



international federation of infection control

THE COMPANIES ACT 1985 AND THE COMPANIES ACT 1989
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

MEMORANDUM

The International Federation of Infection Control (IFIC)

1. The Company's name is the International Federation of Infection Control (and in this document it is called "the Charity").
2. The Charity is not bound by political party or faith
3. The Charity's registered office is to be situated in Great Britain.
4. The Charity's objects ("the Objects") are
 - 4.1. the relief of sickness and the preservation and protection of public health in all parts of the world by providing education and training about control of infection, in particular but not exclusively to people working in medical, educational and residential care institutions.
5. In furtherance of the Objects, but not otherwise, the Charity may exercise the following powers:
 - 5.1. to provide advice, guidance, educational materials and other tools, and communication lines that support and unite existing infection control societies
 - 5.2. to foster the development of new infection control societies when they are needed
 - 5.3. 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 Charity;
 - 5.4. to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - 5.5. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - 5.6. subject to clause 6 below, to employ such staff, who shall not be directors of the Charity (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;
- 5.7. to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - 5.8. 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;
 - 5.9. to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
 - 5.10. to do all such other lawful things as are necessary for the achievement of the Objects.
6. The income and property of the Charity 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 Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money’s worth from the Charity:
- 6.1. Provided that nothing in this document shall prevent any payment in good faith by the Charity 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 any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf:
 - 6.2. 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;
7. The liability of the members is limited.
8. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity’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 Charity’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.
9. If the Charity 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 Charity, but shall be given or transferred to some other charity 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 Charity by Clause 6 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

THE COMPANIES ACT 1985 AND THE COMPANIES ACT 1989
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SHARE CAPITAL

ARTICLES OF ASSOCIATION

The International Federation of Infection Control (IFIC)

1. INTERPRETATION

In these articles:

- 1.1. “the Charity” means the company intended to be regulated by these articles;
- 1.2. “the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
- 1.3. “the articles” means these Articles of Association of the Charity;
- 1.4. “clear days” in relation to the period of a notice means the 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;
- 1.5. “executed” includes any mode of execution;
- 1.6. “the memorandum” means the memorandum of association of the Charity;
- 1.7. “office” means the registered office of the Charity;
- 1.8. “the seal” means the common seal of the Charity if it has one;
- 1.9. “secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;
- 1.10. “the trustees” means the directors of the Charity (and “trustee” has a corresponding meaning); The trustees form the Board of the Charity.
- 1.11. “the United Kingdom” means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender.
- 1.12. Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. MEMBERS.

- 2.1. The subscribers to the memorandum and such other organisations as are admitted to membership in accordance with the rules made under Article 24.1 shall be members of the Charity. No organisation shall be admitted a member of the Charity unless their application for membership is approved by the trustees.
- 2.2. Unless the trustees or the Charity in general meeting shall make other provision under Article 24.1, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than ten.

3. DELEGATES

- 3.1. as soon as is reasonably practicable after becoming a Member they shall appoint a Delegate and at the same time a deputy delegate
- 3.2. no Delegate may represent more than one Member
- 3.3. Members will provide Delegates with access to all their information and records and documentation stored on whatever medium and shall at all times upon demand provide machine readable copies
- 3.4. Delegates will provide their Member with all information records and documentation stored on whatever medium which is available to the Delegate
- 3.5. the Delegate and Deputy Delegate shall be entitled to attend meetings and if the Delegate cannot attend the Deputy Delegate shall attend
- 3.6. if a Delegate becomes a Trustee, the Member is entitled to appoint a new delegate.

