

Constitution of the Baby Friendly Health Initiative in Ireland

1. Name: The name of the body is The Baby Friendly Health Initiative in Ireland, previously known as The Baby Friendly Hospital Initiative, referred to herein as the BFHI.

2. Main Object: the main object for which the BFHI is established is to benefit the community by encouraging and supporting health-promoting practices towards ensuring a breastfeeding supportive health care environment which fosters life-long health for infants and their mothers.

3. Subsidiary Object(s): In furtherance exclusively of the foregoing main object, the BFHI shall have the following subsidiary objects, to:

3.1 Encourage and educate health facilities towards implementing best practices, including to develop and disseminate policies and guidelines and supporting education materials,

3.2 Serve as the National Authority for the WHO/UNICEF Baby Friendly Initiative in Ireland and undertake the monitoring and assessment of practices when invited to by the health facility, in accordance with the guidelines of the World Health Organization and UNICEF,

3.3 Network and collaborate with individuals and entities with related objectives nationally and internationally,

3.4 Raise awareness of the importance of supportive health service environments in promoting and supporting breastfeeding, and awareness of the value of participation in the Baby Friendly Health Initiative,

3.5 Plan, review and manage activities of the Baby Friendly Health Initiative so as to ensure effective functioning exclusively for charitable purposes.

4. Powers

To the extent that the same are essential or ancillary to the promotion of the main object of the BFHI as heretofore set out the BFHI may exercise the following powers:

4.1 The BFHI shall not be operated for commercial purposes, but such prohibition shall not be construed to prevent the BFHI from applying for funding from statutory and voluntary agencies, fund raising, and accepting sponsorship in goods, services, labour or expertise from organisations or individuals, in order to accomplish the objectives set forth herein, whilst ensuring that any funding or support is in compliance with the International Code of Marketing of Breast-milk Substitutes and subsequent related resolutions of the World Health Assembly, and Statutory Instruments related to the marketing of infant feeding products;

4.2 Conduct a bank account in the name of the Baby Friendly Initiative in Ireland;

4.3 Enter into agreements with persons or bodies as independent contractors to carry out activities of the BFHI, including members of external assessment teams;

4.4 Designate health facilities as in compliance with the standards of the Baby Friendly Health Initiative in Ireland, and remove this designation if the standards are no longer met.

4.5 Develop and maintain an internet presence including a publically accessible website.

5. Rules

5.1 The BFHI National Committee

5.1.1 The BFHI National Committee has overall responsibility for the business and affairs of the BFHI. It receives the reports of the sub-committees and provides overall direction of their activity. This committee has the responsibility to form or disband sub-committees and task forces, and for the appointment of contractors. The BFHI National Committee may adopt such Policies and Procedures for the conduct of committee and sub-committee meetings and management of the BFHI as they may

deem proper, which are not inconsistent with this Constitution and the laws of national or local governments.

5.1.2 The Policies and Procedures of Baby Friendly Health Initiative in Ireland include a written complaints procedure that is publically accessible. The BFHI staff, contractors, employees or volunteers are expected to comply with the national child protection guidelines as detailed in the Policies and Procedures Manual.

5.1.3 *Meetings*: The National Committee will meet in person or by electronic/teleconferencing a minimum of once in each six-monthly period providing one month's written (postal or emailed) notice of the date, time and venue to members of the National Committee with the meeting agenda and supporting documents provided to members at least fourteen calendar days before the meeting. One of these regular meetings, to be held within four months of the start of the calendar year, will be designated for the review of financial matters and annual report of activities. The Chair, or four other members acting together, may call an extra-ordinary meeting with less than the required notice if necessary to consider an issue of major concern related to the functioning of the BFHI.

5.1.4 *Membership* of the National Committee will comprise of a minimum of the three officers (charity trustee as defined by section 2(1) of the Charities Act, 2009): Chairperson, Honorary Secretary and Honorary Treasurer, plus two members of each sub-committee elected by those sub-committees of which they are a member. A member may only represent one sub-committee at a meeting. Additional members may be invited by the committee not to exceed a maximum of fourteen in total on the committee. A person may be invited as an individual, or a partner organisation may be invited to provide a representative for which the choice of person will be a matter for that organisation. All members of sub-committees who are not members of the National Committee may attend National Committee meetings as observers unless a closed meeting is specifically called for all or part of the meeting. Observers may speak only with permission of the chairperson and do not have a vote.

