

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION OF BRITISH INFECTION ASSOCIATION**  
**COMPANY NUMBER SC198418**  
**SCOTTISH CHARITY NUMBER SC029247**  
**(“the Association”)**

**ADOPTED BY SPECIAL RESOLUTION PASSED ON \_\_\_26<sup>th</sup> May 2022**

**1. Interpretation**

1.1 In this document, unless the context otherwise requires:

**Articles** means the articles of association of the Association, which are set out as numbered paragraphs in this document, and a reference to an **article** is a reference to the relevant numbered paragraph;

**Charitable Purpose** means a charitable purpose under section 7 of the Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

**Charities Act** means the Charities and Trustee Investment (Scotland) Act 2005;

**Charity Regulator** means the Office of the Scottish Charity Regulator;

**Circulation Date** has, in relation to a written resolution, the meaning given to it in the Companies Act;

**Clear Days** means, in relation to a period of notice, a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;

**Companies Act** means the Companies Act 2006;

**Connected** shall be interpreted in accordance with section 68 of the Charities Act;

**Council** means the board of directors for the purposes of the Companies Act and the charity trustees for the purposes of the Charities Act (and each person serving on the Council is a **Member of Council**);

**document** includes, unless otherwise specified, any document sent or supplied in electronic form;

**electronic form** and **electronic means** have the meaning given to such terms in section 1168 of the Companies Act;

**Financial Expert** means a person who is reasonably believed by the Council to be qualified to give advice on investments by reason of that person's ability in and practical experience of financial and other matters relating to investments;

**Member** means a person whose name is entered in the register of members of the Association, except where that entry clearly relates to a former member;

**Model Articles** means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*);

**Principal Officers** means the Members of Council nominated as President, Vice-President, Secretary, Treasurer and Meetings Secretary;

**Purposes** means the purposes of the Association as stated in article 2.1;

**Rules of Appointment** means the rules set out in Appendix 1; and

**writing** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Companies Act shall have the same meanings in these Articles.

1.3 The Model Articles shall not apply to the Association.

## **2. Charitable purposes**

2.1 The Association aims to ensure the optimum delivery of healthcare to patients diagnosed with infection, and to represent the interests of its members. Specifically:

- (a) To provide expert opinions and represent the views of specialists in infection to anybody seeking advice relevant to infection or infection professionals.
- (b) To set and review standards in infection practice, including the development of guidelines and working in collaboration where appropriate.
- (c) To support members of the Association in the performance of their professional duties.
- (d) To develop and provide education and training in infection for all and in particular to support training grades.
- (e) To foster excellence in all aspects of infection-related research.
- (f) To support all aspects of communication between different branches of infection medicine and to work towards the development of an integrated voice for infection specialists.
- (g) To provide a public face for infection and represent infection opinions to the general public and to patients.

Groups who might be expected to consult the Association include, but are not limited to, the Department of Health and similar bodies in the devolved governments, the Royal Colleges, NICE, statutory medical bodies, House of Lords select committees and other professional bodies, including the professional media. Provision of advice to the general public on personal or individual medical conditions is outside the remit of the Association.

### **3. Publication of journals**

3.1 In furtherance of its Purposes, the Association shall publish the 'Journal of Infection' and 'Clinical Infection in Practice'. In each case the Association and the editors of the journal shall mutually agree upon the scope of the journal; the formulation of editorial policy and any change of policy shall also be subject to mutual agreement.

### **4. Scientific meetings**

4.1 In furtherance of its Purposes, the Association shall hold regular scientific meetings, which shall be open to all Members and to other bona fide persons on application. The format of the meetings will primarily be contributory, competitive and of a high scientific content. No relevant subject shall be excluded from consideration. Additional meetings may be promoted by the Association, which may be of a regional, national or international nature. Registration charges for meetings will be kept to a minimum and whenever possible educational grants will be sought to ensure low cost.

### **5. Powers**

5.1 The Association has the power to do anything lawful which is calculated to further the Purposes, or is conducive or incidental to doing so. In particular, the Association may:

- (a) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute cheques and other instruments;
- (b) register and operate subsidiary companies, including trading companies;
- (c) acquire and dispose of assets and investments;
- (d) delegate the management of investments to a Financial Expert;
- (e) arrange for the investments or other property of the Association to be held in the name of a nominee which is either under the control of the Council or of a Financial Expert acting on their instructions, and to pay any reasonable fee required;
- (f) co-operate with other bodies and to exchange information and advice with them;
- (g) subject to article 6.2:
  - (i) employ and remunerate any person or persons as necessary for the proper pursuit of the Purposes; and
  - (ii) make reasonable provision for the payment of pensions for employees and their dependents;

- (h) take out such insurance policies as are necessary to protect the Association; and
- (i) provide indemnity insurance for the Members of Council or any other officer of the Association.