4. PATRONS

- 4.1. all bodies who at the date of the adoption of these Articles are Patrons and such other bodies as may be admitted to be a Patron of IFIC under powers conferred by this Article
- 4.2. the Board may make provisions for categorising Patrons and for the amount of fee payable for a body to become a Patron.
- 4.3. the Board may admit any body to be a Patron if it satisfies the definition under clause 2 in the Rules on such terms, for such period and in such manner as the Board thinks fit.
- 4.4. any Patron shall forthwith cease to be a Patron upon the passing by IFIC in General Meeting of a resolution to that

effect

- 4.5. a Patron cannot be a Member, a member of the Board, an Officer or a Delegate
- 4.6. Patrons shall be entitled to receive all material published by IFIC and to attend conferences and seminars but shall not be entitled to vote

5. GENERAL MEETINGS

- 5.1. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5.2. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

6. NOTICE OF GENERAL MEETINGS

- 6.1. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least thirty clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- 6.2. in the case of an annual general meeting, by all the members entitled to attend and vote; and
- 6.3. 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 percent of the total voting rights at the meeting of all the members.
- 6.4. 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.

- 6.5. The notice shall be given to all the members and to the trustees and auditors. The accidental omission to give notice of a meeting to, or the non- receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a Delegate or a deputy delegate, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
- 7.2. 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 such time and place as the trustees may determine.
- 7.3. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
- 7.4. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 7.5. A trustee shall be entitled to attend and speak at any general meeting.
- 7.6. The chairman 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 fourteen 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.
- 7.7. 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:

- 7.7.1. by the chairman; or
 - 7.7.2. by at least two members having the right to vote at the meeting; or
 - 7.7.3. by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 7.8. Unless a poll is duly demanded a declaration by the chairman 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.
- 7.9. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. 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.
- 7.10. A poll shall be taken as the chairman directs and he 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.
- 7.11. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 7.12. A poll demanded on the election of a chairman 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 chairman directs not being more than thirty 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.
- 7.13. 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. VOTES OF MEMBERS

- 8.1. Subject to Article 3, every member shall have one vote.
- 8.2. Votes will be cast on behalf of the member by a delegate
- 8.3. No member shall be entitled to vote at any general meeting unless all moneys then payable by the member to the Charity have been paid.
- 8.4. 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 in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 8.5. A vote given or poll demanded by the delegate of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

9. TRUSTEES

- 9.1. The number of trustees shall be not less than nine and not more than thirteen.
- 9.2. Trustees shall be appointed as provided subsequently in the articles.

10. POWERS OF TRUSTEES

- 10.1. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
- 10.2. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following

powers, namely:

- 10.3. to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they 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 charity;
- 10.4. to enter into contracts on behalf of the Charity.

11. APPOINTMENT AND RETIREMENT OF TRUSTEES

- 11.1. The term of service of a trustee shall not exceed four years and a trustee shall not serve for more than two consecutive terms.
- 11.2. A trustee shall commence service and retire on December 31 of the appropriate year.
- 11.3. Trustee appointment and retirement shall be announced at the last annual general meeting before the end of his term.
- 11.4. At every annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.
- 11.5. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 11.6. If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed 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.
- 11.7. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting
 - 11.7.1. unless he is recommended by the trustees; or
 - 11.7.2. not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment

stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

- 11.8. No person may be appointed as a trustee:
- 11.8.1. if they are under the age of 18 years unless the charity is a registered company; or
 - 11.8.2. in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 12.
- 11.9. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.
- 11.10. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
- 11.11. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 11.12. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

12. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A trustee shall cease to hold office if he

- 12.1. 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 (or any statutory re-enactment or modification of that provision);

- 12.2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 12.3. resigns his office 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
- 12.4. is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

13. 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 trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties.

14. TRUSTEES' APPOINTMENTS

- 14.1. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to unremunerated executive offices under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee.
- 14.2. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

15. PROCEEDINGS OF TRUSTEES

- 15.1. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 15.2. 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 or two trustees, whichever is

the greater.

- 15.3. 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.
- 15.4. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
- 15.5. The trustees may appoint one or more sub-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 sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
- 15.6. 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.
- 15.7. A resolution in writing, signed 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. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
- 15.8. 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 signed by at least two trustees.

16. SECRETARY

Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee)

and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

17. MINUTES

The trustees shall keep minutes in books kept for the purpose: of all appointments of officers made by the trustees; and of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

18. THE SEAL

The seal shall 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 or by a second trustee.

