



ACIPC

Australasian College
for Infection Prevention and Control

12 July 2024

Members

Australasian College for Infection Prevention and Control Ltd

Dear Member,

Proposal to adopt a new Constitution of the Australasian College for Infection Prevention and Control Ltd

1 Background

- (a) The Executive Council (the Board) of the Australasian College for Infection Prevention and Control Ltd (ACIPC) considers that the constitution of ACIPC requires updating to improve the governance of ACIPC and to ensure that the constitution is compliant with the Corporations Act 2001 (Cth) and the Australian Charities and Not-for-profits Commission Act 2012 (Cth).
- (b) The Executive Council wanted to review the election cycle as there is a perceived risk, due to the fact that under the old Constitution the board is appointed at each AGM for two years, that there could be a total replacement of the board at an AGM which would result in the lack of experience and continuity at board level.
- (c) Stability at Board level was considered of importance, particularly due to the growth of the ACIPC and its corporate profile during COVID-19.
- (d) Accordingly, the Executive Council of ACIPC engaged Hall & Wilcox lawyers to draft a new constitution of ACIPC.
- (e) The Executive Council of ACIPC is calling an extraordinary general meeting of members of ACIPC on 19 August 2024 at 12.30 pm via Zoom
- (f) Please find attached a notice of extraordinary general meeting with the proposed resolutions and a copy of the new constitution.

2 Amendments to the Constitution

A new constitution was proposed by Hall & Wilcox (compared to amending the old Constitution) as the old Constitution was adopted in 2014 and the laws, particularly the Corporations Act and the Australian Charities and Not-for-profits Commission Act 2012 (Cth) have been amended since then.

It was much more cost effective to use the approved Hall & Wilcox precedent than reviewing the old Constitution for regulatory compliance.

Whilst the use of the ACNC precedent was considered, Hall & Wilcox recommended to use the Hall & Wilcox precedent Constitution as it has more rigour required for a large trading charity, including



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the requirement to hold an annual general meeting, which is important for transparency and stakeholder engagement for large trading charities.

The major proposed amendments to the constitution of ACIPC are as follows:

- (a) The objects of ACIPC have been amended slightly as follows (clause 2.5(a));
 - 4.1 The object of the Company is to advance infection prevention and control of infectious diseases through:
 - (a) defining and promoting standards of infection prevention and control practice through a One Health approach.
 - (b) initiating and supporting relevant research and evidence-based practice.
 - (c) defining and promoting the education and specialised skills of its members.
 - (d) communicating with educational, scientific and professional bodies (local, national or international) which are involved in or associated with infection prevention and control or associated disciplines.
 - (e) publishing educational materials, newsletters, journals and other writings in respect of infection prevention and control.
 - (f) participating in the discourse on infection prevention and control standards and practices to promote optimal health care, safety and advocacy for our patient population.
 - (g) providing leadership, representation and support for members to promote optimum practice and challenge existing boundaries. fostering collegiality among members.
 - (h) promoting equity of access for members to the College's services and forums.
 - 4.2 The College may engage in any other activity and do all such other acts in accordance with this Constitution and the laws of Australia as may be incidental or conducive to the promotion or carrying into effect of the object of the Company.
- (b) The Company now has ordinary membership, Fellows and Life Members. The membership classes of Full Member, Institutional Member, Student Member, Corporate Member, International Member (Developing Country), and International Member (Developed Country) have been removed, however, the Board may still establish different classes of Members (clause 4.1(b)).
- (c) The Executive Council is now known as the Board, which is common in public companies limited by guarantee;
- (d) There must be at least six directors and a maximum of 14 directors (clause 5.1(a)(i) and (ii));



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- (e) At least four directors must reside in Australia (clause 5.1(a)(iii));
- (f) The office of Consumer Representative has been removed and this is an appointment by the board of directors.
- (g) Elected Directors have a term of three years and are eligible for reappointment for up to a maximum of nine consecutive years (clause 5.1(f)(i)), however despite this limit:
 - (i) a Director appointed to fill a casual vacancy will hold office until the next annual general meeting (clause 5.1(f)(ii));
 - (ii) the President after holding office of Elected Director for two years shall continue to hold office as Director for their remaining term as President and subsequent term as Past President (clause 5.1(f)(iii)(A)); and
 - (iii) the President-Elect after holding office of Elected Director for two years shall continue to hold office as Director for their remaining term as President Elect and for their subsequent terms as President and Past President (clause 5.1(f)(iii)(B));
- (h) Under clause 7.5. the Directors may elect a President-Elect who will hold office as President-Elect for 2 years, then President for 2 years and Past President for 2 years.
- (i) There is a rotational system of the election of Elected Directors, so that at each annual general meeting, one third of the Elected Directors (rounded up to the nearest whole number if necessary) being the longest serving directors, must retire and may stand for re-election (clause 5.2);
- (j) The Board may appoint a maximum of two Independent Directors for terms of three years and up to a maximum to a maximum of nine consecutive years (clause 5.7);
- (k) A Director vacates office if the Director fails to attend Board meetings for a continuous period of three months without a leave of absence from the Board (clause 5.8(a)(i)(E));
- (l) The Board may grant a Director a leave of absence from Board meetings for a period not exceeding 3 months (clause 5.9);
- (m) Clause 11.8 in the current constitution which permits the Executive Council by special resolution of Directors to dissolve a sitting Executive Council and declare all positions vacant has been removed. However, a director may be removed by resolution of the members (clause 5.8);
- (n) The Board may appoint a chief executive officer (clause 5.11);
- (o) A director may at any time appoint any individual approved for that purpose by the Board to act as an Alternate Director in the appointor's place (clause 5.12);



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- (p) Directors may be remunerated for serving as Directors as recommended by an independent review of the proposed remuneration and pursuant to a Director remuneration policy approved by the members by ordinary resolution (clause 5.13(a));
- (q) The cessation of any material aspect of ACIPC's business or any other material change to ACIPC's business requires the approval of Members by special resolution (clause 6.2 and Schedule 1);
- (r) The quorum for a Board meeting is at least a majority of Directors, regardless of whether the President or President-Elect is present at the Board meeting (cl 7.7(a))
- (s) The Board may by resolution implement by-laws and rules for the purposes of giving effect to any provision of the constitution or generally for the purposes of carrying out the objects of ACIPC (clause 8);
- (t) The Board may establish an Advisory Board (clause 9);
- (u) The quorum for a general meeting is 25 Members, and a quorum of the Board no longer required at a general meeting (clause 10.5(c));
- (v) All payments made by ACIPC must be authorised by signatories approved by the Board (clause 14.6(a));
- (w) ACIPC may maintain a Gift Fund (clause 18.6) and special rules apply to that Gift Fund (clause 18.7); and
- (x) A dispute resolution clause has been inserted (clause 20).

Should you have any questions in relation to any matters raised in this letter, please email the office on office@acipc.org.au.

Yours sincerely,

Stéphane Bouchoucha

Stephane Bouchoucha
President
Australasian College for Infection Prevention and Control Ltd