5.2 Sub-committees

At the date of adoption of this Constitution there shall be three sub-committees.

5.2.1 *Strategic Planning and Governance Committee (SPGC)* shall have responsibility for helping committees to have a clear vision and clear goals; proposing to the National Committee strategies for achievement and the sustainability of the objectives of the BFHI, including linkages with other entities that may facilitate the objectives; and monitor and inform the BFHI national committees and sub-committees so they comply with the relevant governance codes.

5.2.2 *Management and Finance Committee (MFC)* shall have responsibility for ensuring the day-to-day running of the BFHI, overseeing annual work planning, activities and reports of the contracted coordinator; presenting reports to the national committee of activities and budget; completing applications for funding (from sources agreed at national committee level) and monitoring use of the funds; payment of invoices related to contracts agreed at the National Committee and incidental invoices not exceeding amounts as detailed in the Policies and Procedures Manual; responding to any concerns about the coordination of the BFHI; and generally assisting the coordinator in the day-to-day activities of the BFHI as needed.

5.2.3 *Education, Standards and Assessment Committee (ESAC)* shall have responsibility for ensuring education materials produced in the name of the BFHI are of a high standard and evidenced based; receiving and discussing reports of the assessment team and making recommendations to the National Committee for designation as a Baby Friendly hospital; ensuring monitoring and assessment is carried out competently; and for facilitating a review of assessment practices and standards at a minimum of two-yearly intervals.

5.2.4 The National Committee may increase the number of sub-committees if they show the need for additional sub-committees, or disband a sub-committee, with the agreement of the majority of members of that sub-committee, if it is shown to be no longer needed.

5.3 Committee structures and functioning

The structure of each committee and sub-committee is similar, and the term committee should be taken as also applying to both the National Committee and to sub-committees unless noted otherwise.

Membership

5.3.1 No committee shall be less than three members or exceed fourteen members in order to ensure effective communication and activity. Term of office shall be of two (2) years, which may be extended by agreement between the member and the National Committee, to a maximum of three (3) consecutive terms (6 years). The terms of members of the committee shall be staggered so that no more than half of the committee members shall change each year. Members of the committee may resign their position with four (4) weeks' notice in writing of their intention to do so. Written resignations are to be addressed to the Chair and also to the organisation which the individual represents (where applicable). A member who is inactive (non-participation in meetings and other activities as detailed in the Policy and Procedure Manual) in the committee will be requested by the Chair to be more active, and if following two requests active participation has not occurred the member will be asked to resign; if the inactive committee member is a representative their nominating organisation will also be contacted. A member may be removed for cause by resolution of two-thirds of the committee after allowing the member an opportunity to defend their position.

5.3.2 Membership of a sub-committee will be by invitation from the BFHI National Committee based on particular expertise and/or involvement with activities of the BFHI, taking into account geographic representation. An interested person may seek an invitation. A person may be invited as an individual, or a partner organisation may be invited to provide a representative for which the choice of person will be a matter for that organisation.

5.3.3 Membership of all committees is honorary and attracts no remuneration or fee for services provided. Agreement to reimburse for any expenses related to participation is made prior to the expense being incurred.

5.3.4 At the date of adoption of this Constitution partner bodies from which committee members may be invited (but are not required to be invited) include Association of Lactation Consultants in Ireland (ALCI), national mother to mother breastfeeding support groups (e.g. La Leche League & Cuidiu) and/or other groups representing maternity service users, relevant Health Service Executive programmes, Department of Children and Youth Affairs, and UNICEF Ireland.

5.3.5 Additional individuals may be co-opted on to a committee as advisors if there is a need for their particular expertise for a specific item; however any co-opted person will not have voting privileges on the committee. Co-opted persons will receive notification of meetings, minutes, documents and invited to participate in parts of meetings relevant only to their particular expertise.

5.3.6 Where a paid coordinator or contractor to the committee is present at a meeting they have the right to speak but no right to vote. Officers of the National Committee have the right to attend and speak at all sub-committee meetings. Other members of the national Committee may request to attend sub-committee meetings (if they are not a member of the sub-committee) unless the meeting is specifically notified as a closed meeting.

5.3.7 At the autumn meeting of the National Committee and sub-committees an annual review of committee membership will take place.

Meetings

5.3.8 All committee meetings will have an agenda and supporting documentation sent before the meeting. Written minutes will be kept of all meetings of the committee.

