

THE COMPANIES ACTS 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

INFECTION PREVENTION SOCIETY

Company number: 6273843

Charity registration number: 1120063

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COMPANIES HOUSE

THE COMPANIES ACTS 1985 AND 2006

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION OF

INFECTION PREVENTION SOCIETY

1. NAME

The name of the Society is Infection Prevention Society ("the Society")

2. REGISTERED OFFICE

The registered office of the Society is to be in England and Wales

3. OBJECTS

The objects of the Society ("the Objects") are to promote the advancement of education in infection control and prevention for the benefit of the community as a whole, and in particular the provision of training courses, accreditation schemes, education materials, meetings and conferences.

4. POWERS

The Society has the following powers, which may be exercised only in promoting the Objects:

- 4.1 to collect and disseminate information on all matters relating to the Objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere;
- 4.2 to research and accept commissions for research into any matters within the Objects and to publish the results thereof;
- 4.3 to write, print or publish, in whatever form, papers, books, periodicals, pamphlets or other documents, including films and recorded material, and to issue or circulate the same whether for payment or otherwise,
- 4.4 to arrange and provide for, either alone or with others, the holding of exhibitions, conferences, meetings, lectures, classes, seminars and training courses;

- 4 5 to provide education and training, development and support programmes, either directly or in consultation with others,
- 4 6 to establish and support any charitable trusts, associations or institutions formed for all or any of the Objects,
- 4.7 to establish subsidiary companies to assist or act as agents for the Society,
- 4.8 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 4.9 to receive money on deposit or loan or overdraft, in such manner as the Society may think fit, SUBJECT TO such consents or on such conditions as may be required by law,
- 4.10 to insure and arrange insurance cover and to indemnify its employees and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit,
- 4 11 subject to clause 5 below, to employ such staff, who shall not be directors of the Society (hereinafter referred to as "the Trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- 4.12 to provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society. Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as directors of the Society;
- 4.13 to enter into contracts to provide services to or on behalf of other bodies, and to enter into such management arrangements with third parties as may be expedient,
- 4 14 to purchase, take over or otherwise assume responsibility for, and to enter into any agreement or arrangement with, any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient;
- 4 15 to purchase any interest in, take on lease or on hire or otherwise acquire for such consideration and on such terms as may be considered expedient such real property as may be considered necessary for the purposes of the Objects,

- 4 16 to develop, sell, grant leases or licences, hire out, dispose of or turn to account all or any of its property or assets (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4 17 to invest the moneys of the Society not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,
- 4 18 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993),
- 4.19 to delegate the management of investments to a financial expert, but only on terms that
 - 4 19 1 the investment policy is set down in writing for the financial expert by the Board
 - 4.19.2 every transaction is reported promptly to the Board
 - 4 19 3 the performance of the investments is reviewed regularly with the Board
 - 4 19 4 the Board is entitled to cancel the delegation arrangement at any time
 - 4 19 5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4 19 6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board on receipt
 - 4 19.7 the financial expert must not do anything outside the powers of the Board
- 4.20 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Society;
- 4.21 to raise funds and to invite and receive contributions PROVIDED THAT in raising funds the Society shall not undertake any trading activities which are liable to tax other than any provided for above for the purposes of the Objects, and shall conform to any relevant statutory regulations,
- 4.22 to pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society,
- 4 23 to do all such other lawful things as are necessary for the achievement of the Objects

5 BENEFITS TO MEMBERS AND TRUSTEES

5.1 Subject to clause 5 2, the income and property of the Society shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society, and no trustee appointed to any office of the Society shall be paid by salary or fees or receive any or other benefit in money or money's worth from the Society PROVIDED THAT nothing in this document shall prevent any payment in good faith by the Society:

5 1 1 of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by a partner of his or hers, when instructed by the Society to act in a professional capacity on its behalf PROVIDED THAT at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

5 1 2 of reasonable and proper remuneration for any services rendered to the Society by any member, officer or employee of the Society who is not a Trustee;

5 1 3 of interest on money lent by any member of the Society or trustee at a reasonable and proper rate per annum not exceeding 2 per cent more than the published base lending rate of a clearing bank to be selected by the trustees;

5 1 4 of fees, remuneration or other benefit in money or money's worth to any Society of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that Society,

