



UK Charity No 1072681

Company No 02980306

## IFIC ARTICLES OF ASSOCIATION

*(proposed by the Board of Trustees - September 2011)*

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## **Name**

1. The charity's name is the International Federation of Infection Control and registered in the UK as IFIC Ltd (and in this document called the 'charity').

## **Interpretation**

2. In the articles:
  - 'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;
  - 'the articles' means the charity's articles of association;
  - 'the charity' means the charity intended to be regulated by the articles;
  - 'clear days' in relation to the period of a notice means a period excluding:
    - the day when the notice is given or deemed to be given; and
    - the day for which it is given or on which it is to take effect;
  - 'the Commission' means the Charity Commission for England and Wales;
  - 'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;
  - 'the Trustees' means the Trustees of the charity. The Trustees are charity Trustees as defined by section 97 of the Charities Act 1993;
  - 'document' includes, unless otherwise specified, any document sent or supplied in electronic form;
  - 'electronic form' has the meaning given in section 1168 of the Companies Act 2006;
  - 'the memorandum' means the charity's memorandum of association;
  - 'officers' includes the Trustees and the secretary (if any);
  - 'the seal' means the common seal of the charity if it has one;
  - 'secretary' means any person appointed to perform the duties of the secretary of the charity;
  - 'the United Kingdom' means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.
3. Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.
4. Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.



### **Liability of members**

5. The liability of the members is limited to a sum not exceeding ten pounds sterling (£10), being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
  - (a) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
  - (b) payment of the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributories among themselves.

### **Objects**

6. The charity's objects ('Objects') are specifically restricted to:

the relief of sickness and the preservation and protection of public health in all parts of the world by fostering best practice in the prevention and control of healthcare associated infections through global networking, in particular but not exclusively amongst people working in medical, educational and residential care institutions.
7. The charity shall undertake all relevant activities that further these Objects including:
  - (a) provide advice, guidance, education and other tools in infection prevention and control
  - (b) support communication lines that assist and unite existing infection control societies
  - (b) foster the development of new infection control societies when and where they are needed
  - (c) collaborate with other charities, voluntary bodies, statutory authorities, associations or organisations

### **Powers**

8. The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so.
9. In particular, the charity has power:
  - (a) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
  - (d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as



security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;

(e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(i) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a Trustee only to the extent it is permitted to do so by articles 13 to 16 and provided it complies with the conditions in that article;

(j) to:

(i) deposit or invest funds;

(ii) employ a professional fund-manager; and

(iii) arrange for the investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;

(k) to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;

(l) to pay out of the funds of the charity the costs of forming and registering the charity both as a charity and as a charity.

### **Application of income and property**

10. The income and property of the charity shall be applied solely towards the promotion of the Objects.

11. (a) A Trustee is entitled to be reimbursed from the property of the charity, or may pay out of such property, reasonable expenses properly incurred by him or her when acting on behalf of the charity.

(b) A Trustee may benefit from Trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.

(c) A Trustee may receive an indemnity from the charity in the circumstances specified in article 120.

(d) A Trustee may not receive any other benefit or payment unless it is authorised by articles 13 to 16.

12. Subject to articles 13 to 16, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise



by way of profit to any member of the charity. This does not prevent a member who is not also a Trustee receiving:

- (a) a benefit from the charity in the capacity of a beneficiary of the charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the charity.

### **Benefits and payments to charity trustees and connected persons**

13. No Trustee or connected person may:
  - (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
  - (b) sell goods, services, or any interest in land to the charity;
  - (c) be employed by, or receive any remuneration from, the charity;
  - (d) receive any other financial benefit from the charity; unless the payment is permitted by clause 14 of this article, or authorised by the court or the Charity Commission.
  - (e) 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value. Scope and powers permitting Trustees' or connected persons'
14. (a) A Trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the Trustees do not benefit in this way.
  - (b) A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
  - (c) Subject to article 15 of this article, a Trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the Trustee or connected person.
  - (d) A Trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Trustees.
  - (e) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
  - (f) A Trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.
15. The charity and its Trustees may only rely upon the authority stipulated through article 14(c) of this article if each of the following conditions is satisfied:
  - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its Trustees (as the case may be) and the Trustee or connected person supplying the goods ('the supplier')



under which the supplier is to supply the goods in question to or on behalf of the charity.

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other Trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.

(f) The reason for their decision is recorded by the Trustees in the minute book.

(g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by articles 13 to 16.

16. In articles 14 and 15:

(a) 'charity' includes any charity in which the charity;

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more Trustees to the board of the charity.

