



**HEALTHCARE INFECTION SOCIETY**  
(U.K. Registered Charity No. 286064)

162 King's Cross Road, London WC1X 9DH  
Tel: 020 7713 0273  
Fax: 020 7713 0255  
www.his.org.uk

## **Minutes of the 2011 Annual General Meeting of the Healthcare Infection Society**

**Held in Exchange Rooms 4 & 5, Manchester Central, Manchester M2 3GX, on  
Thursday 17 November 2011 at 5.45pm**

**There were 27 members present (a list of signatures was collected):**

Breida Boyle (M), Suzanne Chapman (M), Jenny Child (M), Mike Cooper (M), Tracey Cooper (AM), Gerard D Corcoran (M), Susan Dawson (M), Adam Fraise (M), Carole Fry (M), Alison Holmes (M), Satoshi Hori (M), Imad Ibrahim (M), Peter Jenks (M), Michael Kelsey (M), John Leeming (M), Craig Mackintosh (M), Jacqueline Meigh (M), Rolf Meigh (M), Jon Otter (M), Bobbie Parnaby (M), Tom Rogers (M), John Sloss (M), Andrew Stacey (M), Jane Stockley (M), Peter Taylor (M), Andrew Telfer Brunton (M), Peter Wilkinson (RM)

(M, Full Member; AM, Associate Member; RM, Retired Member)

**In attendance:** Tim Hogan (HIS Chief Executive)

**Apologies were received from:** Roger Bayston, Hilary Humphreys, Elise Maynard, Gerry McDonnell, Geoff Ridgway, David Shanson, Malcolm Thomas

### **11.122 Minutes of the 2010 Annual General Meeting held on 12 October 2010** (Previously circulated with the Agenda)

The Minutes of the 2010 AGM were signed as a true record by the Chairman, Adam Fraise.

### **11.123 Matters arising**

It was noted that Council will consider the question of the International Conference fee for senior members at a future date, when it considers the fees for the 2014 HIS International Conference. It is not feasible to do this for the 2012 Conference as it will be a Joint FIS/HIS Conference.

**11.124 Chairman's Report (Dr Adam Fraise)**  
(Previously circulated with the Agenda)

This is my final AGM after 4 years as Chairman of HIS. It has been an immensely enjoyable and fulfilling experience, made so by the hard work of my fellow Council members and the Society's employees; Tim Hogan, Sue Hollinshead, Nichola Atherton and Dee Simmonite. I thank them all for their input. Particular thanks must go to my fellow Officers, Carole Fry, Tim Boswell and Andrew Telfer Brunton who have all worked tirelessly to help the Society maintain its high profile and enviable scientific reputation.

The Society continues to be represented on a range of major committees including the CJD Incidents Panel and the ACDP TSE risk management group. It has also had a busy year collaborating with other groups and Societies to develop guidelines on a wide range of subjects. Despite stock market turmoil, our investment portfolio has performed well, and the last International Conference generated a modest surplus. Income from the Journal remains strong and it has had another good year during which its impact factor has increased again (albeit by a smaller amount than some of our competitors). More details will be provided in the Treasurer's and Editor's reports.

Still on the subject of the Journal, I must thank the incoming Editor, Jenny Child for her efforts to improve the way The Journal of Hospital Infection functions. I look forward to seeing more effective and speedy reviews as well as continued publication of high quality scientific articles.

I would also like to thank our current President, Tom Rogers for his support for the Society. Tom has been a great asset at the Society's meetings and his efforts to attend Council (travelling from Ireland) are appreciated.

Finally I would like to wish my successor, Tim Boswell, a successful term of office as Chairman. I have no doubt that he will be an excellent Chairman and I only hope that I have left the Society in a healthy enough shape for him to realise his vision for it.

**11.125 Secretary's Report (Ms Carole Fry)**  
(Previously circulated with the Agenda)

There are 777 members (2010 = 794), of whom 131 are Associates (137), 24 are trainees (28) and 10 are Retired (12).

At the Extraordinary General Meeting held Friday 29<sup>th</sup> January 2010, it was agreed that the name of the Society would be changed to the Healthcare Infection Society. This came into effect from 1<sup>st</sup> April 2011. The name of The Journal of Hospital Infection has not been changed because of the adverse effect this would have had on the impact factor of the journal.

Further changes to the Constitution have been discussed regarding the number of Officers' posts. This is on the AGM Agenda, and there will also be an opportunity during the meeting to review the Society's new Regulations.

Governance training was provided for Trustees on 29 November 2010. This led to the development of a Governance Plan which is now regularly reviewed to ensure compliance to best practice. Procedures are being developed for identifying and fulfilling Trustee training needs and reviewing Trustee performance.

