



**Infection Prevention and Control Canada  
Prévention et contrôle des infections Canada**

**POLICY & PROCEDURE MANUAL**

**SECTION: Terms of Reference**  
**SUBJECT: TERMS OF REFERENCE**  
**ORIGINATED: 2014**

**NUMBER: 15.12.13**  
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**REVISION: Jul 2018**  
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Title	Infection Prevention and Control Northeastern Ontario, "IPAC NEO", a Chapter of Infection Prevention and Control Canada-Prévention et contrôle des infections Canada (IPAC Canada/PCI Canada).
	<b>TERMS OF REFERENCE</b> The following terms of reference of this organization support and relate to the By-laws of IPAC Canada/PCI Canada.
Purpose and Objectives	
2.1 Purpose	To reduce the risk of infection across the care continuum through knowledge exchange, sharing experiences, ideas and information for the prevention and control of infections, and the collaboration and networking among persons interested in infection prevention and control (IPAC).
2.2 Objectives	<ol style="list-style-type: none"><li>1. To promote and enhance IPAC expertise through individual and group activities.</li><li>2. To assist individual members in the development of their own IPAC program.</li><li>3. To hold multi-disciplinary educational conferences or seminars to update knowledge in IPAC.</li><li>4. To support and assist with research/study activities and the publication of results.</li><li>5. To identify and compile IPAC measures that have proven effective in specific areas of concern, including evidence-based practice guidelines, recommendations, position statements, etc. that maintain safe, effective and quality care.</li><li>6. To promote communication with members of the healthcare team across the continuum of care.</li><li>7. To assist individual members in their professional development in the field of IPAC.</li><li>8. To promote community awareness and understanding of the source of infection, the mode of transmission, and the means of control.</li><li>9. To act as an advocate for and increase awareness of IPAC practices and issues</li><li>10. To consider diversity, equity and inclusivity of our IPAC Canada members and the greater population we serve.</li></ol>
3. Members	Each Voting Member shall be entitled to receive notice of, attend and to have one vote at all meetings of the members of the Chapter. In voting and counting votes, there shall be no distinction between Active Members and Honorary Members. See Membership Categories (#5) for voting restrictions.
4. Membership Dues	<ol style="list-style-type: none"><li>4.1 Chapter Members must be members of IPAC Canada/PCI Canada. Chapter dues are payable with national membership. A portion of the national membership dues will be reimbursed to the chapter designated by the member.</li><li>4.2 IPAC NEO members are welcome to invite guests to one (1) meeting free of charge. Guests wishing to attend subsequent meetings will be provided with a membership form. Chapter dues are set by the Board of Directors of IPAC Canada/PCI Canada.</li><li>4.3 The membership year shall be 12 months from the date membership is processed by IPAC Canada/PCI Canada.</li><li>4.4 Membership renewal notices will be issued by IPAC Canada/PCI Canada.</li><li>4.5 IPAC Canada/PCI Canada will issue a monthly listing of current chapter members and a listing of those who have paid their fees in the period covered by the fee reimbursement cheques. These will be sent to the Treasurer and the Membership Director of the Chapter.</li><li>4.6 Additional reasonable assessments may be levied on Chapter members by the Chapter on approval of membership.</li></ol>



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5. Membership  
Categories

5.1 Chapter members are active, voting members of the chapter and IPAC Canada/PCI Canada, with the exceptions below. They may hold office in the Chapter or the Board of Directors, IPAC Canada/PCI Canada.

5.2 Student members have paid Student fees to IPAC Canada/PCI Canada. They are non-voting. They may participate on committees but may not hold office in the Chapter nor on the National Board of Directors.

5.3 Retired members have paid Retired fees to IPAC Canada/PCI Canada. They are non-voting. They may participate on committees but may not hold office in the Chapter or the National Board of Directors.

5.4 The Chapter may choose to bestow Chapter Honorary or Life membership to a chapter member based on criteria established by the Chapter. They are active, voting members of the Chapter. The Chapter or the Honorary Member must continue to pay membership dues to IPAC Canada/PCI Canada. A portion of the membership dues will be reimbursed to the Chapter on behalf of the Chapter Honorary/Life Member.

5.5 IPAC Canada/PCI Canada may bestow Honorary membership to a member based on criteria established by IPAC Canada/PCI Canada. The IPAC Canada/PCI Canada Honorary Member does not pay national dues. The Chapter portion of national membership fees will be forwarded to the Chapter designated by the Honorary Member.