19. ACCOUNTS

Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

20. ANNUAL REPORT

The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

21. ANNUAL RETURN

The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

22. NOTICES

- 22.1. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
- 22.2. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

23. INDEMNITY

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

24. RULES

24.1. The trustees 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 Charity 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:

24.1.1. the admission and classification of members of the Charity (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;

24.1.2. the conduct of members of the Charity in relation to one another, and to the Charity's servants;

24.1.3. 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;

24.1.4. the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;

24.1.5. generally, all such matters as are commonly the subject matter of company rules.

24.2. The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.



**international federation
of infection control**

RULES

1. MEMBERS

- 1.1. "Member" : societies, associations, organisations and companies comprising people which provide or who are concerned with the provision of healthcare in premises anywhere in the world and which have a concern about Infection Control and
 - 1.1.1. who at the date of the adoption of this Article have been enrolled as Members or who are subject to be admitted to Membership of IFIC pursuant to Article 2 and
 - 1.1.2. which are governed by constitution in a form approved by IFIC and have a local area of operation
 - 1.1.3. is now or hereafter recognised by IFIC as a Member or who are subsequently admitted to membership of IFIC pursuant to Article 2.
- 1.2. for the purpose of registration the number of Members the Society is declared to be unlimited
- 1.3. the Members as at the date of adoption of these Articles and such other societies, associations, organisations and companies who qualify become Members in accordance with these Regulations shall be admitted to Membership by the Trustees
- 1.4. to be admitted to Membership of IFIC the potential Member must sign and deliver to IFIC an application for admission in such form as the Board shall prescribe or approve and an applicant shall be admitted to Membership upon receipt of a signed application, membership fee, paid in advance provided that the Board does not exercise its powers under Article 2 and in no case shall the Board be bound or required to give any ground or reason for the rejection of an applicant

2. PATRON MEMBERS

- 2.1 Patron members: commercial organisations, 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 Articles 2 and 24.1 of the Memorandum of Association
- 2.2 Patron members shall be designated as either Supporting Members or Strategic Partners, depending on the level of sponsorship and interaction with the Federation as determined from time to time by the Board of Trustees
- 2.3 In order to be admitted as a Patron Member, the commercial entity must deliver to IFIC an application for admission in such form as the Board shall prescribe or approve. 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. In no case shall the Board be bound or required to give any ground or reason for the rejection of an applicant

3. ASSOCIATE MEMBERS

- 3.1 Individuals professionally involved or interested in Infection Control as well as non-commercial organizations which do not fulfil the criteria established in sections 1.1.1 and 1.1.2.
- 3.2 Associate members 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 hold office.
- 3.3 In order to be admitted as an Associate Member, the individual must deliver to IFIC an application for admission in such form as the Board shall prescribe or approve. 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, provided that the Board does not exercise its powers under Article 2. In no case shall the Board be bound or required to give any ground or reason for the rejection of an applicant.

4. THE EXECUTIVE COMMITTEE

- 4.1. The Chair, the Treasurer and the Honorary Secretary who are appointed Trustees of the Charity shall constitute the

Executive Committee. One of them shall be a physician and one a nurse working in Infection Control within a Member of IFIC.

- 4.2. The Executive Committee may exercise all the powers of the Board but any such decisions shall be reported to the Board at the next meeting of the Trustees and the Trustees shall be bound by those decisions unless the Trustees resolves by a simple majority to revoke the Executive Committee's decision.
- 4.3. The Executive Committee may hold a meeting on the telephone or via e-mail 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.
- 4.4. The quorum for the Executive Committee shall be all its members present in person and the Executive Committee shall be able to make decisions only if there is a quorum and all the decisions are made unanimously

5. THE NOMINATION COMMITTEE

- 5.1. The Nomination Committee is formed by three persons who are not Trustees and so far as reasonably possible each person shall represent different medical qualifications and a different country, and the Secretary of the Executive Committee.
- 5.2. The duty of the Nomination Committee shall to nominate Delegates to the Trustees but the Members may also select Delegates for nomination to the Trustees
- 5.3. The Honorary Secretary but no other Trustee can be a member of the Nomination Committee
- 5.4. The Nomination Committee shall be appointed by the Board
- 5.5. The term of service of a member of the Nomination Committee shall not exceed four years and a member shall not serve for more than two consecutive terms.