Council has elected Dr Tim Boswell as the new Chair of the Society to replace Dr Adam Fraise.

There were three vacancies for Council, for which four nominations had been received. Voting for the vacant posts took place between 13<sup>th</sup> October and 10<sup>th</sup> November, and Dr Alaric Colville, Mr Peter Hoffman and Dr Gabby Phillips were elected.

Grateful thanks go to Dr Richard Cooke, Dr Peter Wilson and Dr Steve Barrett, who are standing down as members of Council at the AGM, and to Dr Sima Jog (Trainee Representative) whose term ended in August, for their contribution and enthusiasm. Dr Peter Jenks has been co-opted on to Council to chair the Scientific Development Committee.

A summary of Council members' attendance at Council meetings in 2010/11 was sent with the Agenda and is included at the end of the Minutes.

Consideration will be given over the next year about proceeding with incorporation. Communication with members is improving. A survey of members has been conducted to better identify their needs. Dr Tim Hogan now circulates an electronic bulletin to members to update them of Society activities.

Sue Hollinshead has continued to actively promote the Society at a number of scientific meetings and conferences.

My thanks as ever, to the other Officers, Council members and staff of HIS for all their enthusiasm and commitment.

**11.126 Treasurer's Report (Dr Andrew Telfer Brunton)**  
(Previously circulated with the Agenda)

The Accounts for the year 2010/11 have been received and approved by the Trustees at the Council Meeting on the 28<sup>th</sup> September 2011. The Society remains in a healthy financial position but, like everyone else, has suffered the convolutions of the financial markets during the year. A full set of accounts is available on the Society website.

The Society's total assets stood at £5,108,627 on March 31<sup>st</sup> 2011 (against £4,430,680 at the same point last year). The premises at King's Cross Road represents £572,545 but is subject to a depreciation of £120,309 for the purposes of the accounts. At the year end, our investments amounted to £3,928,249 compared with £3,444,403 in 2010. Our Investment Managers have maintained a consistently better performance than the market average despite the volatile market conditions over the past year. Because of intention to buy property when a suitable site becomes available our portfolio has been structured to provide some resilience against market fluctuations so that the capital required will be available when needed.

The Trustees have reviewed the reserves policy of the Society in order to meet their obligations under the Charities Act. This states: *The financial reserves of the Society are held in order to ensure the continuation of the charitable activities as outlined in the Constitution, including publication of The Journal of Hospital Infection, the award of Grants and the maintenance of the headquarters premises in the event of a reduction of income.*

Income for the year was £1,488,545 (£732,454 in 2009/10) and expenditure was £1,234,686 (£584,992 in 2009/10). We continue to have a healthy income from the journal (£621,008) and subscriptions amounted to £40,861, £2,062 less last year's figure. Expenses included Grants of £105,982 and meetings/courses of £296,114. Trustee/Council travel and expenses amounted to £11,190, a substantial reduction on last year's figure.

The Society's capital base has improved this year although the financial markets remain volatile. However our income remains good and our portfolio, under the stewardship of Rathbones, our investment bankers, has maintained reasonable resilience even in the present difficult market conditions. I would like to thank Sue Hollinshead, Dee Simmonite & Tim Hogan for their great support.

**11.127 Meetings Secretary's Report (Dr Tim Boswell)**  
(Previously circulated with the Agenda)

The HIS Education Committee was established a year ago, with the remit to design a programme of conferences, seminars and courses that will help equip healthcare professionals to prevent and control healthcare associated infections.

Following the Membership survey held earlier this year, the Committee is hoping to develop a larger number of regionally based events, and it is exploring ways of disseminating important information to Members on important developments in the field, such as new guidelines and sources of information.

This year's HIS Spring Meeting was held at the Royal Institute of British Architects, London, on 6 April 2011, to help launch the new name of the Society, with talks covering the history of the Society, reflections on recent national infection control initiatives, and looking to the future in terms of challenges, targets, surveillance and healthcare infection control beyond the acute Trust.

It was agreed that on 20 March 2012 there would be a joint HIS/BSAC Spring Meeting on "Multi-drug resistant Gram negative infections" to be held at the Royal College of Physicians, London. This will examine the current state of play and offer timely overviews on epidemiological aspects, laboratory issues, treatment options and outbreaks management.

Two SpR Training Days have been held during the past year, in Exeter on 15 December 2010 and in Leeds on 16 June 2011. I would like to thank the previous Trainee Representative Sima Jog for her input into these very successful events. The next Training Day will be held in Cambridge on 23 January 2012.