5.3.9 Sub-committees will meet (either via electronic/tele conferencing or in person) a minimum of once every four (4) months, with at least one in-person meeting per year. Additional meetings of sub-

committee may be convened by the chair or by request by the number of members equalling a quorum.

5.3.10 All members of the committee must be given prior notice for any item which requires a vote, stating the motion and the rationale. Members of committees are entitled to one vote each. A simple majority is needed for a motion to be passed with the chair having a casting vote in the event of a tie and that the motion is not withdrawn.

5.3.11 Half plus one (rounded upwards to a whole number) of members of the committee constitute a quorum for the transaction of the business of a meeting of the committee. No business is to be transacted by the committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same day in the following month at the same time and place unless otherwise specified at the time of the adjournment. If after two attempts to hold the meeting and there has been no quorum, a third meeting is called and those present shall be a quorum with the sole purpose of restructuring the committee.

Officers (charity trustees as defined by section 2(1) of the Charities Act, 2009)

5.3.12 The officers will be chosen from within the committee by nomination and agreement, or when necessary, by a vote of all members of that committee with a simple majority being needed for election. The term of office will be two years and may be extended in accordance with the length of appointment of all committee members. (See previous paragraph)

5.3.13 The Chair (for both the National Committee and sub-committees) shall be responsible for:

- a) Developing and circulating the meeting agenda together with the Honorary Secretary / Recording secretary
- b) Chairing meetings
- c) Leading discussions and ensuring all committee members have the opportunity to contribute their expertise and views
- d) Ensuring that the committee's work is completed on specific tasks or projects in a timely manner
- e) Signing documents on behalf of the National Committee (for only the National Committee Chair)

5.3.14 The Honorary Secretary (for only the National Committee) shall be responsible for:

- a) Developing and circulating the meeting agenda together with the Chair
- b) Ensuring the minutes of the meeting are recorded and distributed
- c) Forwarding to and receiving reports from the sub-committees
- d) Signing documents on behalf of the National Committee
- e) Responding to communications to National Committee
- f) Being familiar with and regularly reviewing the official documents of the BFHI such as the Constitution and Policy and Procedures Manual.

5.3.15 The Honorary Secretary (for only the sub-committees) shall be responsible for:

- a) Developing and circulating the meeting agenda together with the Chair
- b) Ensuring the minutes of the meeting are recorded and distributed
- c) Forwarding to and receiving reports from the National Committee
- d) Responding to communications to the sub-committee

5.3.16 The Honorary Treasurer (for only the National Committee, no treasurer for sub-committees) shall be responsible for:

- a) Ensuring accurate and comprehensive quarterly and annual financial reports are compiled, reported and stored
- b) Participate in development of annual and longer term budgets
- c) Review applications and strategies for funding
- d) Liaise with the bank in relation to the bank account(s) and other dealings on behalf of the BFHI; some of this responsibility may be delegated to a specific member of the Management Committee
- e) Signing documents on behalf of the National Committee

6. Income and Property

6.1 The income and property of the BFHI shall be applied solely towards the promotion of its main object(s) as set forth in this Constitution. No portion of the body's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the body.

6.2 No charity trustee (Officer) shall be appointed to any office of the BFHI paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the BFHI. However, nothing shall prevent any payment in good faith by the body of:

- a) reasonable and proper remuneration to any member of the body (not being a charity trustee / Officer) for any services rendered to the body;
- b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by charity trustees or other members of the body to the body;
- c) reasonable and proper rent for premises demised and let by any member of the body (including any charity trustee) to the body;
- d) reasonable and proper out-of-pocket expenses incurred by any charity trustee in connection with their attendance to any matter affecting the body
- e) fees, remuneration or other benefit in money or money's worth to any Company of which a charity trustee may be a member holding not more than one hundredth part of the issued capital of such Company;
- f) Nothing shall prevent any payment by the body to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

7. Winding-up

7.1 BFHI National Committee will disband if, in the judgement of the National Committee, it is no longer needed to support the work of the BFHI in Ireland or no longer able to fulfil its responsibilities.

