



# ACIPC

Australasian College  
for Infection Prevention and Control

## ANNUAL GENERAL MEETING MINUTES

### AUSTRALASIAN COLLEGE FOR INFECTION PREVENTION AND CONTROL LTD

An Extraordinary General Meeting of ACIPC was held on Monday 19 August via Zoom. The Chair declared the meeting open at 12:30 pm AEDT

**ACIPC Board Members in attendance:** Dr Stéphane Bouchoucha (President, Chair), Kristie Popkiss (Past - President), Dr Sally Havers (President-Elect), Nicola Isles, Catherine McGovern, Janine Carrucan, Erica Beukers, Ann Whitfield, Dianne Smith, Dr Peta-Anne Zimmerman

**ACIPC Financial Members in attendance:** Sophia Butcher, Sue Gonelli, Carolyn Ellis, Donna Cameron, Deborah Macbeth, Sue Greig, Michael Wishart, Alison Ratcliff, Sharon Kenny, Mallory McGrath, Meghan Rosier, Lisa Waugh, Anita Tyrell, Magdalena Di Giacomo, Lee Spence, Sylvia Gandossi, Kate Ryan, Sarah Hydes, Nicole Vause, Lisa Hall, Judith Penman, Nicola Herbert, Lynette Spence, Kim Comensoli, Louise Wright, Sarah Berger, Tanya Allan, Libby Oakes, Maria Lessels, Alex Mikus-Cunningham, Kim Hoa Nguyen, Mandy Davidson, Tara Adhikari Phuyal, Robyn Morey, Renu Thapa, Nicole Tolhurst, Belinda Henderson, Helen Scott, Susan Jain, Gillan Ray-Barruel, Fiona De Sousa, Lincoln Fowler, Danielle Engelbrecht, Monina Hernandez

**Non-voting members in attendance:** Nil

**ACIPC Staff in attendance:** Ben Thiessen, Caroline Woolley

#### 1. Acknowledgement of Country

#### 2. Apologies

*Petronella Bookall, Fiona Wilson, Matt Mason, Brett Mitchell, Kaye Bellis, Ramon Shaban, Fiona De Sousa, Sylvia Gandossi, Elizabeth Hammer*

#### 3. Welcome by ACIPC President

Stephane Bouchoucha, ACIPC President, welcomed members to the EGM and discussed the purpose of the EGM, why the change to the Constitution was proposed by the Board, the process, and key changes to the Constitution.

- The purpose of the EGM is to vote on two resolutions for the College to adopt a new constitution.



# ACIPC

Australasian College  
for Infection Prevention and Control

- The board distributed the revised constitution for members to consider and ask questions. A zoom session was held to discuss the revised constitution. All questions raised were distributed to members with answers.

The Board considered the constitution of the College required updating to:

- support continued good governance
- ensure that the constitution is compliant with the Corporations Act 2001 and the Australian Charities and Not-for-profits Commission Act 2012
- review the election of Directors to reduce the risk of having directors all appointed at one AGM

The process undertaken by the Board included:

- the Board engaged Hall & Wilcox, the College's lawyers
- a new constitution was recommended rather than amending the old Constitution
- The current Constitution was adopted in 2014, and the relevant laws have been amended
- Hall & Wilcox recommended their precedent Constitution as it has the rigour required for a large trading charity
- The board reviewed the precedent constitution and considered amendments to adapt it for the College

Key changes to the constitution included:

- updated to meet the Acts
- at least six directors and a maximum of 14 directors
- at least four directors must reside in Australia
- elected Directors have a term of three years
- directors are eligible for reappointment for up to a maximum of nine consecutive years
- at each AGM, one third of the Directors retire



# ACIPC

Australasian College  
for Infection Prevention and Control

It was noted the structure/roles of the President-Elect, President, and Past-President was not changed. The Board felt the College should update the constitution, establish the rotation of directors, and then consider the terms of the Presidents with further discussion.

#### 4. Declaration of Proxies

Eight proxies from members were lodged with the office:

1. One for the resolutions
2. Six will vote as their proxy sees fit
3. One against the resolutions

#### 5. Confirmation of a Quorum

Ben Thiessen, Executive Manager, confirmed the EGM had a quorum of 25 members.

#### 6. Special Resolutions for Consideration

Members were asked to vote on the following resolutions through a show of hands FOR the resolution and AGAINST the resolution.

##### Special Resolution 1

**IT IS RESOLVED** as a special resolution of the members to replace the existing Constitution of the Company so that the Company adopts the Proposed Constitution, a copy of which is annexed as **Annexure A**.

Following the vote, Stephane Bouchoucha declared the motion resolved. The majority voted for the resolution and one vote was against the resolution.

##### Special Resolution 2

**IT IS RESOLVED** that the Board (known as the Executive Council) of the Company is empowered to give effect to these resolutions and make consequential amendments to the Proposed Constitution as required for ASIC, ACNC and ATO approvals including notifications to ASIC, ACNC and other regulatory bodies as required.



# ACIPC

Australasian College  
for Infection Prevention and Control

Following the vote, Stephane Bouchoucha declared the motion resolved. The majority voted for the resolution and one vote was against the resolution.

As the resolutions were passed, the new Constitution was adopted, and the Executive Manager will update the College's lawyers and ensure the regulatory authorities are notified.

## **7. Meeting Close**

Stephane Bouchoucha thanked members for taking the time to attend and for taking part in this important aspect of the College's management.

The meeting was closed at 12:43 pm AEDT.