FIS 2011 has been organised by SGM and is being held at Manchester Central on 16-18 November 2011. It is incorporating the 2011 Lowbury Lecture to be given by Satoshi Hori entitled "Infection Control Challenges in Japan". Also, HIS is jointly sponsoring a workshop with IPS on "HCAIs due to *Pseudomonas aeruginosa* in highly vulnerable patients: are they preventable?".

HIS is organising the combined 8th HIS International Conference and the Federation of Infection Societies Annual Conference 2012 to be held at the BT Convention Centre, Liverpool on 19-21 November 2012. Full details will be posted on the Conference website [www.hisconference.org.uk/](http://www.hisconference.org.uk/) in due course.

HIS sponsored a session on "A countrywide approach to reduce HCAI – the UK experience" held on 14 October 2011 during the IFIC 2011 Conference in Venice, with Carole Fry, Gary French and Tim Boswell as speakers.

HIS is pleased to be jointly hosting, with BSAC and BIA, the 2011 Educational Workshop series on the subject of Endocarditis, held around the UK during October/November 2011. The workshops offer microbiologists, infectious disease consultants, those working in A&E, scientists, pharmacists and other interested health professionals the opportunity to consider and discuss local practices and share experiences of infection management challenges across acute and community boundaries.

The Diploma in Hospital Infection Control (DipHIC) was established by the Hospital Infection Society, the London School of Hygiene and Tropical Medicine (LSHTM) and the Laboratory of HealthCare Associated Infection (LHCAI) in October 1997. Owing to the phased withdrawal of LSHTM, this year a new MSc and Postgraduate Diploma in Healthcare associated Infection Control has been developed with UCL and HPA.

HIS in partnership with HPA continues to run the week-long courses "Infection Control in Healthcare" and "Engineering Aspects of Infection Control", which can be attended either as part of the Masters/Diploma course (in which they are mandatory modules) or as stand-alone courses.

**11.128 Scientific Development Committee Chair's Report (Dr Peter Jenks)**  
(Previously circulated with the Agenda)

The Scientific Development Committee was formed in November 2010. It has the role to promote the development of the science of infection prevention and control and to foster the translation of scientific developments into clinical practice.

A Standard Operating Procedures/Terms and Conditions for the Grants Programme has been produced and is now available for applicants.

The following should be noted:

Re-imburement of 2009 Mike Emmerson Award (£4,995) due to inability to undertake proposed research (Kat Bowers).

Re-imburement of 2008 Small Research Grant (£4,492) from due to inability to undertake proposed research (Lindsay Parker).

Mary Lewis, recipient of Travel Grant, returned funds (£500) as unable to attend Conference (ECCMID 2011, see below).

There were 16 applications for a Major Grant in 2010 with 3 short-listed for external review. The following grant was awarded:

- Dr John Edmunds, London School of Hygiene and Tropical Medicine  
“Modelling the population-level and cost-effectiveness of *Clostridium difficile* vaccination as part of an integrated healthcare associated infection prevention and control strategy”.  
Funding requested: £71,766.

There were 20 applications for a Major Grants in 2011 and 3 have been shortlisted for external peer review.

There were 13 applications for a Small Research Grants in 2011. The following 3 grants were awarded:

- Dr Eftihia Yiannakis, Nottingham University Hospitals NHS Trust  
“Decontamination of the healthcare environment following outbreaks of Norovirus: chlorine-based cleaning versus hydrogen peroxide misting”.  
Funding requested: £6,507.
- Dr Shanom Ali, UCLH Environmental Research Laboratory  
“The in-use assessment of electrolysed-oxidizing (EO) water and chemically-generated hypochlorous acid (HA)”.  
Funding requested: £10,000.
- Dr Eamonn Trainor, Royal Liverpool University Hospital  
“Norovirus shedding and infectivity in hospitalised adult patients with acute gastroenteritis – A Pilot study at the Royal Liverpool University Hospital (RLUH)”.  
Funding requested: £4,400.

There were 5 applications for the Mike Emmerson Young Investigator Award 2011. The following grant was awarded:

- Simon Friar, Southampton General Hospital, Southampton  
“Molecular investigation of multi-drug resistant *Enterobacter* isolates and screening of MDR coliforms for common resistance gene markers”.  
Funding requested: £2,400.

Travel grants were awarded to Laura Garcia-Alvarez (£500), Manar Al-Mashhadani (£475), Mary Lewis (£500), Rachel Freeman (£500), Steve Barratt (£500) and Grahame Davis (£500).