## **6. Application of income and property**

- 6.1 The income and property of the Association shall only be applied to promote the Purposes.
- 6.2 No part of the income or property of the Association may be paid or transferred directly or indirectly to any Member of the Association. This shall not prevent any payment in good faith by the Association of reasonable and proper remuneration to any person for any services provided to the Association which is permissible under article 7.

## **7. Remuneration**

- 7.1 No Member of Council, or person Connected with a Member of Council, shall be remunerated for services provided to the Association unless the Council has taken advice and/or considered the conditions set out in the Charities Act and has approved the remuneration. Section 67(3) of the Charities Act provides, amongst others:
  - (a) that the maximum amount of the remuneration must be reasonable in the circumstances and must be set out in a written agreement between the service provider and the Association;
  - (b) that the Members of Council (as charity trustees) must not approve the remuneration unless they are satisfied that it will be in the interests of the Association for those services to be provided by the service provider for the maximum amount; and
  - (c) that the number of Members of Council (as charity trustees) in receipt of remuneration must always be in the minority.

## **8. Dissolution**

- 8.1 If:
  - (a) the Association is to be dissolved, and
  - (b) after provision has been made for all its debts and liabilities, there are surplus assets or property (the **Surplus Assets**),

those Surplus Assets shall not be paid or distributed to the Members but shall be applied or transferred to another organisation which (a) is a charity registered in Scotland having purposes similar to the Association, or (b) undertakes to utilise the Surplus Assets for a similar Charitable Purpose.

- 8.2 The Council shall have power to make an application to strike off and dissolve the Association, providing:
  - (a) the Council has sought and obtained the consent of the Charity Regulator under section 16 of the Charities Act; and

(b) the application has been approved by special resolution.

8.3 The decision on who is to benefit from the Surplus Assets shall also be subject to special resolution.

## **9. Liability of Members**

9.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Association in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- (a) payment of the Association's debts and liabilities contracted before they cease to be a Member,
- (b) payment of the costs, charges and expenses of the winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **10. Applications for membership**

10.1 The Association shall admit to membership an individual who (a) applies to the Association using the application process approved by the Council, and (b) is approved by the Council.

10.2 The Council may in their absolute discretion accept or decline to accept any application for membership and need not give reasons for doing so.

10.3 The Association shall maintain a register of Members and any person ceasing to be a Member shall be removed from the register.

10.4 Membership is not transferable.

10.5 The Council may establish different categories of membership and set out different rights and obligations for each category, with such rights and obligations recorded in the register of Members, but shall not be obliged to accept any person fulfilling those criteria as a Member. On the date of adoption of these Articles the Association has the following categories of membership:

- (a) Full membership, a category of membership having full voting rights, open to Consultants in Medical Microbiology, Virology and/or Infectious Diseases, Public Health, Communicable Disease Control, and Associate Specialists in these disciplines, Clinical Scientists of equivalent seniority, Professors, Readers, Senior Lecturers and Lecturers in university departments and others, including overseas members, at the discretion of the Council;
- (b) Trainee membership, a category of membership having full voting rights, open to medically qualified Doctors in Training in the UK and Ireland and to trainee associate members (non-medically qualified personnel including nurses, medical students, pharmacists, laboratory scientists, technical staff and other individuals with a professional interest in infection at the discretion of the Council).

- (c) Retired Full membership, a category of membership having no voting rights, but having the right to receive copies of all papers circulated to Full Members and having the right to attend but not vote at general meetings, open to individuals who retire from work having been Full Members for a minimum of ten years, and others at the discretion of the Council; and
- (d) Associate membership, a category of membership having full voting rights, open to non-medically qualified personnel including nurses, medical students, pharmacists, laboratory scientists, technical staff and other individuals with a professional interest in infection at the discretion of the Council.

10.6 Applications and queries regarding membership of the Association shall be made to the Membership Secretary, who will be able to advise which category of membership is most suitable.