5 1.5 of reasonable and proper rent for premises demised or let by any member of the Society or a Trustee,

5 1.6 to any Trustee of reasonable out-of-pocket expenses;

5 1 7 of any premium in respect of any indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the Society

5 2 The Society may with the approval of the Charity Commission make the following payments

5 2 1 payment to the employer of the President of the Society to compensate the loss to that employer of the President's time and attention to the business of that employer,

5 2 2 the remuneration of the Trustees in recognition of the significant amount of time and attention given by such persons to the business of Society

This clause may not be amended without the prior written consent of the Commission

6. LIMITED LIABILITY

The liability of the members is limited

7 GUARANTEE

Every member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Society's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

8. DISSOLUTION

If the Society is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other Society or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Society under clause 5 above, chosen by the members of the Society at or before the time of dissolution and if that cannot be done then to some other charitable object

9. INTERPRETATION

9 1 Words and expressions defined in the Articles of Association have the same meanings in this Memorandum.

9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

We wish to be formed into a Company under this Memorandum of Association

Names and addresses of subscribers	Signatures of subscribers
<p>Judith Angela Potter 62 de Tracy Park Bovey Tracey Newton Abbott TQ13 9QT</p> <p>Patricia Maxine Chislett 23 Garden Road Brighouse West Yorkshire HD6 2AX</p> <p>Neil Wigglesworth 20 Hedley Crescent Newton Hill Wakefield WF1 2JG</p>	

Date .4 June 2007

Witness to the above signatures

Blair King

Name Blair King

Address Fitwise Management Ltd.

..... Drumcross Hall
..... Bathgate EH48 4JT

Occupation of witness Director.. ..
(All in capital letters)

THE COMPANIES ACTS 1985 AND 2006

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL**

ARTICLES OF ASSOCIATION OF

INFECTION PREVENTION SOCIETY

1 INTERPRETATION

1.1 In these Articles:

“Association” means Infection Control Nurses’ Association of the British Isles, an unincorporated association and a charity with registered number 1010299;

“the Acts” means the Companies Acts 1985 and 2006;

“the Articles” means these Articles of Association,

“Board” means the body of Trustees, being the management committee of the Society,

“Chair” means the President of the Board and “chair” means the person who chairs any meeting,

“clear days” in relation to the period of a notice means the period excluding the day 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,

“Commission” means the Charity Commission for England and Wales;

“communication” means the same as in the Electronic Communications Act 2000,

“Consultative Committee” means the committee described in Article 10

“the Society” means the company intended to be regulated by these Articles;

“electronic communication” means the same as in the Electronic Communications Act 2000

“executed” includes any mode of execution,

“Memorandum” means the Memorandum of Association of the Society;

“office” means the registered office of the Society;

“Registered Practitioner” means a healthcare practitioner who is registered with a statutory regulatory body,

“Secretary” means the secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary,

“Stakeholders” means and includes the President, the Honorary Officers and all Branch Co-ordinators (failing whom a designated representative of each Branch) and Special Interest Group Co-ordinators,

“Standing Committees” means the committees formed by the Society in accordance with Article 16;

“Trustee” means a member of the Board being a director of the Society and “Trustees” means all the members of the Board,

“the United Kingdom” means Great Britain and Northern Ireland

1 2 Words importing the singular only shall include the plural and words importing natural persons shall include also corporations.

1 3 Subject as aforesaid, words or expressions contained in the Articles shall, unless the context requires otherwise, bear the same meaning as in the Acts.

1.4 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

2 MEMBERS

2.1 The number of members with which the Society proposes to be registered is unlimited.

2.2 The Society must maintain a register of members.

2 3 The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 25 shall be members of the Society No person shall be admitted as a member of the Society unless his or her application for membership is approved by the Board Every person who wishes to become a member shall deliver to the Society an application for membership in such form as the trustees shall require executed by him or her

2 4 Unless the Board (under Article 24) or the Society in general meeting shall make other provision, the Board may in its absolute discretion permit any member of the Society to retire, PROVIDED THAT after such retirement the number of members is not less than two.