Grant Reports were received from:

Dr Jacqueline Randle	2007 Major Grant
Dr Brian Jones	2008 Major Grant
Dr David Tetard	2009 Major Grant
Prof Thomas Smith	2009 Major Grant
John Edmunds	2010 Major Grant
Dr Lindsay Parker	2008 Small Research Grant
Dr Stephen Winchester	2009 Small Research Grant

Dr Steve Green	2009 Small Research Grant
Stephen Winchester	2009 Small Research Grant
Sue Lang	2009 Small Research Grant
Elaine Cloutman-Green	2010 Small Research Grant
Katherine Cartwright	2010 Small Research Grant
Ashley McEwan	2010 Small Research Grant
Samford Wong	2010 Mike Emmerson Award
Dr Nesrene Omar	2010 Travel Grant
Dr Laura Garcia Alvarez	2010 Travel Grant
Rachel Freeman	2011 Travel Grant

The Society is involved in a number of Working Parties:

- Facilities for Minor Surgery and Minimal Access Intervention
- Multidrug-Resistant Gram-Negative Infections (joint with BSAC and BIA)
- Sporicide Working Group
- Respiratory and Facial Protection
- Prevention and Control of Infection in Burns Units
- Prevention and Control of Bone and Joint Infections (joint with BIA and BOA)

The Society has contributed to a number of consultation exercises and also been represented at a number of external meetings. The details of these are available from the Society Office.

Craig Mackintosh enquired whether there are still plans to convene a working party on theatre commissioning, and reported that if this is so both he and Malcolm Thomas will be able to participate. Peter Jenks confirmed that a working party would be formed in the New Year. It was noted that the role of Working Party Convenor no longer existed on Council, as this work was now delegated to the Scientific Development Committee.

**11.129 Editor's Report (Dr Jenny Child)**  
(Previously circulated with the Agenda)

I am pleased to report that the *JHI's* impact factor has increased slightly from 3.012 to 3.078 for 2010. We are now a way behind ICHE, which saw a rise this year to 3.751. It is possible that the *JHI's* IF will be lower next year, as we have published far fewer reviews this year.

Four new Assistant Editors have joined the team since January (Susan Dawson, Jim Gray, Craig Mackintosh and Jon Otter). Ian Gould resigned as Reviews Editor at the end of last year after a long and fruitful innings.

A new Editorial Advisory Board has been appointed, and will meet in the New Year.

The Journal office in Glasgow has now closed and Editorial Co-ordinator Nichola Atherton is working from home. Almost entirely web-based, the JHI receives very little snail mail now, which can be routed via the London HIS office.

The latest author satisfaction survey shows the *JHI* to be above average in everything except refereeing speed, which we are now trying to address. We used to send almost all papers out for external review, but with the number of submissions increasing year on year, it was becoming increasingly difficult to get papers reviewed. In common with most other scientific journals, we have this year introduced a “top-down” approach to reviewing papers, in which we spot the papers that we might be interested in publishing, and reserve external reviewer and editorial time for those. The others are reviewed internally by the Editorial Team and rejected much more quickly, often within a few days. This seems to be working well, and the turn around time has decreased.

The reviewer database is being overhauled, and reviewers asked to confirm that they still wish to be involved. We have just started to give reviewers 21 rather than 28 days to submit a review, with reminders being sent before, rather than after the due date. The instructions for reviewers have been revamped, and we now see far fewer of the yes/no lists or lists of typos, both of which are useless as review reports.

We are introducing a new look for the printed journal for January 2012, with the reinstatement of a slightly heavier, better quality paper in matt white, with a larger, clearer typeface. We have already introduced the 1500 word short report, which seems to be popular; letters to the Editor will from now on be responses to previously published articles. These will not normally be peer reviewed, although the authors of the piece being referred to will be given the option of responding if they so wish. Full-length article abstracts will be structured.

According to Editorial Manager, the overall rejection rate has increased to 64% compared with 52% and 53% in the previous two years, with the rejection rate for full-length articles only slightly higher at 73% last year.

Submissions continue to pour in from all over the world. The UK and Western Europe continue to be the most important source of articles, jointly contributing 39% of submissions. We have seen small increases in submissions from Scandinavia and the Middle East, but the overall numbers are relatively small and the rejection rate is high.

Currently, the *JHI* is the one truly international journal in the field, and it's very important that we aim to hold this ground in future years. This is going to be a challenge with the new journal, ARIC launched at ICPIIC this year, aiming to do the same. I have received comments from overseas readers at ECCMID and ICPIIC suggesting that in *JHI* is sometimes seen as very English-NHS focused. After consideration, we are introducing a ban on NHS-jargon, and those papers whose sole relevance appears to be for the NHS in England may have to be directed elsewhere.