(b) 'connected person' includes any person within the definition in article 131.

### **Declaration of Trustees' interests**

17. A charity Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared.

18. A Trustee must absent himself or herself from any discussions of the charity his or her Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

### **Conflicts of interest and conflicts of loyalties**

19. If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:



(a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person

(b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and

(c) the unconflicted Trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

(a) a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

## **Members**

21. The subscribers to the charity's memorandum are the first members of the charity.

22. Membership is open to other individuals or organisations who;  
(a) apply to the charity in the form required by the Trustees; and  
(b) are approved by the Trustees.

23. (a) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

(b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

24. Membership is not transferable.

25. The Trustees must keep a register of names and addresses of the members.

## **Membership**

26. The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

27. The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership. The rights attached to a class of membership may only be varied if a special resolution to that effect has been approved by the majority of voting members of that class.

## **Termination of membership**

28. Membership is terminated if:

(a) the member dies or, if it is an organisation, ceases to exist;

(b) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;



- (c) any sum due from the member to the charity is not paid in full within twelve months of it falling due;
  - (d) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the charity that his or her or its membership is terminated.
29. A resolution to remove a member from membership may only be passed if:
- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative has been allowed to make representations to the meeting.

### **General meetings**

30. An annual general meeting must be held in each subsequent year and not more than eighteen months may elapse between successive annual general meetings.

### **Notice of general meetings**

31. The Trustees may call a general meeting at any time. Notice of general meetings
32. The minimum periods of notice required to hold a general meeting of the charity are:
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - (b) fourteen clear days for all other general meetings. A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
33. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and articles 53 to 57.
34. The notice must be given to all the members and to the Trustees and auditors.
35. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

### **Proceedings at general meetings**

36. No business shall be transacted at any general meeting unless a quorum is present, which is defined as:
- (a) five (5) members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or





- (b) one tenth of the total membership at the time whichever is the greater.
37. The authorised representative of a member organisation shall be counted in the quorum.
  38. If:
    - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
    - (b) during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Trustees shall determine.
  39. The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
  40. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
  41. General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.
    - (a) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
    - (b) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
    - (c) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting. The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
  42. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
  43. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
  44. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
  45. Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded;
    - (a) by the person chairing the meeting; or
    - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
    - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.



46. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
47. The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
48. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
  - (a) If the demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
49. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
50. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
51. A poll demanded on the election of a person to chair a meeting, or on a question of adjournment must be taken immediately or on any other question must be taken either immediately.
52. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

### **Content of proxy notices**

53. Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:
  - (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
  - (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
54. The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
55. Unless a proxy notice indicates otherwise, it must be treated as:
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
56. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.



(a) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

57. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

### **Written resolutions**

58. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

- (a) a copy of the proposed resolution has been sent to every eligible member;
- (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
- (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

59. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

60. Every member who is in a class that is entitled to vote, shall have one vote.
61. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
62. Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- (a) The organisation must give written notice to the charity of the name of its representative.
  - (b) The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity.
  - (c) The representative may continue to represent the organisation until written notice to the contrary is received by the charity.
  - (d) Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

### **Trustees**



63. The Charity and its property are managed by a Board comprising Trustees elected in accordance with these articles (in this document referred to 'the Board').
64. The composition of the Board should ensure as much a possible coverage of all the regions of the world with the Trustees originating as equally as possible from high and low resource regions
  - (a) A mixture of different healthcare professions working in the field of infection prevention and control is preferable.
65. A Trustee must be a natural person aged 18 years or older who is professionally active in infection prevention and control.
66. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 103.
67. The minimum number of Trustees shall be no less than five (5) and not more than thirteen (13).
68. The first Trustees shall be those persons notified to Companies House as the first Trustees of the charity.
69. A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

#### **Powers of Trustees**

70.
  - (a) The Trustees shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
  - (b) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
  - (c) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

#### **Proceedings of Trustees**

71. Subject to the provisions of these articles, the Trustees may regulate their proceedings as they think fit.
72. Any Trustee may call a meeting of the Trustees.
  - (a) The secretary must call a meeting if requested to do so by a Trustee
73. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all others
74. Questions arising at a meeting shall be decided by a majority of votes.
  - (a) In the case of an equality of votes the chair shall have a second or casting vote.
75. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number present or three Trustees, whichever is the greater.