2 5 There shall be six classes of membership, as follows-

Full member	Open to individuals who are Registered Practitioners resident in the United Kingdom and Eire and who work in the field of infection prevention and control;
Associate member	Open to those individuals who are not eligible to be Full members;
Honorary member	To be offered to those individuals who have made a considerable contribution to the advancement of the Society;
Corporate member	Open to commercial organisations concerned with or having an interest in infection control and prevention,
Institutional member	Open to. <ul style="list-style-type: none"> • an accredited academic institution providing health and social care training • a registered voluntary aid society or charity which provides aspects of health or social care • a State healthcare provider • independent commercial organisations that provide health or social care
Pre-registration student member	Open to students training to become registered practitioners

- 2 6 The respective rights of members are set out in Articles 4 and 9
- 2 7 A member may at any time withdraw from the Society by giving at least seven clear days' notice to the Society Any such member must promptly return to the Secretary all property belonging to the Society which is in his or her possession.
- 2 8 Any member, branch, committee or group may nominate an individual who they believe should be awarded Honorary membership The nomination must be submitted to the first Board meeting in any calendar year The decision to award Honorary membership will be made by the Board
- 2 9 Membership shall not be transferable and shall cease on death

3 SUBSCRIPTIONS

All members shall pay such subscriptions as the Committee may from time to time determine. No subscription or any part thereof shall be returnable in the event of withdrawal of membership.

4. VOTING AND OTHER RIGHTS AND APPOINTMENT OF REPRESENTATIVES

4.1 All members have the right to receive notice of and attend at General Meetings of the Society. Only Full members, Honorary members and Institutional members have the right to vote at General Meetings of the Society, such members being herein referred to as members with voting rights.

4.2 Each Institutional member shall have the right to appoint and remove one individual being a member or employee thereof to represent it and vote on its behalf at general meetings of the Society. Each appointment shall take effect upon notification thereof being received by the Secretary. In the event of such individual resigning or leaving any such Institutional Authority member he or she shall forthwith cease to be a representative thereof. Any such representative may resign such position, by giving written notice to the Secretary.

4.3 All members and their representatives shall be eligible to serve on working groups.

5 RESIGNATION AND TERMINATION OF MEMBERSHIP

Membership is terminated if the member concerned

5.1 gives written notice of resignation to the secretary

5.2 dies or (in the case of an organisation) ceases to exist

5.3 is two months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due) or

5.4 is removed from membership by resolution of the Board on the ground that in its opinion the member's continued membership is not in the best interests of the Society PROVIDED THAT the member shall have the right to be heard by the Board before the final decision is made.

6 GENERAL MEETINGS

6.1 The Society shall hold an annual general meeting once in each calendar year at such time and place as the Board shall determine. The first annual general meeting must be held within eighteen months after the incorporation of the Society and subsequent annual general meetings must be held not more than fifteen months after the holding of the preceding annual general meeting. All general meetings other than annual general meetings shall be called extraordinary general meetings.

- 6.2 The Board may call general meetings from time to time as it decides or, if required to do so upon the requisition of members pursuant to the provisions of the Acts (namely, members together representing not less than one-tenth of the total voting rights of all the members having a right to vote at a general meeting of the Society), the Board shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition

7. NOTICE OF GENERAL MEETINGS

- 7.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or appointing a person as a Trustee shall be called by at least 21 clear days notice. All other extraordinary general meetings shall be called by at least 14 clear days notice but a general meeting may be called by shorter notice if it is so agreed

7.1.1 in the case of an annual general meeting, by all the members entitled to attend and vote, and

7.1.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such

The notice shall be given to all the members and to the Trustees and auditors

- 7.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

8 PROCEEDINGS AT GENERAL MEETINGS

- 8.1 No business shall be transacted at any meeting unless a quorum is present. There is a quorum at a general meeting if the number of members present in person or by their authorised representatives is twenty.

- 8.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine and those members with power to vote present at that meeting shall be deemed to form a quorum

- 8.3 The Chair or, failing him or her, any other Trustee chosen by the Board, failing which some other member elected by those present shall chair a general meeting

- 8.4 The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to

place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 8 5 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

8 5 1 by the chair, or

8.5.2 by at least two members having the right to vote at the meeting, or

8 5 3 by members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

- 8 6 Unless a poll is duly demanded, a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

- 8 7 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made

- 8 8 A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 8 9 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have

- 8 10 A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made

- 8 11 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

8.12 On a poll, votes may be given either personally or by post

9. VOTES OF MEMBERS

9.1 Subject to Article 8.10, every Full member, Honorary member and Institutional member shall have one vote.

9.2 No member shall be entitled to vote at any general meeting or to use a postal vote unless all moneys then payable by him or her to the Society have been paid.