7.2 If upon the winding up or dissolution of the body there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the body. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the body. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the body under or by virtue of Clause 6 hereof. Members of the BFHI National Committee shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

8. Additions, alterations or amendments

8.1 This constitution may be amended or repealed by a vote of 66% of the National Committee members present, in person or through electronic conferencing format, and voting (or having duly authorised a proxy) at a meeting of the committee called for the purpose of acting upon such amendments, or by written postal or electronic ballot, in which case, it will be 66% of those members returning ballots with a vote marked.

8.2 The organisation must ensure that the Charities Regulator has a copy of its most recent governing instrument. If it is proposed to make an amendment to the governing instrument of the organisation which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

9. Keeping of Accounts

9.1 Annual accounts shall be kept and made available to the Revenue Commissioners and to major funders of the BFHI on request.

10. Signing of Constitution and Amendments

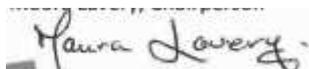
10.1 October 21, 2014. The initial members of the National Committee and sub-committees will be those names as listed in Appendix 1. At the initial meeting of the newly formed national committee, the members shall choose a National Committee Chairperson, Honorary Secretary and Honorary Treasurer from among their number, and a chair and secretary for each sub-committee.

10.2 Amendments to the original Constitution signed on October 22, 2014

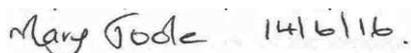
Amended June 1, 2016 following discussion at the National committee meeting May 9, 2016 and electronic vote process of all the National Committee members carried out May 18th-May 31st 2016.

Name and signature of charity trustees (Officers) amending the Constitution

Maura Lavery, Chairperson



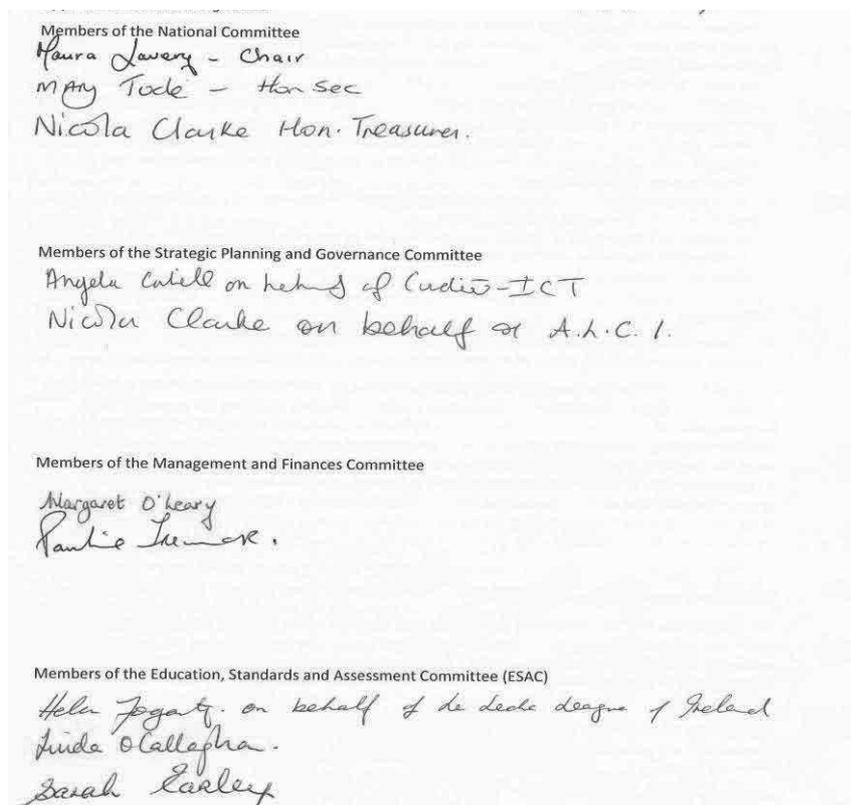
Mary Toole, Honorary Secretary



Nicola Clarke, Honorary Treasurer



Appendix 1 Names signing October 22, 2014



Members of the National Committee
Maura Lavery - Chair
Mary Toole - Hon Sec
Nicola Clarke Hon. Treasurer.

Members of the Strategic Planning and Governance Committee
Angela Cahill on behalf of Cúicís-ICT
Nicola Clarke on behalf of A.H.C.I.

Members of the Management and Finances Committee
Margaret O'Leary
Paulie Linnane.

Members of the Education, Standards and Assessment Committee (ESAC)
Helen Fogarty on behalf of the Deaf League of Ireland
Ainde O'Callaghan.
Sarah Earley