10.7 There shall be an annual subscription, the rates to be recommended by the Council and approved by ordinary resolution. On the date of adoption of these Articles, the rates of annual subscription are as follows:

	Membership not including access to Journal of Infection	Membership including electronic access to Journal of Infection	Membership including electronic access to Journal of Infection and printed copy
Full membership	Not applicable	£100	£120
Trainee membership	Free	£40	£60
Associate membership	Free	£40	£60

## 11. Termination of membership

11.1 A Member shall cease to be a Member if:

- (a) the Member dies;
- (b) the Member resigns by giving notice to the Association in writing;
- (c) any subscription or other sum payable by the Member to the Association remains unpaid within six months of it falling due and the Association notifies the Member in writing of the termination of their membership; or
- (d) the Member is removed from membership by a resolution of the Council that it is in the best interests of the Association that the membership is terminated, providing that:

- (i) the Member has been given at least 14 Clear Days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it will be proposed; and
- (ii) the Member has been given a reasonable opportunity to make representations to the meeting either in person or in writing for consideration by the Council before a decision is made.

## **12. Annual general meetings**

- 12.1 The Association shall hold an annual general meeting each year, with not more than 15 months elapsing between successive annual general meetings.
- 12.2 Each notice calling an annual general meeting shall specify the meeting as such and each annual general meeting shall take place at such time and place as the Council shall think fit.
- 12.3 The business at an annual general meeting shall include:
  - (a) the consideration of the accounts and reports of the Council and auditor;
  - (b) the retirement, appointment or re-appointment of the relevant Members of Council in accordance with article 19 and article 20; and
  - (c) the appointment of the Association's auditor.

## **13. Notice of general meetings**

- 13.1 The Association may hold and conduct a general meeting in such a way that persons who are not present together at the same place may by electronic means attend and speak and vote at it. A reference in these Articles to a person being **present** or **represented** at a general meeting shall therefore include a person attending or representing another by electronic means.
- 13.2 General meetings, including the annual general meeting, are called on a minimum of one months' notice. The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted. If it is intended that persons shall be able to attend the meeting by electronic means, the notice shall include instructions for joining the meeting by electronic means. It shall also include a statement pursuant to the Companies Act setting out the right of Members to appoint proxies.
- 13.3 The notice shall be given to each Member, including each Member of Council, and the auditor for the time being of the Association, but proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association.

## **14. Proceedings at general meetings**

- 14.1 Every general meeting of the Association shall have a chair. The President shall chair general meetings of the Association or, if the President is absent, the Vice-President shall act as chair. If neither the President nor the Vice-President is present within 15 minutes of the time

appointed for the meeting, a person elected by the Members of Council present shall chair the meeting. If no Member of Council is present or willing to chair the meeting, the Members present shall choose one of their number to chair the meeting.

14.2 No business shall be transacted at any general meeting unless a quorum is present. A quorum is fifty Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.

## **15. Voting at general meetings**

15.1 A vote on a resolution proposed at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.

15.2 On a show of hands or on a poll, every Member (except the Retired Members) shall have one vote.

15.3 Any objection to the qualification of any voter must be raised at the meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any such objection must be referred to the chair of the meeting whose decision is final.

15.4 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.

15.5 A poll may be demanded by:

- (a) the chair of the meeting;
- (b) two or more persons having the right to vote on the resolution; or
- (c) a person representing two or more Members having the right to vote on the resolution.

15.6 The poll shall be conducted in such manner as the chair directs and the chair may fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.

15.7 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken, and
- (b) the chair of the meeting consents to the withdrawal.

## **16. Proxies**

16.1 A Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Association.

16.2 Proxies may only be validly appointed by a notice in writing (a **proxy notice**) which:

- (a) states the name and address of the Member appointing the proxy;



- (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Council may determine; and
- (d) is delivered to the Association in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting to which they relate.

A proxy notice which is not delivered in such manner shall be invalid unless the chair of the meeting, in their sole discretion, decides to accept the proxy notice as valid.

- 16.3 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 16.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 16.5 Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting.
- 16.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 16.7 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 16.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting to which it relates.
- 16.9 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **17. Written resolutions of the Members**

- 17.1 Subject to article 17.4, a written resolution of the Members passed in accordance with this article 17 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:
  - (a) as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
  - (b) as a special resolution if it is passed by Members representing not less than 75% of the eligible Members.