9.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to, is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made before the close of the meeting shall be referred to the chair whose decision shall be final and conclusive.

9.4 Any organisation, other than an Institutional member, which is a member of the Society may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall have the right to attend but not vote at any meeting of members. Notification of such authorisation must be given to the Society at the office prior to the meeting at which such duly authorised representative is to attend.

9.5 Any member of the Society entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. Any proxy so appointed shall have the same right as the member to speak at the meeting.

9.6 The appointment of a proxy shall be signed by the member or by his or her attorney duly authorised in writing, or, if the member is a corporation, either under seal or signed by an officer or attorney duly authorised. A proxy need not be a member of the Society.

9.7 The appointment of a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority may:

9.7.1 in the case of an instrument in writing, be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid; or

9.7.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications-

(a) in the notice convening the meeting, or

(b) in any instrument of proxy sent out by the Society in relation to the meeting, or

(c) in any invitation contained in an electronic communication to appoint a proxy issued by the Society in relation to the meeting,

be received at the address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

9 7 3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

9 7.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the secretary or to any Trustee;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this Article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications

9 8 The appointment of a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"Company name

I/We of being a member/members of the above named company, hereby appoint of or failing him or her of as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the company to be held on the day of 20 , and at any adjournment thereof

Signed this day of 20 "

9 9 Where it is desired to give members an opportunity of voting for or against a resolution the appointment of a proxy shall be in the following form or a form as near thereto as circumstances admit.-

“Company name

I/We of _____ being a member/members of the above named company, hereby appoint _____ of _____ or failing him or her _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the company to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this day of 20

This form is to be used *in favour of the resolution
against

Unless otherwise instructed, the proxy will vote as he or she thinks fit

* *Strike out whichever is not desired "*

- 9 10 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Society at the office before the commencement of the meeting or adjourned meeting at which the proxy is used
- 9 11 Any decision that may be made at a general meeting of the Society may be made by written resolution, other than a decision to remove a Trustee or auditor before the expiry of their office
- 9 12 The majorities required to pass a written resolution are-
 - 9 12.1 for an ordinary resolution, approval is required from a simple majority of the members eligible to vote,
 - 9 12 2 for a special resolution, approval is required from not less than 75% of members eligible to vote
- 9.13 The document indicating a member's approval of a written resolution must be sent to the Society in hard copy form or in electronic form A member's agreement to a written resolution, once signified, may not be revoked.
- 9 14 A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.
- 9.15 A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it. A written resolution may consist of several documents in the same form, each signed by one or more members

10 CONSULTATIVE COMMITTEE

- 10.1** There shall be a committee comprised of the Stakeholders. The Board shall convene the Consultative Committee to special meetings on not less than two occasions in each calendar year to discuss the Society's business;
- 10.2** The Consultative Committee is the process by which Stakeholders may raise and discuss issues that affect their involvement with infection control and prevention and their participation in the Society and to ensure that the Honorary Officers are aware of such issues. The Consultative Committee may also be used for the giving of a report from the Board on policies and procedures and reports from Stakeholders. Any proposal arising from discussion at the meeting of the Consultative Committee shall be referred to the next meeting of the Board;
- 10.3** The President of the Board shall normally chair the meeting but in his/her absence or if the Consultative Committee decides otherwise those present shall elect one of their number to take the chair