**11.130 Trainee Representative's Report (Dr Simantini Jog)**  
(Tabled at the AGM)

Since December 2010, two training days have been successfully organised, one in Exeter and the other in Leeds. Considering how well both these events have been received, the plan is to organise future training days across the country and involve the Consultants based locally to share their knowledge and experience in Infection Control with the trainees.

The HIS 2012 Training Day has been scheduled on 23rd January in Cambridge. The programme for this day will be available soon.

The BIA Trainees' Committee carried out a survey earlier this year with regards to the new Infection Curriculum in order to feedback to the various committees involved in developing the new curriculum. The results of the survey are now available via the following link:

<http://www.britishinfection.org/drupal/sites/default/files/BIA%20trainees%20survey%20final%2015%208%2011%20%283%29.pdf>

As of now, there have been no definite decisions on the format of the Infection Curriculum.

I would like to formally thank the Council for giving me this opportunity and for all their valuable support and help without which I would not have been able to carry out this role.

Rolf Meigh asked whether there are plans to use Twitter and Facebook to enhance the Society's communication with Trainees, and Adam Fraise agreed that this should be discussed by Council.

### **11.131 Constitution amendments**

A paper detailing the Constitutional amendments proposed by Council, and a draft amended Constitution showing tracked changes, had been circulated with the Agenda. The changes reflected the following:

1. The Chair of the Education Committee and the Chair of the Scientific Development Committee should have equal status. This is currently not the case as the former is an Officer (the Meetings Secretary) whilst the latter is neither an Officer nor an Ordinary Council member but attends Council meetings in a non-voting capacity.
2. Rather than creating an additional Officer post, it is preferred to reduce the number of Officers, by eliminating the post of Meetings Secretary, and thereby increase by one the number of Council positions appointed by the Membership (the number on Council remains twelve plus the President).
3. The Chairs of the Education Committee and the Scientific Development Committee, and of any other additional Standing Committees that may be created by Council in the future, are to be appointed by Council – if an appointee is not an existing Council member, they will not become one but will attend and participate in Council meetings but in a non-voting capacity.
4. Standing Committee Chairs should have a three-year term of office, which can be extended by Council by up to two years.
5. The Constitution should recognise that the Chair of the International Conference Organising Committee attends Council meetings in a non-voting capacity (currently this is included under the catch-all of "extra members co-opted onto Council").
6. Now that such conferences take place every two years rather than every four years, the term of office should be two years with the possibility of being renewed for another two years.
7. The Constitution should still allow for the possibility of additional individuals being invited to attend and participate in Council meetings, but it should be made clear that they are not Council members (the phrase "co-opted onto Council" is misleading). Such individuals should have such a role for a maximum of three years.

8. From 1 April 2012 members can opt to subscribe to the electronic version of the journal and not receive printed copies.

It was noted that the Constitution says that "*The Constitution may be amended by a two-thirds majority of the members present at an Annual General Meeting or Extraordinary General Meeting provided that 14 days' notice of the proposed amendment has been sent to all the members and provided that nothing herein contained shall authorise any amendment or deletion or addition to this Constitution the effect of which would cause the Society at any time to cease to be a charity in law.*"

Full members and Trainee members present were asked to vote on the proposed set of amendments to the Constitution, and there was a show of hands for those agreeing, abstaining and disagreeing to the set of amendments. The amendments were agreed unanimously by members present, and therefore the Constitution was deemed to have been amended with immediate effect.

The amended Constitution showing the tracked amendments is included at the end of the Minutes.

#### **11.132 Regulations**

It was noted that the Constitution says that "*The Trustees may from time to time make such Regulations as they may deem necessary or expedient for the proper conduct and management of the Society..... The Society in general meeting has the power to alter, add to or repeal the Regulations.*"

The Regulations of the Society had been circulated with the Agenda and are included at the end of the Minutes.

No Members present had any comments on the Regulations.

#### **11.133 Any other business**

Tom Rogers thanked outgoing Chairman Adam Fraise for his important contribution to the Society and for guiding it through important developments such as the Society's name change, the appointment of the Society's first Chief Executive, the strengthening of the governance of the organisation, the formation of the Education Committee and the Scientific Development Committee and the increased frequency of the International Conferences.

Adam Fraise thanked the Society team, including current and previous Council members and staff, and formally handed over the role of Chairman to Tim Boswell.

#### **11.134 Date of next Annual General Meeting**

It was noted that the 2012 Annual General Meeting will be held on 19 November 2012 during the FIS/HIS Conference in Liverpool. Full details will be circulated in due course.