- 17.2 Where a resolution is proposed as a written resolution of the Association, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 17.3 Any resolution of the Members for which the Companies Act does not specify whether it is to be passed as an ordinary resolution or as a special resolution, shall be passed as an ordinary resolution.
- 17.4 A Members' resolution under the Companies Act removing a Member of Council or an auditor before the expiration of their term of office may not be passed as a written resolution.
- 17.5 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 17.6 A Member signifies their agreement to a proposed written resolution when the Association receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
- (a) if the document is sent to the Association in hard copy form, it is authenticated if it bears the signature of the person sending it;
  - (b) if the document is sent to the Association in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Association or, where no such manner has been specified by the Association, if it is accompanied by a statement of the identity of the sender and the Association has no reason to doubt the truth of that statement.
- 17.7 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
- 17.8 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.
- 17.9 Communications in relation to written resolutions shall be sent to the Association's auditor in accordance with the Companies Act.
- 18. The Council**
- 18.1 Subject to the provisions of the Companies Act, the Articles and any special resolution, the Council shall be responsible for the management of the Association's business and may exercise all the powers of the Association for that purpose.
- 18.2 The Council shall comprise the following office bearers, elected from the membership of the Association:
- (a) President (Chairman of Council);

- (b) Vice-President (President Elect);
- (c) Secretary;
- (d) Treasurer;
- (e) Meetings Secretary;
- (f) Clinical Services Secretary (Medical Microbiology (MM) and Virology (MV));
- (g) Clinical Services Secretary (Infectious Diseases (ID) and other disciplines);
- (h) Membership Engagement Secretary; (include representation)
- (i) Scientific and Research Secretary;
- (j) Workforce and Training Secretary;
- (k) Guidelines Secretary;
- (l) Sustainability Secretary
- (m) Secretary for members from devolved UK administrations;
- (n) Medical Trainee, Professional Affairs Secretary;
- (o) Medical Trainee, Meetings Secretary;
- (p) Higher Specialist Scientist Trainee, Professional Affairs Secretary;
- (q) Trainee Communications Secretary;
- (r) Secretary for Overseas Members; and
- (s) Secretary for Associate Members.

18.3 A Member of Council may not appoint an alternate or anyone to act on their behalf.

18.4 No alteration of the Articles or any special resolution shall invalidate any prior act of the Council.

18.5 A meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council. The quorum for a meeting of the Council is the smallest whole number (always rounding up) representing a majority of the total number of Members of Council.

## **19. Appointment of Members of Council**

19.1 Subject to adherence with the Rules of Appointment, any person who is willing to act as a Member of Council, and who is permitted by law to do so, and is proposed and seconded in writing by at least two Members (one of whom must have been a Member for at least two years) may be appointed to be a Member of Council by:

- (a) ordinary resolution; or

(b) resolution of the Council.

19.2 In any case where, as a result of death, the Association has no Members, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to take on the powers and responsibilities of the Council.

19.3 For the purposes of article 19.2, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

## **20. Termination of appointment of Members of Council**

20.1 A Member of Council shall cease to hold office if they:

- (a) are removed by ordinary resolution of the Association pursuant to the Companies Act;
- (b) cease to be a Member of Council by virtue of any provision in the Companies Act or are prohibited by law from being a company director;
- (c) are disqualified from acting as a charity trustee;
- (d) cease to be a Member of the Association;
- (e) have a bankruptcy order made against them;
- (f) have become physically or mentally incapable of acting as a Member of Council; or
- (g) resign by written notice to the Association.

## **21. Proceedings of meetings of the Council**

21.1 Subject to the provisions of the Articles, the Council may regulate their proceedings as they think fit.

21.2 Acts done by a meeting of the Council or of a committee or by a person acting as a Member of Council shall not be invalidated by the subsequent realisation that:

- (a) the appointment of any such Member of Council or person acting as a Member of Council was defective; or
- (b) any or all of them were disqualified; or
- (c) any or all of them were not entitled to vote on the matter.

## **22. Calling meetings of the Council**

22.1 Any Member of Council may call a meeting of the Council by giving notice of the meeting to the other Members of Council.