11 PATRON, HONORARY OFFICERS AND ELECTIONS

- 11.1** Only Full members of the Society shall be eligible to serve as Honorary Officers
- 11.2** Patrons of the IPS provide mentorship to the Board, advise on external influences and promote openness and transparency of the Board. There is no limit to the number of Patrons appointed. Patrons shall be nominated by any individual member or group of the Society and appointed upon approval by the Board. Each patron will be appointed for a term of office as defined in the standard operating procedure for appointment of Patrons
- 11.3** Save where the Society has organised a postal election for the purpose in accordance with Article 11.4, the members with power to vote shall at each annual general meeting elect six Honorary Officers of the Society, namely the President, Vice-President, Secretary, Deputy Secretary, Treasurer and Deputy Treasurer, and one Trustee who shall have no office and such other Honorary Officers as the Society may from time to time decide, all of whom, other than the one Trustee who shall have no office, shall serve in their respective capacities as Trustees of the Society.
- 11.4** Elections of Trustees under Article 11.3 shall be made either by postal ballot in accordance with arrangements to be made by the Board or at an annual general meeting. For the avoidance of doubt a postal vote may be concluded at an annual general meeting. Voting papers must be sent out to members with power to vote not later than [21] clear days prior to the date of the forthcoming annual general meeting or such other date as the Board shall prescribe as appropriate.
- 11.5** In preparation for the postal vote to be conducted, the Board shall include the names of each of the retiring Trustees who are subject to retirement in such postal vote for re-election if such Trustee(s) are willing to act.
- 11.6** If following the postal vote the Society does not fill the vacancy, the retiring Trustee, unless or she is subject to retirement shall, subject to Article 14 and if willing to act, be deemed to have been re-elected

- 11 7 No person other than a retiring Trustee shall be elected or re-elected a Trustee at an annual general meeting or by postal ballot unless

11 7.1 he or she is recommended by the Board, or

11 7.2 not less than 14 nor more than 35 clear days' before the date appointed for the annual general meeting or, in the case of a postal vote, the date prescribed by the Board, notice executed by a member with power to vote at a general meeting has been given to the Society of the intention to propose that person for election stating the particulars which would, if he or she were so elected, be required to be included in the Society's register of Trustees together with (a) a statement of not more than 500 words by that person of his or her experience as a health professional and the qualities he or she would bring to the Board (b) a notice executed by that person of his or her willingness to be elected or re-elected.

- 11 5 Not less than seven nor more than 28 clear days' before the date appointed for holding a general meeting, or the date prescribed by the Board in the case of a postal vote, notice shall be given to all persons who are entitled to vote of any person who (a) is recommended by the Board for election or re-election as a Trustee at the meeting, or (b) in respect of whom notice has been duly given to the Society under Article 11 7 2, or in the case of a postal vote at the date prescribed by the Board as appropriate. The notice shall give the particulars of that person which would, if he or she were so elected or re-elected, be required to be included in the Society's register of Trustees together with a statement of not more than 500 words by that person of his or her experience as a health professional and the qualities he or she would bring to the Board.

- 11.6 The names of the Trustees elected by the postal vote under this Article shall be announced at the annual general meeting

- 11.7 Subject as aforesaid, the Society may by ordinary resolution appoint a person who is willing to act to be a Trustee to fill a vacancy.

- 11 8 Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed

- 11 9 Subject to Articles 11.12 and 14, Honorary Officers shall serve a term of two years

- 11 10 Save as otherwise determined in general meeting-

11.10.1 the Vice-President shall, if willing to act, be deemed to be elected as the President at the time when the previous President's term of office ends.

11 10 2 the Deputy Secretary shall, if willing to act, be deemed to be elected as the Secretary at the time when the previous Secretary's term of office ends, and

11.10 3the Deputy Treasurer shall, if willing to act, be deemed to be elected as the Treasurer at the time when the previous Treasurer's term of office ends.

11.11 An Honorary Officer shall cease to hold office if he/she notifies the Secretary in writing of his/her resignation

11.12 If a vacancy occurs by death, resignation or disqualification among the Honorary Officers of the Society, the Board shall have the power to fill it from among its members and that person shall serve the balance of the term of the Honorary Officer he or she replaces.

12 COMPOSITION AND PROCEEDINGS OF THE BOARD

12.1 The Society shall be managed by the Board. The Trustees, as members of the Board, shall have general management and control of the affairs and assets of the Society. The Trustees shall be both the directors of the Society for the purposes of the Act and charity trustees for the purposes of the Charities Act, 1993. The Trustees must act reasonably and prudently in all matters relating to the Society and must always bear in mind the interests of the Society to the exclusion of personal prejudices and interests.

12.2 The Honorary Officers shall be members of the Board ex officio and the single Trustee described in Article 11.3 shall be a member of the Board. The Honorary Officers shall appoint persons from among members with power to vote to the offices of Scientific Programme Committee Co-ordinator, Editorial Management Group Co-ordinator, Research and Development Committee Co-ordinator, Education and Professional Development Committee Co-ordinator and Communications Team Co-ordinator and such persons shall be Trustees.