- (a) 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
76. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
77. The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
78. All Trustee proceedings will be presided by the Chair who will have a casting vote in the event of a tied resolution. If the Chair is unable or unwilling to do so, the Trustees present may appoint one of their numbers to be chair of that meeting.
79. All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
80. A resolution in writing, or in electronic form, agreed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held.
- (a) The resolution may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.
81. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be endorsed and signed according to the procedure approved by the Board.

### **Executive Committee**

82. The Board will elect, from within it, Trustees to fill the following positions:
- (a) Chair,
  - (b) Secretary,
  - (c) Treasurer.
- These will constitute the Executive Committee. One of them shall be a physician and one a nurse working in Infection Prevention and Control.
83. The Executive Committee exercises all the powers of the Board between its meetings.
84. Any decisions taken by the Executive Committee shall be reported to the Board at the next meeting of the Trustees
- (a) the Trustees shall be bound by those decisions unless the Trustees resolve by a simple majority to revoke the Executive Committee's decision.



85. The Executive Committee may hold meetings by suitable electronic means agreed upon, provided that no account shall be taken of that meeting unless the resolution is ratified in writing and approved by all members of the executive board for the time being. In that event the resolution shall be as valid and effectual as if it had been passed at a meeting with all members present in person.
86. The quorum for the Executive Committee shall be all its members present and the Executive Committee shall be able to make decisions only if there is a quorum and all the decisions are made unanimously

### **Committees**

87. The Trustees may appoint committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee.
88. Every committee established shall always include at least one Trustee.
89. All acts and proceedings of any such committees shall be fully and promptly reported to the Trustees.
90. Committees shall, in the exercise of the power so delegated, conform to any regulations imposed by the Trustees.
91. The meetings and proceedings of such committees shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Trustees so far as applicable.
92. No committee shall incur expenditure on behalf of IFIC except in accordance with a budget which has been approved by the Trustees
93. Committees shall provide a written report to the Trustees by the date stipulated by the Board.
  - (a) The chair of the committee may be requested to attend the meeting of the Board in person to inform the Trustees on its activities.
94. The Trustees, by a simple majority, may dissolve a committee for whatever reason.

### **Appointment and retirement of Trustees**

95. The term of service of an elected Trustee shall be four (4) years.
96. No trustee can be elected to serve on the Board for more than two consecutive terms
  - (a) However if a Trustee is appointed to an Executive Committee position, he or she will automatically continue on the Board for four years from the date of the Executive Committee appointment.
97. A Trustee shall commence service on 1<sup>st</sup> January and retire on 31<sup>st</sup> December of the appropriate years.
98. Trustee appointment and completion of term shall be announced at the prior annual general meeting before the beginning/end of the term of office.



99. No person may be appointed a Trustee at an annual general meeting unless he or she is recommended for election by the Trustees.
100. If the Charity, at the meeting at which a Trustee retires, is unable to fill the vacancy, the retiring Trustee may, if willing to act, be reappointed for one year unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.
101. The Trustees may appoint a person who is willing to act to be a Trustee.
  - (a) A Trustee appointed by a resolution of the other Trustees must automatically retire at the next annual general meeting.
102. The appointment of a Trustee, whether by the charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

### **Disqualification and removal of Trustees**

103. A Trustee shall cease to hold office if he or she;
  - (a) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;
  - (b) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); ceases to be a member of the charity;
  - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (d) resigns as a Trustee by notice to the charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect); or
  - (e) is absent without the permission of the Trustees from all their meetings held within a period of twelve months and the Trustees resolve that his or her office be vacated.

### **Remuneration of Trustees**

104. The Trustees must not be paid any remuneration unless it is authorised by articles 13 to 16.

### **Validity of Trustees' decisions**

105. Subject to article 79, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee;
  - (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if without;
  - (d) the vote of that Trustee; and



(e) that Trustee being counted in the quorum; the decision has been made by a majority of the Trustees at a quorate meeting.

### **Seal**

106. If the charity has a seal it must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary (if any) or by a second Trustee.

### **Minutes**

107. The Trustees must keep minutes of all;
- (a) appointments of officers made by the Trustees;
  - (b) proceedings at meetings of the charity;
  - (c) meetings of the Trustees and committees of Trustees including;
  - (d) the names of the Trustees present at the meeting;
  - (e) the decisions made at the meetings; and
  - (f) where appropriate the reasons for the decisions.