22.2 Notice of a meeting of the Council must specify:

- (a) the time, date and place of the meeting;

- (b) the general particulars of the business to be considered at the meeting; and
- (c) if it is anticipated that the individuals participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

**23. Participation in meetings of the Council**

- 23.1 Any Member of Council may participate in a meeting of the Council in person or by means of video conference, telephone or any suitable electronic means by which all those participating in the meeting are able to communicate with all other participants.
- 23.2 If all the individuals participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 23.3 At a meeting of the Council, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

**24. Chairing meetings of the Council**

- 24.1 The President, whom failing the Vice-President, shall chair meetings of the Council. If neither the President nor the Vice President is available to chair a meeting of the Council, the participating Members of Council must appoint one of themselves to chair the meeting.

**25. Decision-making by the Council**

- 25.1 The general rule about decision-making by the Council is that any decision of the Council must be either a majority decision at a meeting or a decision taken in accordance with article 26.
- 25.2 Each Member of Council has one vote on each matter to be decided.

**26. Written resolutions of the Council**

- 26.1 A decision of the Council is taken in accordance with this article when a majority of all eligible Members of Council indicate to each other by any means that they share a common view on a matter.
- 26.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Member of Council, or to which each eligible Member of Council has otherwise indicated agreement in writing.
- 26.3 References in this Article to eligible Members of Council are to those Members of Council who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Council.

**27. Trustee duties**

- 27.1 Each Member of Council, as a charity trustee, has a duty to act in the interests of the Association and, in particular, must:

- (a) seek, in good faith, to ensure that the Association acts in a manner which is consistent with its purposes;
  - (b) act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person; and
  - (c) in circumstances capable of giving rise to a conflict of interest, put the interests of the Association first.
- 27.2 A Member of Council must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared.
- 27.3 A Member of Council must absent themselves from any discussions of the Council in which it is possible that a conflict will arise between their duty to act solely in the interests of the Association and any personal interest (including, but not limited to, any personal financial interest).
- 27.4 Each Member of Council must take steps to ensure that any breach of legal duty by another Member of Council is remedied (if practicable) and not repeated. If a Member of Council is persistently in breach of their duties, the other Members of Council should consider the possibility of removing that Member of Council from office.
- 28. Delegation by the Council**
- 28.1 The Council may delegate, on such terms of reference as they think fit, any of their powers or functions to the Principal Officers or any committee comprising two or more Members of Council.
- 28.2 The Council may delegate the implementation of their decisions or day-to-day management of the affairs of the Association to the Principal Officers, or any other person or committee.
- 28.3 The terms of reference of a committee may include conditions imposed by the Council, including that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom the Council delegate; and
  - (b) no expenditure or liability may be incurred on behalf of the Association except where approved by the Council or in accordance with a budget previously agreed by the Council.
- 28.4 Persons who are not Members of Council may be appointed as members of a committee, subject to the approval of the Council.
- 28.5 Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it.
- 28.6 The terms of any delegation to a committee shall be recorded in the minute book.

- 28.7 The Council may revoke or alter a delegation.
- 28.8 All acts and proceedings of any committee shall be fully and promptly reported to the Council.
- 28.9 The following committees are recognised on the date of adoption of these Articles:
- (a) Clinical Services Committee, chaired jointly by the Clinical Services Secretary (MM and MV) and the Clinical Services Secretary (ID and other disciplines), the membership of which comprises representatives from the various regions;
  - (b) Meetings Committee, chaired by the Meetings Secretary;
  - (c) Scientific Affairs Committee, chaired by the Scientific and Research Secretary;
  - (d) Workforce and Training Committee, chaired by the Workforce and Training Secretary;
  - (e) Guidelines Committee, chaired by the Guidelines Secretary;
  - (f) Trainees Committee; and
  - (g) Education Committee, chaired by the Workforce and Training Secretary.

## **29. Minutes**

- 29.1 The Council shall cause the Association to keep the following records in writing and in permanent form:
- (a) minutes of proceedings at general meetings;
  - (b) minutes of meetings of the Council and of committees of the Council, including the names of the Members of Council present at each such meeting;
  - (c) copies of resolutions of the Association and of the Council, including those passed otherwise than at general meetings or at meetings of the Council; and
  - (d) particulars of appointments of officers made by the Council.

## **30. Records and accounts**

- 30.1 The Council shall comply with the requirements of the Companies Act and the Charities Act as to maintaining a register of Members, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Regulator of:
- (a) annual reports;
  - (b) annual returns; and
  - (c) annual statements of account.
- 30.2 Accounting records relating to the Association must be made available for inspection by any Members of Council at any reasonable time during normal office hours.