5.6 Business members of IPAC Canada/PCI Canada may be accepted as individual, voting members of the Chapter may hold positions on Chapter and national committees and may hold elected office in the Chapter. Business members may not hold elected office on the IPAC Canada/PCI Canada Board of Directors.

5.7 Corporate Members are companies/corporations/agencies which support the objectives of IPAC Canada/PCI Canada and provide additional support to IPAC Canada. Corporate Members manufacture products (e.g., disinfectants, hand hygiene products, infection prevention equipment, etc.), or provide a service (e.g., inspections, education, guidelines, etc.). Corporate Members do not provide direct patient care but may support patient care activities. The company/corporation/agency is the member of IPAC Canada/PCI Canada. A Corporate Member principal contact is non-voting and may not hold elected office. They may serve on committees. One official representative of the Corporate Member as named by the Corporate Member is provided with a voting chapter membership, for which chapter membership fees will be forwarded to the Chapter designated by the Corporate member.

5.8 Other individual representatives of the Corporate Member may apply for voting Active/Professional Membership. These Active/Professional members may serve on chapter committees and hold Chapter office. They may not serve on the IPAC Canada/PCI QC Board of Directors.

5.9 A membership in the Chapter is terminated when:

- a) the Member, Student Member, or Retired Member dies or resigns;
- b) the Member, Student Member, Retired Member or Corporate Member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) the term of membership of the Active Member, Student Member, Retired member or Corporate Member expires and has not been renewed for a period of three months after expiry date; or,
- d) IPAC Canada/PCI Canada is liquidated and dissolved under the Canada Not-for-Profit Corporations Act.

5.10 Any other scenarios not listed above must be discussed with the IPAC Canada/PCI Canada Director (Chapters and Interest Groups).



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| 6. Chapter Policies | 6.1 The membership year is 12 months from the date membership is processed by IPAC Canada/PCI Canada.<br>6.2 The fiscal year of the Chapter is January 1- December 31.<br>6.3 (a) Minutes of Chapter committee meetings shall be distributed to committee members<br>(b) Minutes of Chapter Membership meetings shall be distributed to committee members and posted to the Chapter website.<br>6.4 Correspondence and financial records shall be kept for a minimum of 7 years.<br>Audited financial statements, minutes and contracts are to be kept for the life of the chapter.   |
| 7. Executive        | 7.1 The Executive shall direct, manage, operate and govern the association, and all their actions shall be subject to approval by the membership.<br>7.2 Details of the Executive responsibilities are outlined in IPAC NEO Chapter policies. A summary of responsibilities is in Section 17.<br>7.3 The Executive shall consist of President, President-elect, Past President (when applicable), Secretary, Treasurer, Membership Director, Chapter Webmaster and Education Co-chairs. Additional positions may be added with the consent of Chapter membership. Positions may be combined except for the positions of President and Past President.<br>7.4 If any Executive member misses three consecutive Executive meetings without a reason acceptable to the Executive, the Executive may act as follows:<br>(a) If the Executive position is the President or President-elect, the Executive may recommend to the next meeting of members that the President or President-elect be removed from their Executive position. If the members vote to remove the individual, the members shall immediately elect a successor.<br>(b) If the Executive member is not the President or the President-elect, the Executive may vote to remove him/her as an Executive. The Executive may then appoint a qualified individual to fill the remainder of the Executive position term.<br>7.6 If an Executive position becomes vacant because of death or resignation, the Executive shall, within a reasonable time, make reasonable efforts to appoint a qualified individual to fill the vacant position until the next annual meeting of members.<br>7.7 If an Executive member is elected to the IPAC Canada/PCI Canada Board of Directors, they must resign their Chapter Executive position immediately. The Executive may appoint an interim Executive position until the next general membership meeting.<br>7.8 Any other scenarios, not listed above, must be discussed with the IPAC Canada/PCI Canada Director (Chapters and Interest Groups). |
| 8. Term of Office   | 8.1 The term of office of the President-elect, President and Past President shall be consecutive two (2) year terms in each position, for a total of six (6) years. The term of office of all other positions on the Executive shall be two (2) years with eligibility for re-election. Terms should be staggered to ensure consistency in governance.<br>8.2 The President and President-elect may hold office for a maximum of two (2) terms unless additional terms are approved by membership.<br>8.3 All terms commence on (January 1). The outgoing Executive will coordinate a smooth transition to the incumbent.<br>8.4 Should vacancies occur during this term of office, the Executive shall fill such vacancy by appointment until the next election is held.<br>8.5 The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special meeting of members held for that purpose, remove any Executive member before the expiry of his/her term of office. The members may then immediately elect a qualified successor to fill the vacancy for the duration of the term in question.   |



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8.6 Responsibilities of the Executive should be outlined in Chapter policies. See IPAC Canada/PCI Canada by-law 3.10 for Executive function and responsibilities.

