



THE ROYAL AUSTRALIAN CHEMICAL INSTITUTE INC.

## CONSTITUTION

Incorporation Number: A0040386D

Date of Incorporation: 25 October 2000

**INDEX for the CONSTITUTION of**  
**THE ROYAL AUSTRALIAN CHEMICAL INSTITUTE INC.**

<b>Paragraph</b>	<b>Heading</b>
1	Name
2	Definitions
3	Alteration of the Constitution
4	Statement of Purposes
5	Powers of the RACI
6	Management
7	Office Holders and Election of Board Members
8	Board Meetings
9	Board and Assembly
10	Notice of Board Meetings
11	Quorum for Board Meetings
12	Presiding at Board Meetings
13	Voting at Board Meetings
14	Removal of Board Member
15	Minutes
16	General Meetings
17	Notice of General Meetings
18	Quorum at General Meetings
19	Adjournment of General Meetings
20	Voting at General Meetings
21	Proxy Voting
22	Register of Members
23	Membership
24	Cessation of Membership
25	RACI Funds and Accounting
26	Audit
27	Common Seal
28	Subscriptions
29	Public Officer
30	Dissolution and Winding-up
31	Non-profitability
32	Liability
33	Indemnity
34	Custody and Inspection of Books and Records
35	Notice
36	Disciplinary Procedures
37	Disputes and Mediation

**CONSTITUTION  
OF  
THE ROYAL AUSTRALIAN CHEMICAL INSTITUTE INC.**

**1. NAME**

The Inc. association is The Royal Australian Chemical Institute Inc. (in this Constitution called "RACI").

**2. DEFINITIONS**

**2.1** In this Constitution, unless the contrary intention appears -

"Act" means the Victorian Associations Incorporation Act 1981, as amended from time to time.

"Assembly" means a body established by the Board to represent geographical regions and discipline interests.

"Associate Member" means any Person admitted to membership of the RACI who is not a Corporate Member.

"Board" means Board of Management of the RACI elected or appointed pursuant to this Constitution and is the governing body of the RACI.

"Branch" means an entity representing a State or Territory of Australia.

"Chair of the Board" means the Chairperson of the Board.

"Corporate Member" means any person admitted to be a Fellow or a Member of the RACI entitled to vote at General Meetings, for Constitution changes and for election of office holders for Board, Branch and Division.

"Division" means an entity defined by scientific interest.

"Financial Year" means a period of twelve (12) months commencing on 1<sup>st</sup> July in any calendar year and ending on 30<sup>th</sup> June the following year.

"General Meeting" means a general meeting of the members convened in accordance with paragraph 16 of this Constitution.

"Member" means any member of the RACI.

"National Office" means the Registered Administrative Office under the Act of the RACI.

"Person" means an individual or, where the context permits, a body corporate, unincorporated. association, school or other class of member.

"President" means the person appointed to the office of President of the RACI.

"President-Elect" means the person elected to be the next President of the RACI.

"Public Officer" means the person appointed by the Board to be the Public Officer of the RACI.

"RACI" means The Royal Australian Chemical Institute Inc.

"Relevant Documents" has the same meaning as in the Act.

"Seal" means the Common Seal of the RACI.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

### **3. ALTERATION OF THE CONSTITUTION**

3.1 This Constitution may be added to, repealed or amended by special resolution of an Annual or a Special General Meeting called for the purpose provided that:

- 3.1.1 the special resolution shall only be deemed to have been passed if, of the entitled Corporate Members of the RACI who vote in person or by proxy at the meeting, not less than three quarters (3/4) vote in favour of the resolution;
- 3.1.2 at least twenty-eight (28) days notice convening the meeting has been given in accordance with this Constitution to all Corporate Members entitled to vote. The notice of meeting shall contain or be accompanied by a copy of the proposed alterations or additions to the Constitution and specify the intention to propose the resolution as a special resolution.

### **4. STATEMENT OF PURPOSES**

4.1 The objects of the RACI shall be to:

- 4.1.1 promote the science and practice of chemistry and the role and efficiency of persons engaged therein within the States and Territories of the Commonwealth of Australia;
- 4.1.2 increase the confidence of the commercial and general community in the employment of recognised chemists and chemical advisers;
- 4.1.3 promote honourable practice, repress malpractice, settle disputed points of practice and decide all questions of professional usage and etiquette;
- 4.1.4 collect and circulate statistics and other information relative to the practice of chemistry;
- 4.1.5 provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences calculated to advance directly or indirectly the cause of chemistry whether general, professional or technical and to employ lecturers, teachers and other persons for these purposes and to pay expenses, professional or otherwise in connection therewith;
- 4.1.6 encourage the study of chemistry and improve and elevate the general and technical interests of persons engaged, or about to be engaged, in the profession of chemistry;
- 4.1.7 donate, on such terms and conditions as may from time to time be prescribed, prizes or other rewards or distinctions, awards, certificates and establish scholarships, grants and other benefactions;