6. ELECTION PROCEDURES

- 6.1. The Nomination Committee shall ensure that one hundred and eighty days before the annual general meeting (AGM) a form is sent out to all Members and Delegates giving
 - 6.1.1. The date of the annual general meeting and the timetable
 - 6.1.2. Names of all existing members of the Board and those

on the Board and the Nomination Committee who are subject to election but who are willing to stand

- 6.1.3. The names of individuals and the Members to which they belong and who the Nomination Committee have nominated to the Board
- 6.1.4. A proxy form for Delegates unable to attend the annual general meeting
- 6.1.5. Request for nominations by Delegates to be sent in , accompanied by the Nomination Committee's nominations each of whom shall have consented to being nominated
- 6.2. Nominations by Members to be sent in no less than 120 days before the AGM.
- 6.3. Ballot papers to be sent to Delegates no less than 90 days before the AGM
- 6.4. The date for duly completed ballot papers to be received by the Committee shall be at 30 days before the AGM.
- 6.5. Counting of the ballot papers shall be at 15 days before the AGM. Counting shall be performed by the Secretary on behalf of the Board, with no less than two scrutineers overseeing the process. A signed report of the ballot shall be submitted to the Board and to the AGM.
- 6.6. Announcement of the result of the ballot shall be made at the annual general meeting
- 6.7. No person shall be eligible for membership of the Board or the Nomination Committee unless the person has been nominated under 6.1.3 and/or 6.1.5.

7. PROCEEDINGS AT THE ANNUAL GENERAL MEETING

At the annual general meeting there shall be considered:

- 7.1. The accounts and balance sheet and reports of the Board and auditors prepared in accordance with Article 20 and any other documents annexed to the balance sheet and auditors report under Article 21
- 7.2. The election or appointment of the members of the Board in place of those retiring
- 7.3. The reappointment or replacement as the case may be of the auditors and the fixing of their remuneration
- 7.4. The rates of subscription for Members and fees paid

8. PROCEEDINGS OF THE TRUSTEES

Not less than one meeting of the Board shall be held in each Year and not more than fifteen months shall elapse between the date of one meeting and that of the next meeting

9. COMMITTEES OF THE BOARD

9.1. The Trustees may delegate any of their powers to committees consisting of such Delegates or Trustees as they think fit and such committees shall in the exercise of the power so delegated conform to any regulations imposed by the Trustees.

9.1.1. 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 and so far as the same shall not be superseded by any regulations made by the Trustees.

9.1.2. All acts and proceedings of such committees shall be reported regularly to the Trustees and no committee shall incur expenditure on behalf of IFIC except in accordance with a budget which has been approved by the Trustees

9.2. In addition to Delegates who may be elected persons who are not Delegates may be elected or coopted

9.3. The Chair of the Trustees may, with the approval of the Trustees, dissolve a Committee. A Committee shall provide a written report to the Trustees by the date stipulated by the Board. The chair of the Committee in question shall attend the meeting of the Board in person if asked to do so to give the report on its activities and the results achieved and to be achieved

10. PUBLICATIONS

10.1. The Board shall cause to be published not less than once a year an IFIC publication containing news and information about Infection Control, Members, Patrons, conferences, research and such other items as the editor considers might be of interest to Members, Patrons and others

10.2. The Trustees shall appoint one among them to serve as Editor of this publication.

11. CONFERENCES

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 Board may from time to time determine and all Members may attend them 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.

Initially approved: October 16, 2006; Amsterdam,

Amended: October 15, 2008, Santiago