12.3 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Society before he or she is eligible to vote at any meeting of the Board

12.4 No person may be elected or appointed as a Trustee in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Article 14.

12.5 Subject to the provisions of the Articles, the Board may regulate its proceedings as it thinks fit. A Trustee may, and the secretary at the request of a Trustee shall, call a meeting of the Board. Notice of any meeting shall be given to all Trustees. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.

12.6 A quorum at a meeting of the Board is half of the persons appointed by the Board to posts under Article 12.2 and at least two Honorary Officers

12.7 A meeting of the Board may be held either in person or by suitable electronic means agreed by the Board in which all participants may communicate with all the other participants at the same time

- 12.8 The President or (if the President is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 12.9 Every issue shall be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 12.10 Except for the chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 12.11 A procedural defect of which the Board is unaware at the time does not invalidate decisions taken at a meeting.
- 12.12 The Board may act notwithstanding any vacancies in the number of Trustees, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or the Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 12.13 Any bank account in which any part of the assets of the Society is deposited shall be operated by the Board and shall indicate the name of the Society. All cheques and orders for the payment of money from such account shall be signed by at least two Trustees

13 POWERS OF THE BOARD

In addition to all the powers hereby conferred on it and without detracting from the generality of their powers under the Articles, the Board has the following powers in the administration of the Society

- 13.1 to expend the funds of the Society in such manner as it shall consider most beneficial for the achievement of the Objects and to invest in the name of the Society such part of the funds as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society,
- 13.2 to enter into contracts on behalf of the Society,
- 13.3 subject to Article 12.4, to appoint any person who is willing to act to be a Trustee;
- 13.4 to delegate any of its functions to sub-committees and to define the terms of reference of any sub-committee and determine its composition and the duration of its activities. All proceedings of sub-committees must be reported promptly to the Board;
- 13.5 to make rules in accordance with Article 25 (consistent with the Memorandum, these Articles and the Acts) to govern proceedings at general meetings, proceedings at meetings of the Board and any sub-committee, and to govern the administration of the Society;

- 13.6 to establish procedures to assist the resolution of disputes within the Society;
- 13.7 to exercise the Society's power to borrow money and, subject always to the Charities Act 1993, to mortgage or charge its undertaking and property, or any part thereof, and to issue any securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party subject to such consents as may be required by law, and
- 13.8 to exercise any powers of the Society which are not reserved to a general meeting.

In the exercise of these powers the Committee members shall be always be mindful that they are charity trustees within the definition of Section 97 of the Charities Act 1993 as the persons having the general management and control of the administration of a charity.

14 DISQUALIFICATION AND REMOVAL OF TRUSTEES

14.1 A Trustee shall cease to hold office if he or she.

14.1.1 ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of Section 72 of the Charities Act 1993;

14.1.2 is disqualified from acting as a director,

14.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

14.1.4 resigns his or her office by notice to the Society (but only if at least two Trustees will remain in office when the notice of resignation is to take effect), or

14.1.5 is absent without the permission of the Board from all their meetings held within a period of six months and the Board resolve that his or her office be vacated.

14.2 The Board may by resolution approved by at least 75% of all the Trustees for the time being remove any Trustee before the expiration of his or her period of office notwithstanding anything in the Articles or in any agreement between the Society and such Trustee PROVIDED THAT-

14.2.1 not less than 30 days notice of the intention to propose such resolution shall be given to the Society at the office signed by not less than one third of the members of the Board for the time being,

14.2.2 the Society shall send forthwith to the Trustee concerned a copy of such notice, and the Trustee shall have the right to be heard at the Board meeting at which the resolution is put and to make a written statement of reasonable length which, if received in time, must be circulated by the Society with the notice of

the meeting, and if not sent out, the Trustee may require it to be read to the meeting

15. CONFLICTS OF INTERESTS

No Trustee may exploit any property, information or opportunity relating to the Company by which he or she has or can have a direct or indirect conflict of interest without the prior approval of the Trustees. The Board may authorise the matter provided that

- 15.1 any quorum requirement for a meeting of the Board is met without counting the Trustee in question or any other interested member and
- 15.2 the Trustee concerned does not vote on the matter