For Secretary's Report, Minutes item 11.125:

**Council attendance 2010 – 2011**

	24.11.10	16.03.11	15.06.11	28.09.11
<b>Officers</b>				
Tom Rogers	✓	✓	X	X
Adam Fraise	✓	✓	✓	✓
Carole Fry	✓	✓	✓	✓
Andrew Telfer Brunton	✓	✓	✓	✓
Tim Boswell	✓	✓	✓	✓
<b>Ordinary Council members</b>				
Steve Barrett	✓	✓	✓	✓
Jenny Child	-----	✓	✓	✓
Richard Cooke	✓	X	X	✓
Barry Cookson	✓	X	X	✓
Stephanie Dancer	✓	-----	-----	-----
Hilary Humphreys	✓	✓	✓	✓
Simantini Jog	✓	✓	✓	✓
Chris Settle	-----	✓	✓	✓
Peter Wilson	✓	✓	✓	✓
<b>Chair of Scientific Development Committee</b>				
Peter Jenks	✓	✓	✓	✓

For Minutes item 11.131:

### Constitution

Name

Healthcare Infection Society

Objectives

The Objectives of the Society are, to advance knowledge of, foster scientific interest in and disseminate information about the prevention and control of hospital and other healthcare associated infections, to medical and allied professionals for the benefit of the public.

#### 1. MEMBERSHIP

Ordinary membership of the Society shall, at the discretion of the Council, be open to:

Medically qualified microbiologists and trainee medical microbiologists working in the field of hospital and other healthcare associated infection.

Microbiologists, with qualifications of PhD or FRCPath, working in the field of hospital and other healthcare associated infection.

Other graduates who have demonstrated a consistent and continuing interest in hospital and other healthcare associated infection, by relevant publication, or by other means.

In exceptional circumstances membership can be offered to others working in the field of hospital and other healthcare associated infection.

Associate membership shall, at the discretion of Council, be open to anyone working in the field of hospital and other healthcare associated infections who does not fulfil the criteria for full membership. Associate members will receive the Journal, will benefit from Society subscription rates for conferences and meetings, but will not be eligible to vote on Society matters and will not be eligible for election to the Council.

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Trainee membership at a reduced fee shall, at the discretion of Council, be open to UK and Republic of Ireland Medical Microbiology trainees for a period of two years only. Trainee members will, for the purposes of the Society, be considered Ordinary members. At the end of two years, or on appointment to a Consultant (or equivalent) position, whichever is sooner, the trainee member will transfer to the "Ordinary Members" list.

Retired membership at a reduced fee will be available for any Ordinary member on retiring from his/her professional position. These members will not receive the Journal and will not retain voting rights.

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## 2. COUNCIL

The business of the Society shall be conducted by the Council of the Society. The Council members are the Trustees of the Society.

The Officers of the Society shall be a President, Chairman, Secretary and Treasurer. Officers are members of the Council. The President is elected to the Council by Council members for a single period of four years. Other Officers are elected by Council members for three years and may be re-elected to office for one further term of three years.

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The Council, excluding the President, shall consist of twelve members, of which not less than any ten will be medically qualified microbiologists.

The Editor of The Journal of Hospital Infection shall be a member of the Council, having been appointed to the post by the Council for a period of five years.

A trainee representative, elected by the BIA trainee forum, shall be a member of Council. This representative must be a member of the HIS and will serve for three years or until he/she is appointed to a Consultant (or equivalent) position, whichever is the sooner.

The remaining seven Council members will be elected by Ordinary members of the Society. The tenure of membership of these Council members shall be three years. An individual will not be eligible for re-election for one year. Nominations for these Council members shall be received by the Society or its appointed agent not less than six weeks before the Annual General Meeting. If the number of nominations exceeds the number of vacancies, the Society or its appointed agent will conduct an election and the results of the election will be reported at the Annual General Meeting.

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Council members' terms of office end at the Annual General Meeting held in their final year of office, at which point the terms of office of the new Council members begin.

Council will appoint the Chair of the International Conference Organising Committee; if the Chair of the International Conference Organising Committee is not a Council member, he/she will attend and participate in Council meetings, but he/she will not be a Trustee and therefore may not vote at Council meetings. An individual should serve as Chair of the International Conference Organising Committee for two years in the first instance, which can be extended by the Council by up to two years.

In addition, the Council will appoint the Chairs of the Society's Standing Committees; if the Chair of one of the Society's Standing Committees is not a Council member, he/she will attend and participate in Council meetings, but he/she will not be a Trustee and therefore may not vote at Council meetings. An individual should serve as a

Committee Chair for three years in the first instance, which can be extended by the Council by up to two years.