## **Accounts**

- 108 The Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
109. The Trustees must keep accounting records as required by the Companies Acts. Annual Report and Return and Register of Charities 51
110. The Trustees must comply with the requirements of the Charities Act 1993 with regard to the;
- (a) transmission of a copy of the statements of account to the Commission;
  - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
  - (c) preparation of an Annual Return and its transmission to the Commission.
111. The Trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

## **Means of communication to be used**

112. Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
113. Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
114. Any notice to be given to or by any person pursuant to the articles;
- (a) must be in writing; or
  - (b) must be given in electronic form.
115. The charity may give any notice to a member either;
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form to the member's address.
  - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a charity meeting and must specify the place date and time of the meeting.
116. A member who does not register an address (postal and/or electronic) with the charity or does not update any changes to the address, shall not be entitled to receive any notice from the charity.



117. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 7 days after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.
118. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
119. (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (a) Proof that an electronic form of notice was given shall be conclusive where the charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

### **Indemnity**

120. The charity shall indemnify any Trustee, or former Trustee of the charity, against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

### **Rules**

121. The Trustees may from time to time make such reasonable and proper rules (bye-laws) as they may deem necessary or expedient for the proper conduct and management of the charity.
122. The rules may regulate the following matters but are not restricted to them;
- (a) the admission to and classification of membership including rights, privileges and conditions of membership, including entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the procedure of election of Trustees;
  - (c) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - (d) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - (e) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - (f) generally, all such matters to the proper running of the Charity and which are commonly the subject matter of charity rules.
123. All new rules should be presented at the next scheduled annual general meeting.
124. The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
125. The charity in general meeting has the power to alter, add to or repeal the rules.
126. The rules shall be binding on all members of the charity. No rule shall be inconsistent with, or shall affect or repeal anything contained in, the articles.



## **Disputes**

127. If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **Dissolution**

128. The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways;

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

129. Subject to any such resolution of the members of the charity, the Trustees of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred;

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

130. In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 58 is passed by the members or the Trustees, the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

## **Interpretation**

131. In these articles, 'connected person' means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within paragraph above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (a) or (b) above;
- (d) an institution which is controlled:
  - (i) by the Trustee or any connected person falling within paragraph (a), (b) or (c) above; or



(ii) by two or more persons falling within sub-paragraph (d) above, when taken together

(e) a body corporate in which:

(i) the Trustee or any connected person falling within paragraphs (a) to (c) has a substantial interest;

132. Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 shall apply for the purposes of interpreting the terms used.



## **RULES**

### **Members**

1. Members of IFIC shall comprise societies, associations and organisations incorporating individuals involved or directly concerned with the prevention and control of healthcare associated infections in premises anywhere in the world and
  - (a) who at the date of the adoption of the articles have been enrolled as Members or who are subject, and
  - (b) which are governed by constitution or statute in a form approved by IFIC, and
  - (c) are formed by individual membership
2. Applications for acceptance as a member must be delivered to IFIC in such form as the Trustees shall prescribe or approve in its procedures.
  - (a) An applicant shall be admitted as upon receipt of a signed application, membership fee, paid in advance provided that the Board does not exercise its powers under Article 23.
  - (b) The Trustees may decide to waive the fee for membership from any member who they deem to deserve such waiver, upon receipt and consideration of an application in such a form as the Board shall prescribe.

### **Patrons**

3. The charity may also accept requests for membership from commercial entities, whether persons, firms or companies, which have an interest in or concern about Infection Control and do not qualify to be a Member under the terms established in Rule 1.
4. These shall be designated as Patrons and categorised as either Supporting Member or Strategic Partners, depending on the level of sponsorship and interaction with the Federation as determined from time to time by the Trustees.
6. In order to be admitted as a Patron, the commercial entity must deliver to IFIC an application for admission in such form as the Board shall prescribe or approve.
  - (a) The applicant shall be admitted to Patron Membership upon receipt of the application and payment in advance of the membership fee, as determined by the Board of Trustees, provided that the Board does not exercise its powers under Article 2.
  - (b) Patrons shall be entitled to receive all material published by IFIC together with any other benefits open to members. However they shall not be entitled to vote or put forward nominees for Trusteeship.

### **Associates**

- 4 Associates shall be individuals who are professionally involved or interested in Infection Control as well as non-commercial organizations which do not fulfil the criteria established in Rules 1 or 3.



5. Associates shall pay a membership fee and shall be entitled to receive all material published by IFIC together with any other benefits open to members. However they shall not be entitled to vote or put forward nominees for Trusteeship.
6. In order to be admitted as an Associate, the individual must deliver to IFIC an application for admission in such form as the Board shall prescribe or approve in its Procedures, providing details of continued involvement and interest in the area of health care associated infection
  - (a) The applicant shall be admitted to Associate Membership upon receipt of the application and payment in advance of the membership fee, as determined by the Board of Trustees.
  - (b) The Trustees may decide to waive the membership fee from any Associate who they deem to deserve such waiver, upon receipt and consideration of an application in such a form as the Board shall prescribe.