16. BRANCHES

The Society will organise Branches by boundaries determined by it. Branches will be for the furtherance of common activities of the Society. The following provisions apply to Branches

- 16.1 the Board shall determine the terms of reference and functions of each such Branch and each such Branch shall adopt a constitution in such form as the Board may from time to time require. The Branch members will elect a Management Team in accordance with such constitution;
- 16.2 members of the Society are entitled to join whichever Branch they wish, this not being dependent on place of employment or residence.
- 16.3 The purpose of a Branch is to-
 - 16.3.1 facilitate branch educational activity
 - 16.3.2 facilitate branch membership activity
 - 16.3.3 facilitate networking among members
 - 16.3.4 raise issues with the Board, and
 - 16.3.5 ensure effective communication between the Board, the Consultative Committee and members

No Branch may carry on any activity or omit to take any act required of it by the Board that may, in the Board's opinion, conflict with the Objects, the Rules, or any decision made by the Board,

- 16.4 The Management Team of each Branch shall comprise a co-ordinator, deputy co-ordinator, secretary, treasurer, deputy treasurer and deputy secretary who will be elected by the members registered with the Branch,

16 5 Each Management Team will-

16 5.1 serve a term of office consistent with national officers

16 5.2 act in accordance with these Articles of Association and the rules

16 5.3 agree a business plan including financial forecast with the Board and operate within the parameters of such financial forecast, in particular to maintain the day to day running of the Branch

16.5.4 fundraise for the Branch activities utilising the charity registration of the Society but all funds so raised or property acquired with such funds shall belong to the Society and shall be paid into designated bank accounts immediately following receipt

16.5.5 keep, and submit to the Secretary on demand, annual accounts together with such other information as the Board may require in writing

16 5.6 be responsible, through the Branch treasurer, for the accounting of Branch funds to the Society which must be used for the benefit of the Branch

16.5.7 hold all assets acquired by the Branch on trust for the Society, and

16 5.8 not secede or attempt to secede from the Society

16.6 all acts and proceedings of Branches shall be reported to the Board in accordance with the reporting requirements required from time to time by the Board

16 7 each Branch will select members who will take on roles such as Branch Education Lead, Branch Research and Development Lead, Branch IT Lead and other roles as required by the Society from time to time. Such persons shall link to the relevant Standing Committees in accordance with those committees' terms of reference

17. STANDING COMMITTEES

17 1 There will be five Standing Committees, namely Education and Professional Development Committee, Editorial Management Group, Scientific Programme Committee, Research and Development Committee and Communications Team.

17 2 Membership of the Standing Committees will be in accordance with terms of reference set by the Board

17 3 The co-ordinator for each Standing Committee will be appointed by the Board and will usually have served as a member of that committee

18 TRUSTEES' EXPENSES

The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Committee or sub-committees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

19 MINUTES

The Board shall keep minutes in books kept for the purpose:

- 19 1 of all appointments of officers made by the Board; and
- 19.2 of all proceedings at meetings of the Society and of the Board and of sub-committees including the names of the Trustees present at each such meeting

20 ACCOUNTS

- 20 1 Accounts shall be prepared in accordance with the provisions of Part VII of the Act and with the Charities Act 1993
- 20 2 Accounting records relating to the Society must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide
- 20 3 A copy of the Society's latest available statement of account must be supplied, in paper form or using electronic communication, on request to any Trustee or member, or to any other person who makes a written request and pays the Society's reasonable working party

21 ANNUAL REPORT

The Board shall comply with their obligations under the Charities Act 1992 with regard to the preparation of an annual report and its transmission to the Charity Commission.

22 ANNUAL RETURN

The Board shall comply with their obligations under the Charities Act 1992 with regard to the preparation of an annual return and its transmission to the Charity Commission.