30.3 A copy of the Association's latest available statement of account shall be supplied on request to any Member, or to any other person who makes a written request and pays the Association's reasonable costs of fulfilling the request, within two months of such request.

### **31. Communications**

31.1 Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Companies Act provides for documents or information which are authorised or required by any provision of the Companies Act to be sent or supplied by or to the Association.

31.2 Subject to the Articles, any notice or document to be sent or supplied to a Member of Council in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that Member of Council has asked to be sent or supplied with such notices or documents for the time being.

31.3 A Member of Council may agree with the Association that notices or documents sent to that Member of Council in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### **32. Irregularities**

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

### **33. Indemnity**

33.1 Subject to article 33.2, but without prejudice to any indemnity to which they may otherwise be entitled:

- (a) every Member of Council or former Member of Council shall be indemnified out of the assets of the Association in relation to any liability they incur in that capacity; and
- (b) every other officer or former officer of the Association may be indemnified out of the assets of the Association in relation to any liability they incur in that capacity.

33.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law and any such indemnity is limited accordingly.

## **APPENDIX 1**

### **Rules of Appointment**

#### **The Council**



- a. Each member who agrees to become a candidate for election to Council shall be proposed and seconded in writing by Association members one of whom must be of at least 2 years' standing.
- b. Members are nominated as Vice President (or President Elect) with the understanding that they become President on completion of their term of office.
- c. The Editors of the Journal of Infection and Clinical Infection in Practice will be ex-officio members and will be accountable to and appointed by Council.
- d. Council reserves the right to alter its membership and to co-opt new members as and when this is deemed appropriate.
- e. A quorum for Council business shall comprise a majority of its membership.
- f. Members of Council will normally take up their positions at the Association's Annual General Meeting, normally held in the Spring.

### **Principal Officers of the Association**

- a. The posts of President, Vice President (President Elect), Treasurer, Secretary, and Meetings Secretary shall be designated as the Principal Officers of the Association.
- b. Council should ensure that there are sufficient nominations for the posts of Principal Officers of the Association when these fall vacant. Additional nominations from the membership will also be welcomed. The Association should aim to include representation from the different disciplines concerned with infection on the Council.
- c. Council may decide that one of its members shall become a Principal Officer in place of an Officer who has had to demit office prematurely.
- d. The President shall serve for a term of two years and shall not be eligible for re-election for a consecutive term as President, except in exceptional circumstances.
- e. The Vice President shall serve for a term of two years and shall subsequently become President on completion of his/her term of office.
- f. The Secretary, Treasurer and Meetings Secretary shall serve a term of three years and shall be eligible for re-nomination.

### **Other Members of Council**

- a. All other posts on Council shall be elected from among the Association's general membership.
- b. Training grade members of Council shall serve for two years each. Trainee representatives collectively should be able to represent trainees on infection training pathways, including Infectious Diseases, Tropical Medicine, Medical Microbiology, Medical Virology, Internal Medicine and Higher Specialist Scientist Trainees. In the event of promotion to a consultant or equivalent post such members will be entitled to complete their term of office.
- c. The Medical Trainee Professional Affairs and Meetings posts shall be open to all Infection Specialty Trainee BIA members in the United Kingdom and Republic of Ireland.
- d. The Higher Specialist Scientist Trainee Professional Affairs post shall be open to all HSST BIA members based within the United Kingdom and Republic of Ireland.
- e. The Communications Trainee representative may be a trainee BIA member in medical infection specialist training, HSST or associate specialist training pathways.
- f. The Secretary for Associate members shall be open to associate members.
- g. The Secretary for members from UK devolved administrations shall be open to non-training grade members working in Northern Ireland, Scotland and Wales.
- h. The Secretary for Overseas Members shall be open to non-training grade members based outside the United Kingdom and Republic of Ireland. Their attendance at Council meetings will be expected to be remote rather than in person.

- i. All non-training grade members of Council shall serve for three years each.
- j. Retiring Council members shall not be eligible for re-election to a third term in a specific role except in exceptional circumstances.
- k. Council shall have the rights to establish and dissolve specific Committees, Sub-Committees or working groups as deemed appropriate for the advancement of the Association's business.
- l. If, in the view of Council, a Council member is unable to fulfil their role due to illness or other unforeseen factors, the Council member will be required to resign from Council within 30 days. A member of the Association may be co-opted onto Council to fulfil the role but would be required to formally stand for election at the next opportunity.

END