. Members-at-Large.**

1. The elected Members-at-Large shall have all the duties and responsibilities that the President may determine.
2. The EC may co-opt up to two (2) more Members at Large who shall serve in the same way as the elected Members at Large.

### **Section 13. Vacancies.**

1. In the event of incapacitation, removal, resignation, withdrawal or demise of any officer or director, the President, with the approval of the Board, shall appoint a successor who will hold the appointed office until a successor has been elected.
2. In the event of incapacitation, removal, resignation, withdrawal or demise of the President-Elect, the Nominations Committee shall be reconvened to name a nominee for election at the next Business Meeting.

### **Section 14. Removal from Office.**

1. Any officer or director may be removed from office by the vote of two thirds of the Board members when in their judgment the action will serve the best interests of the Organization.

### **Section 15. Compensation.**

1. The directors of the WSO shall not receive compensation for their services, and may be reimbursed for their reasonable expenses incurred during the course of their service as directors of the WSO.

### **Section 16. Conflict of Interest**

1. Disclosure: All WSO leaders (Board members, Executive Committee members, and Chairs) are to fully disclose financial and non-financial relationships, including their employment, ownership interests, memberships, arrangements, investments and holdings, including those held by family members, as per the WSO Disclosure Statement.
  - a) Reporting is to occur before appointment or election and annually thereafter.
  - b) A WSO leader is also expected to update his or her Disclosure Statement within 30 days of any material change occurs in his or her relationships.
  - c) In the course of WSO meetings or activities, the WSO leader is to disclose any direct or indirect interests in a transaction or decision that potentially could be a conflict of interest.
2. Evaluation: Reporting these personal and other business relationships generally does not prevent an individual from working with or volunteering for the WSO. The WSO Executive Committee will evaluate non-financial and financial relationships for actual or perceived conflicts based on the nature of WSO leadership position(s) and scope of decision making authority, the substantiality of the relationships, the pervasiveness of the conflict and whether additional measures are needed to protect the integrity and reputation of the WSO.
3. Resolution: A major conflict of interest, as defined by the Governance Framework, may be resolved by having the WSO leader refrain from deliberating and/or voting on the particular transaction or matter in which he or she has an interest; and otherwise refrain from exerting any influence on WSO to affect a decision. However, other measures may be required by WSO, depending on the nature of and the ability to reasonably manage the conflict. Resolution will be based on the facts and circumstances of each individual situation but may in some cases require action up to and including the withdrawal of the individual from the conflicting relationship or from the WSO position.

## **Section 18. Meetings.**

1. There shall be at least three (3) Face to Face Board or virtual meetings every year, preferably during major regional stroke conferences, or during the World Stroke Congress.
2. Additional meetings by telephone conference may be organized.

## **Section 19. The Senior Advisory Group**

1. A Senior Advisory Group shall be constituted from previous Presidents of the Society, who will be invited to the Board meetings. The Senior Advisory Group may be assigned tasks by the President and EC as required.

## **ARTICLE IV: World Stroke Congress.**

1. The primary purpose of Special Meetings and the World Congress shall be to provide educational courses and forums for the presentation of scientific papers. The Congress shall be conducted by a Chairperson appointed by the BoD following the recommendation of the EC and the congress oversight committee.
2. The WSO shall not have financial responsibility for the conduct of the Congress. The WSO may enter into agreements with the local host committee or organization for each Congress as approved by the BoD regarding the sharing of revenues or net profits from each Congress.

## **ARTICLE V: International Journal of Stroke.**

1. The International Journal of Stroke is the flagship scientific journal of the WSO. The Board of Directors will select an outstanding stroke expert to be the Editor in Chief. The Editor in Chief will be an ex officio member of the Executive and the BoD and will report periodically to the Board.
2. The Editor in Chief will appoint the Editorial Board and be responsible for the conduct and all the activities of the Journal. The Board will review the performance of the Journal and the Editor in Chief every four (4) years.
3. The Board, together with the Editor in Chief, are responsible for selection of the Publisher and overseeing the publication contract with the WSO.

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**ARTICLE: VI Dissolution.**

1. The dissolution or the merger of the WSO can only be decided by a two-thirds (2/3) majority vote of a GA specially convened for one of these purposes.

**ARTICLE VII: Miscellaneous**

***Section 1. Fiscal Year.***

1. The fiscal year of the WSO shall be a calendar year.

***Section 2. Amendments.***

1. Except as otherwise provided in these Bylaws, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative action of the directors then holding office at any regular or special meeting of the Board of Directors.

***Section 3. Roberts Rules of Order.***

1. Meetings of the WSO shall be conducted in accordance with Roberts Rule of Order.



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