### **Electoral Committee**

7. The Electoral Committee is formed by three persons who are not Trustees together with the Secretary of the board of Trustees who will not possess a vote in this forum.
  - (a) No other Trustee can be a member of the Electoral Committee
8. The Electoral Committee shall undertake all the electoral procedures required for the appointment of Trustees from amongst nominated candidates.
9. The Electoral Committee shall be appointed by the Board
10. The term of service of a member of the Electoral Committee shall not exceed four years and a member shall not serve for more than two consecutive terms.

### **Election procedures**

11. Whenever a Trustee retirement falls due at end of the year, no later than one hundred and ten (110) days before the annual general meeting (AGM) a notice is sent out to Members inviting nominations in accordance with the election procedures approved by the Trustees and setting a date for their submission.
  - (a) These nominations shall be from the geographical area that has created the vacancy, to ensure a balanced distribution in accordance with article 64.
12. Completed nomination forms shall be forwarded to the Secretary. A nomination form can only be accepted if it:
  - (a) is signed (including electronically) by a member entitled to vote at the annual general meeting;
  - (b) states the member's intention to propose the appointment of a person as a Trustee;
  - (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House;
  - (d) provides all the required information about the proposed candidate



- (e) is accompanied by a clear statement of acceptance of nomination.
13. Nominations by Members shall be received no less than seventy (70) days before the annual general meeting.
  14. If more than one nomination is received for a vacant position, an election will be held by way of an online ballot.
  15. The Electoral Committee shall put in place security measures to provide reasonable assurance that only members entitled to vote are allowed and that no member is allowed to vote more than once.
  16. The ballot document is to be sent to Members no less than forty (40) days before the AGM. A minimum voting period of at least thirty (30) days shall apply.
  18. Counting shall be performed by the Electoral Committee, with no less than two scrutineers overseeing the process
    - (a) The Electoral Committee will then submit the result to the Secretary not less than five (5) days before the annual general meeting.
  19. The candidate who obtains the majority of votes from amongst those standing for election will be deemed to have been elected.
    - (a) In the event of a tied ballot, the Trustees will undertake a secret election amongst them between the tied candidates.
    - (b) If this still does not result in a clear result, the Chair will pass a casting vote
  20. A signed report of the ballot shall be submitted to the Trustees and to the annual general meeting by the Secretary.
  18. Announcement of the result of the ballot shall be made at the annual general meeting.
  19. In the event that no nomination is received from Members following calls in two successive years, the Trustees may propose a nominee.
    - (a) The nominee should be preferably chosen from the list of Associates within the charity.
    - (b) The nomination would then be presented at the annual general meeting for approval by the members eligible to vote. If approved by the majority of members present, the individual will be appointed as a Trustee with full duration of tenure and rights.

### **Proceedings at the annual general meeting**

20. At the annual general meeting there shall be considered, amongst others:
  - (a) The accounts and balance sheet and reports of the Board and auditors prepared in accordance with Article 108 and any other documents annexed to the balance sheet and auditors report under Article 110
  - (b) The election or appointment of the members of the Board in place of those retiring
  - (c) The reappointment or replacement as the case may be of the auditors and the fixing of their remuneration
  - (d) The rates of subscription for Members and fees paid



### **Frequency of Trustees' meetings**

22. Not less than one meeting of the Board shall be held in each year and not more than eighteen months shall elapse between the date of one meeting and that of the next meeting

### **Publications**

23. The Board shall cause to be published not less than once a year an IFIC publication containing news and information about Infection Prevention & Control, membership, conferences, research and such other items as the editor considers might be of interest.
24. The Trustees shall appoint an Editor of this publication.
25. The charity may also issue and disseminate publications, including books and scientific journals, that promote infection prevention and control.
26. Publications may be in print or electronic format, as decided by the Trustees.

### **Conferences**

27. International and national, single discipline and multi-disciplinary meetings, joint or alone, conference, seminars for the purpose of promoting international or national exchange of knowledge, information, research, ideas and support for Infection Control, shall be held at such times and places as the Trustees may from time to time determine.
26. All Members may attend conference as well as persons who are interested in the objects of IFIC and the furtherance of IFIC Objects. Attendance of Members, Patrons, Associate members and others shall be on such terms and payment as the Board determines