At the discretion of the Council, additional individuals may be selected to attend and participate in Council meetings but they are not Trustees and may not vote at Council meetings. They will be appointed for one year in the first instance, renewable up to two years on an annual basis.

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Casual vacancies occurring among Council members, whether caused by retirement, death or otherwise, may be filled by the Council. The person so chosen to fill any casual vacancy shall retain his or her office so long only as the member of the Council whose office has been vacated would in the ordinary course have retained office.

### 3. POWERS OF TRUSTEES

The Trustees must manage the business of the Society and have the following powers in order to further the Objectives (but not for any other purpose):

- (a) to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Society;
- (d) to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objectives;
- (g) to acquire, merge with or enter into any partnership or joint venture agreement with any other Society formed for any of the Objectives;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the Society;
- (j) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as Trustees of a trust are permitted to do by the Trustee Act 2000;
- (k) to do all such other lawful things as are necessary for the achievement of the Objectives.

No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

#### 4. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A Trustee shall cease to hold office if he or she:

(1) is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(2) ceases to be a Member of the Society;

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

(4) resigns as a Trustee by notice to the Society; or

(5) is absent without the permission of the Trustees from all the Council meetings held within a period of 12 consecutive months and the Trustees resolve that his or her office be vacated.

#### 5. ANNUAL GENERAL MEETINGS AND EXTRAORDINARY GENERAL MEETINGS

The AGM shall take place once a year; Extraordinary General Meetings may be held at the discretion of the Council provided there is at least three weeks notice to members. A quorum shall consist of at least 10 members, in addition to any Council members who may be present.

Reports of Officers and Council members with designated roles should be accepted for inclusion in the minutes of the AGM.

General meetings shall be chaired by the Chairman of the Society. If the Chairman is not present a Trustee nominated by the Trustees shall chair the meeting. If there is only one Trustee present and willing to act, he or she shall chair the meeting. If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present and entitled to vote must choose one of their number to chair the meeting.

The Members present at a meeting may resolve that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place. At least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

Each Member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

On a poll, votes may be given either personally or by proxy by a mechanism prescribed by the Council.

## 6. AMENDMENTS TO THE CONSTITUTION

The Constitution may be amended by a two-thirds majority of the members present at an Annual General Meeting or Extraordinary General Meeting provided that 14 days' notice of the proposed amendment has been sent to all the members and provided that nothing herein contained shall authorise any amendment or deletion or addition to this Constitution the effect of which would cause the Society at any time to cease to be a charity in law. No alteration to the Objectives or to this clause may be made without previously consulting the Charity Commission.

## 7. FINANCIAL INVESTMENTS

The Council of the Society is authorised to appoint professional investment managers of repute and to delegate to them investment decisions on a discretionary basis. The Council will delegate holding any investment to a nominee company of repute. The Council is empowered to hold any investment which is quoted on a recognised Stock Exchange throughout the world.

The Treasurer and Chairman of Council (or deputy) will meet with, and review a report from, the appointed investment manager annually, to judge performance. All investments made on behalf of the Society by its nominee must be appropriate and of a conservative nature and be in line with current legislation dealing with registered charities within the United Kingdom.

The trustees will review the reserves policy annually as part of the consideration of the budgetary parameters for the forthcoming year with the Objectives of the Society and the need to ensure sufficient funds exist to meet the commitments of the Society in future years.

## 8. FINANCIAL MANAGEMENT OF MEETINGS

The Society may support the running of International meetings by Hospital Infection Society (Management) Ltd. via unsecured interest bearing loans.

## 9. DISSOLUTION OF THE SOCIETY

The dissolution of the Society may be effected only by a resolution passed by a three-fourths majority of the Members of the Society present in person (or by proxy) at a Special General Meeting convened for that purpose and of which notice has been served on every then Member of the Society at his/her last known address. If a motion to dissolve the Society is carried by the said majority the Society's surplus funds, property and assets (if any) shall not be distributed among the Members but shall be given or transferred to some other charitable organisation or organisations having similar objectives.

## 10. REGULATIONS

The Trustees may from time to time make such Regulations as they may deem necessary or expedient for the proper conduct and management of the Society.

The Regulations may regulate the following matters but are not restricted to them:

- (a) the admission of Members and the rights and privileges of such Members and their subscription and other fees or payments.
- (b) the conduct of Members in relation to one another and to the Society's employees.
- (c) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes.
- (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Constitution.
- (e) the keeping and authenticating of records.
- (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

The Society in general meeting has the power to alter, add to or repeal the Regulations.