23. NOTICES

- 23 1 Any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Board need not be in writing. In this Article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications

23.2 The Society may give any notice to a member either:

23.2.1 personally; or

23.2.2 by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address, or by using electronic communications to an address for the time being notified for that purpose to the person giving the notice

23.3 A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called

23.4 Proof that an envelope containing a notice was properly address, prepaid and posted shall be conclusive evidence that the notice was given Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

24 INDEMNITY

Subject to the provisions of the Act, every Trustee or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement in given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society

25 RULES

25.1 The Board may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye-laws regulate

25.1.1 the admission and classification of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,

25.1.2 the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;

25.1.3 the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;

25.1.4 the procedure at general meetings and meetings of the Board, Standing Committees, special interest groups and working groups and sub-committees of the Board in so far as such procedure is not regulated by the Articles;

25.1.5 generally, all such matters as are commonly the subject matter of Society rules

25.2 The Society in general meeting shall have power to alter, add to or repeal the rules or bye-laws and the Board shall adopt such means as it thinks sufficient to bring to the notice of members of the Society all such rules or bye-laws, which shall be binding on all members of the Society PROVIDED THAT no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or the Articles.

26 ALTERATION TO MEMORANDUM AND ARTICLES OF ASSOCIATION

No alteration shall be made which would have the effect of causing the Society to cease to be a charity at law. No such alteration shall take effect without the written consent of the Commission

W. L. L. L.
IPS Secretary
3.12.12

Proposed changes to the Infection Prevention Society Memorandum and Articles of Association at the Annual General Meeting at 12.10 hours on Monday 1st October 2012 in Hall 1A at the Liverpool Arena and Convention Centre.

Existing wording	Proposed wording	Approved	
		Yes	No
<p><u>Article 12 2</u> The Honorary Officers shall be members of the Board <i>ex officio</i> and the single Trustee described in Article 11 3 shall be a member of the Board The Honorary Officers shall appoint persons from among members with power to vote to the offices of Scientific Programme Committee Co-ordinator, Editorial Board Co-ordinator, Research and Development Committee Co-ordinator, Education and Professional Development Committee Co-ordinator and IT Group Co-ordinator and such persons shall be Trustees</p>	<p><u>Article 12 2</u> The Honorary Officers shall be members of the Board <i>ex officio</i> and the single Trustee described in Article 11 3 shall be a member of the Board The Honorary Officers shall appoint persons from among members with power to vote to the offices of Scientific Programme Committee Co-ordinator, Editorial Management Group Co-ordinator, Research and Development Committee Co-ordinator, Education and Professional Development Committee Co-ordinator and Communications Team Co-ordinator and such persons shall be Trustees</p>		
<p><u>Article 17 1</u> There will be five Standing Committees, namely Education and Professional Development Committee, Editorial Board, Scientific Programme Committee, Research and Development Committee and Information Technology Committee</p>	<p><u>Article 17 1</u> There will be five Standing Committees, namely Education and Professional Development Committee, Editorial Management Group, Scientific Programme Committee, Research and Development Committee and Communications Team</p>		

<p><u>Article 11 7 2.</u> not less than 14 nor more than 35 clear days' before the date appointed for the annual general meeting or, in the case of a postal vote, the date prescribed by the Board, notice executed by a member with power to vote at a general meeting has been given to the Society of the intention to propose that person for election stating the particulars which would, if he or she were so elected, be required to be included in the Society's register of Trustees together with (a) a statement of not more than 500 words by that person of his or her experience as a health professional and the qualities he or she would bring to the Board, (b) a notice executed by that person of his or her willingness to be elected or re-elected</p>	<p><u>Article 11 7 2.</u> not less than 14 nor more than 35 clear days' before the date appointed for the annual general meeting or, in the case of a postal vote, the date prescribed by the Board, notice executed by a member with power to vote at a general meeting has been given to the Society of the intention to propose that person for election stating the particulars which would, if he or she were so elected, be required to be included in the Society's register of Trustees together with (a) a statement of not more than 500 words by that person of his or her experience as a health professional and the qualities he or she would bring to the Board (b) a notice executed by that person of his or her willingness to be elected or re-elected</p>		
<p><u>Article 11 2</u> The Patron shall be nominated by the Consultative Committee and appointed by the Board The Patron will serve a term of three years in office and his or her remit is to provide mentorship to the Board, advise on external influences and promote openness and transparency of the Board</p>	<p><u>Article 11 2</u> Patrons of the IPS provide mentorship to the Board, advise on external influences and promote openness and transparency of the Board There is no limit to the number of Patrons appointed Patrons shall be nominated by any individual member or group of the Society and appointed upon approval by the Board Each patron will be appointed for a term of office as defined in the standard operating procedure for appointment of Patrons</p>		

Name: Gill Manojlovic

Position: IPS Honorary Secretary