9. Banking Authorities and Audit
- 9.1 The Treasurer will open an account at a chartered Canadian bank in the name of the Chapter. Signing authorities will be two of the Treasurer, the President, and the President-elect. The Treasurer may be the sole signatory of cheques or e-transfers after an approval form has been completed by either the President or the President-elect. See one-signature cheques and e-transfer guidelines at <https://ipac-canada.org/chapter-treasurers>, and in the Chapter Treasurer Handbook (<https://ipac-canada.org/chapter-treasurers>).
- 9.2 An annual audit of the Chapter financial records and processes will be undertaken by a) a third-party auditor; b) a third-party accountant; or, c) two Chapter members who are not members of the Executive. See guidance in the Chapter Treasurers Handbook at <https://ipac-canada.org/chapter-treasurers>.
10. Election Procedure
- 10.1 Only current, voting members of IPAC Canada/PCI Canada and the Chapter may be nominated to the Executive.
- 10.2 Election of officers by ballot shall be held at the last meeting of the year and will be conducted by the Past President.
- 10.3 Where only one name is presented for any office, the nominee is elected without opposition.
- 10.4 When an in-person meeting cannot be held, a virtual election will be held with the results announced by the Past President at the last meeting of the year.
11. Meetings
- 11.1 EXECUTIVE MEETINGS
- 11.1.1 Executive meetings will be held at the call of the Chapter President. There will be a minimum of three meetings held per year. Meetings may also be held by email, teleconference, or on a virtual platform.
- 11.1.2 There must be a quorum consisting of a simple majority (50% plus 1) of Executive members present to hold an Executive meeting. If a quorum is not reached, the meeting may continue with discussion items but voting may not take place.
- 11.1.3 Items brought forward to the Executive meeting for decision must be voted on by those members of the Executive who are present at the meeting. A majority decision is reached by 50% plus 1 of those in attendance, providing a quorum has been reached.
- 11.2 GENERAL MEMBERSHIP MEETINGS
- 11.2.1 A minimum of two (2) meetings will be scheduled each year.
- 11.2.2 Location may alternate as decided by membership.
- 11.2.3 Meetings may be held in-person, by teleconference, or by virtual platform, assuring all members have access to the method of meeting.
- 11.2.4 Members not in attendance at a meeting of members may vote by appointing in writing a proxyholder, who is required to be a member, to attend and act at the meeting in the manner and to the extent authorized by the proxy form, and by the authority conferred by the form, subject to the following requirements:
- (a) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- (b) A proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot or a show of hands at the meeting, and;



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- (c) When a proxyholder has conflicting instructions from more than one member, they may not vote at the meeting by way of a ballot or show of hands.
- (d) The Secretary shall create a standard proxy form to be used by those who wish to appoint proxies.

11.2.5 The quorum for a general membership meeting is 5% of membership with a minimum attendance of five attendees.

11.2.6 Each meeting will include an educational component.

11.2.7 An agenda will be sent by email to all members two weeks before the regular and annual meetings.

11.2.8 Minutes of all regular, annual and special meetings will be kept by the Secretary and disbursed to all members within two weeks following the meeting. Minutes will be posted to the Chapter website.

**12. Omissions and Errors**

The accidental omission to give any notice to any member, Executive member, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Chapter has provided notice in accordance with the Terms of Reference, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**13. Committees**

13.1 Nominating Committee – Details will be outlined in Chapter Policies. See IPAC Canada/PCI Canada Policy 12.30 for guidance.

13.2 Education Committee – Details will be outlined in Chapter Policies. See IPAC Canada/PCI Canada Policy 10.10 for guidance.

13.3 Ad Hoc – Ad Hoc Committees may be formed at the discretion of the Executive and with the approval of membership.

13.4 Representative to IPAC Canada/PCI Canada Standing Committees and Interest Groups – Chapter members will be asked to represent the Chapter on various national committees. Examples of such committees are:

- Education
- Standards & Guidelines Membership
- Dialysis Interest Group
- Long Term Care Interest Group
- Oncology Interest Group
- Pediatric and Neonatal Interest Group
- Mental Health Interest Group
- Prehospital Care Interest Group
- Healthcare Facility Design and Construction Interest Group Community
- Health Interest Group
- Surveillance and Applied Epidemiology Interest Group Environmental
- Health Interest Group
- Reprocessing Interest Group Cardiac Care Interest Group

13.5 The chapter will make every attempt to have a chapter member attend standing committee and interest group meetings, and provide an update on activities to the Executive and Chapter membership.