The Trustees must adopt such means as they think sufficient to bring the Regulations to the notice of Members of the Society.

The Regulations shall be binding on all Members of the Society. No Regulation shall be inconsistent with, or shall affect or repeal anything contained in this Constitution.

#### 11. ANNUAL REPORT AND RETURN AND ACCOUNTS

The Trustees must comply with their obligations under the Charities Act 1993 with regard to:

- (a) the keeping of accounting records for the Society;
- (b) the preparation of annual statements of account for the Society;
- (c) the transmission of the statements of account to the Society;
- (d) the preparation of an Annual Report and its transmission to the Commission;
- (e) the preparation of an Annual Return and its transmission to the Commission.

Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission.

#### 12. LAND

The title to all land held by or in trust for the Society is vested in the Official Custodian of Charities.

Agreed at AGM 17 September 2002

Amended at EGM 29 January 2010 and AGM 12 October 2010

Amended 1 April 2011 to reflect name change

[Amended 17 November 2011](#)

For Minutes item 11.132:

**NB Extract from the HIS Constitution:**

**10. REGULATIONS**

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*(f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.*

*The Society in general meeting has the power to alter, add to or repeal the Regulations.*

## **Regulations (v16.03.11, updated 01.04.11)**

These Regulations of the Healthcare Infection Society are made pursuant to the power granted to it by Clause 10 of the Society's Constitution and may be repealed, varied or added to by the Council.

### **Admission of Members**

Any person desirous of becoming a Member of the Society must complete and sign a membership application in such form as may from time to time be authorised by the Council and provide the appropriate subscription payment. The Society reserves the right to ask applicants to provide a CV and list of publications to support their application for membership.

The Council has the final decision regarding the category of membership appropriate to any applicant.

The Council may refuse an application for membership if they feel it would be in the best interests of the Society to do so, and if this is the case the applicant must be informed in writing of the reasons for the refusal. The Council must consider any written representations the applicant may make about the decision, and then provide a final decision to the applicant in writing.

### **Membership list**

The Membership list of the Society is confidential to the Society and may be made available to Society Members in printed form from time to time as determined by the Council.

## **Membership subscriptions**

Membership subscriptions run in parallel with the HIS financial year, i.e. April to March.

Council sets the annual membership subscription fees, and reserves the right to suspend some or all membership benefits for those members whose fees remain unpaid at the end of September in any given year.

## **Termination of Membership**

Membership is terminated if:

- (1) the Member dies;
- (2) the Member resigns by written notice to the Society;
- (3) the Member's membership fee remains unpaid within 18 months of it falling due;
- (4) the Member is removed from Membership by a resolution of the Council that it is in the best interests of the Society that his or her Membership is terminated.

A resolution to remove a Member may only be passed if:

- (a) the Member has been given at least twenty one days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed;
- (b) the Member or the Member's representative (who need not be a Member) has been allowed to make representations to the meeting.

The Council may re-admit to Membership any person whose Membership has terminated, provided he or she satisfies the Council that he or she is worthy of re-admission, and pays such amount in respect of arrears of subscriptions as the Council may determine.

## **Council meetings**

Council will have face to face meetings at least four times per year. In addition, Council business may be transacted via teleconference from time to time.

At every meeting of the Council, five Council members shall constitute a quorum. No decision may be made unless a quorum is present at the time the decision is made.

The Chairman shall take the Chair at all Council meetings; in the Chairman's absence an Officer will be called upon to Chair the meeting.

Decisions will normally be made by consensus. If the Chair deems that consensus has not been achieved, a secret ballot will be held with the outcome decided by a majority of votes. In addition, a question at a meeting of the Council may be decided by secret ballot if demanded by at least two members of the Council present at the meeting. In the case of an equality of votes, the person who Chairs the meeting shall have a casting vote. It will be at the discretion of the Chair to decide whether the ballot should be limited to Council members present at the meeting or whether there should be a postal/email ballot of all Council members subsequent to the meeting.

Individuals who have been co-opted onto Council as extra Council members under Clause 2 of the Constitution are not Trustees and do not have the right to vote in ballots of Council members.

The Chief Executive attends meetings of the Council but may not vote.

**Delegation**

The Council shall at their discretion appoint from their own body such Committees and Working Parties as may be deemed expedient to assist in the conduct of its business and to forward the aims of the Society, to which Committees and Working Parties Members of the Society may be co-opted.

The Council will decide the terms of reference of such Committees and Working Parties, and no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Council.

The Council may disband a Committee or Working Party or alter its terms of reference.

All acts and proceedings of any Committees and Working Parties must be fully and promptly reported to the Council.