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14. Amendments
- 14.1 These Terms of Reference may be amended at any Chapter general membership meeting by an affirmative vote of the majority of those present provided that the proposed amendments have been submitted in writing to the membership a minimum of three (3) weeks prior to the meeting.
- 14.2 Amendments to Chapter name require a 2/3 vote of those eligible to vote at the meeting where this is to be decided, provided that the proposed amendment has been submitted in writing to the membership a minimum of three (3) weeks prior to the meeting.
- 14.3 All amendments to the Terms of Reference must be forwarded to the IPAC Canada/PCI Canada Board of Directors through the Director (Chapters and Interest Groups) and Executive Director.
15. Dissolution
- The Chapter may be dissolved by approval of a Resolution to Dissolve, approved by 50% of membership. On the winding up or dissolution of the organization, funds or assets remaining after all debt has been paid shall be transferred to IPAC Canada/PCI Canada. Archived files will be forwarded to the Executive Director of IPAC Canada/PCI Canada for filing for seven years after dissolution.
16. Review of Terms of Reference
- Chapter Terms of Reference must be reviewed annually by the Executive. Terms of Reference and future revisions must be approved by Chapter membership.
17. Duties of Officers
- 17.1 President – The President shall preside at all meetings; shall be an ex-officio member of all committees; shall, subject to membership approval, appoint committee members; shall represent the Chapter at IPAC Canada/PCI Canada meetings and report on these meetings at the next Chapter general meeting. The President shall ensure that summary reports are sent to the Board of Directors, as requested by the Executive Director. In addition, an annual chapter report (Form 21) must be sent to the Executive Director no later than the deadline date announced.
- 17.2 President-elect – The President-elect shall carry out duties as assigned by the President; shall act in the absence of the President; shall prepare to assume the office of President.
- 17.3 Secretary – The Secretary shall keep a record and minutes of all meetings; shall receive and distribute to the Executive copies of all subcommittee and ad hoc committee meetings; shall give required notices to members; shall issue copies of meeting minutes; shall be the custodian of correspondence, books, documents, records and papers belonging to the Chapter; shall, in conjunction with the Treasurer and Membership Director, maintain a current e-mail distribution list. The Secretary shall circulate a proxy form for use by members not able to attend a general membership meeting; shall collect proxy votes up to the time of the meeting; will include proxy votes in the calculation of votes during the meeting.
- 17.4 Treasurer – The Treasurer shall keep a full and accurate account of all receipts and disbursements; shall deposit all monies in a bank account in the name of the Chapter; shall prepare an annual budget for approval by membership; shall prepare an annual statement for membership; shall make a financial report at Chapter meetings; shall arrange to have accounts audited as required by the Chapter; shall submit an annual GST/HST report to Canada Revenue Agency; shall undertake other duties as assigned by the President; shall be responsible for reporting paid members to the Membership Director and Secretary; shall apply for funding from IPAC Canada /PCI Canada for the Chapter Presidents Fund (if eligible), the CIC® Chapter Achievement Awards or any other awards that are appropriate for applying; shall send donations from the Chapter to the IPAC Canada/PCI Chapter Presidents Fund or any other ongoing or special fund established by IPAC Canada/PCI Canada, as financial resources are available.



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17.5 Membership Director – The Membership Director shall maintain a current membership list; shall communicate with members who have not renewed, according to lists provided by IPAC Canada/PCI Canada; shall communicate information to IPAC Canada/PCI Canada around the reasons members do not renew; shall communicate with prospective members; shall facilitate elections in collaboration with the Past President; shall undertake other duties as assigned by the President.

17.6 Past President – The Past President shall act as advisor to the Executive committee; shall preside at meetings in the absence of the President and President-elect; shall chair the Nominating Committee; shall be an ex-officio member of committees as required; shall act as Chapter archivist and responsible for a) collation of information regarding Chapter activities; submission of the application for the IPAC Canada-PCI Canada Chapter Achievement Award on a yearly basis.

17.7 Education – The Education co-Chairs shall form a committee approved by the Executive to determine the educational needs of the Chapter; shall formulate objectives for each educational seminar; and shall arrange for appropriate workshops/speakers.

17.8 Webmaster – The Chapter Webmaster shall maintain the Chapter website and liaise with the IPAC Canada-PCI Canada Webmaster to ensure the Chapter web page is current.