- 4.1.8 provide for the registration of holders of certificates of the RACI and grant legally recognised certificates of competency;
- 4.1.9 establish, form, furnish and maintain libraries, museums and laboratories for the purpose and practice of chemistry;
- 4.1.10 communicate to members information on matters affecting the profession of chemistry and purchase, print, publish, issue and circulate such papers, periodicals, books, circulars, leaflets and other literary undertakings to further any of the objects of the RACI;
- 4.1.11 encourage chemical research and make known the nature and merits of processes and inventions capable of being used by persons engaged in the profession of chemistry, and acquire such patents or licences relating to such discoveries or inventions as may be beneficial to members of the RACI;
- 4.1.12 subscribe to, promote, become a member of, support or co-operate with any other association society or organisation, whether Inc. or not, having objects similar to those of the RACI;
- 4.1.13 originate and promote in the interests of the RACI improvements in the law and government administration, and in these respects petition any legislative body or authority, promote deputations and take such other steps and proceedings as may be deemed appropriate;
- 4.1.14 establish, undertake, superintend, administer and contribute to any charitable or benevolent fund from which may be made donations or advances to necessitous persons who may be, or have been engaged in the profession of chemistry, or their dependants, and for the servants of the RACI or their dependants;
- 4.1.15 provide facilities for social intercourse between the members of the RACI and their friends and afford them all or any of the usual privileges, advantages, conveniences and accommodation of a club;
- 4.1.16 watch over and promote the interests of the profession of chemistry generally, and do all such other things as are conducive to promoting the interest of those engaged in the practice of chemistry.

## **5. POWERS OF THE RACI**

- 5.1 The RACI shall have the power to do all such things as it may legally do under the Victorian Associations Incorporation Act 1981 as amended. Without limiting those powers the RACI may:
  - 5.1.1 acquire and hold real and personal property by gift, devise, bequest, purchase, subscription or otherwise and sell, exchange, lease, mortgage or otherwise deal with the same respectively, and distribute and spend the same and the rents, issues and profits, dividends and income thereof, and any moneys arising from the selling, exchanging, leasing, mortgaging, converting or otherwise dealing with the aforesaid. Where the RACI shall take or hold any property which may be subject to any trusts, the RACI shall only deal with the same in such manner as is allowed by Law having regard to such trusts;

- 5.1.2 lend or invest such of the moneys and funds of the RACI as may not be immediately needed in such securities or investments and upon such terms and conditions as may seem desirable, provided that such securities or investments shall be authorised or permitted by Law for the investment of trust funds;
- 5.1.3 borrow and raise money for any of the purposes of the RACI and secure the payment thereof in such manner as may be lawful, including (without prejudice to the generality) by any mortgage, charge or debenture upon or over all or any of the property of the RACI;
- 5.1.4 open bank accounts and draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, debentures and other documents;
- 5.1.5 appoint from time to time, either with full or restricted powers of sub-delegation, and either with or without remuneration, agents, attorneys, local directors or other persons or corporations under power of attorney or otherwise within the Commonwealth of Australia or elsewhere, for the purpose of carrying out all or any of the objects of the RACI and revoke and cancel all or any of such appointments or sub-delegations;
- 5.1.6 employ or engage persons whose service may be deemed necessary or desirable for the purpose of the operations of the RACI, and suspend or dismiss any staff member whose work is deemed to be of an unsatisfactory standard or no longer necessary for the purpose of the operation of the RACI or who is found guilty of a serious criminal charge;
- 5.1.7 promote, establish, superintend, conduct, control, finance and assist Branches, Divisions, committees and other forms of organisation and administration for the purpose of widening the influence and operations of the RACI.

## **6. MANAGEMENT**

- 6.1 The affairs of the RACI shall be managed by the Board.
- 6.2 Subject to Section 23 of the Act, the Board shall consist of eight (8) persons, the President, President-Elect, Honorary General Secretary, Honorary General Treasurer and four (4) elected Corporate Members.
- 6.3 The Board may subject to this Constitution, the Act and the Regulations made under the Act, exercise all powers and functions as may be exercised by the RACI that are not by Law or this Constitution required to be exercised by the RACI in General Meeting. Without limiting those powers, the Board may:
  - 6.3.1 admit any person to be a member of the RACI who has fulfilled such of the conditions relating to membership as are applicable, and to suspend or remove from membership any person whose subscription shall remain unpaid for a period of such time as may be determined by the Board, or if such member fails to comply with the provisions of the Constitution of the RACI or is in the opinion of the Board guilty of any conduct unbecoming of a member or prejudicial to the interests of the RACI;
  - 6.3.2 purchase, take on, lease or in exchange, hire or otherwise acquire any real and personal property that may be deemed necessary or appropriate for any of the purposes of the RACI;
  - 6.3.3 construct, maintain or alter any houses, building or other works necessary or convenient for the purposes of the RACI;

- 6.3.4 accept any gift of property whether subject to any special trust or not for any one or more of the objects of the RACI;
- 6.3.5 sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the RACI;
- 6.3.6 take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient, for the purpose of procuring contributions to the funds of the RACI in the shape of donations, annual subscriptions or otherwise;
- 6.3.7 borrow, raise or assure the payment of money in such manner as the RACI may think fit and in particular by the issue of bonds, bills of exchange, promissory notes, securities, mortgages or debentures or debenture stock (perpetual or otherwise);
- 6.3.8 invest any moneys of the RACI not immediately required for any of its objects in such manner as may from time to time be determined;
- 6.3.9 co-opt or purchase the service of persons with particular expertise to assist the Board in meeting its fiduciary responsibilities;
- 6.3.10 appoint or remove any employee or servant of the RACI and shall determine the duties, salaries and remuneration of such persons and may make arrangements and enter into agreements with them as it sees fit;
- 6.3.11 form Branch, Division, committee, working party, project team or other device to assist it in carrying out its responsibilities under such terms of reference as the Board may determine, provided that no such committee, working party, project team or other device shall be given power greater than those powers bestowed on the Board by the Constitution or as may be limited by any resolution of a General Meeting of the RACI. Any committee, working party, project team or other device established by the Board shall receive its terms of reference including any delegation in writing;
- 6.3.12 do all such other lawful things as the RACI may think incidental or conducive to the attainment of any or all of the objects of the RACI. All or any of the objects of the RACI may be carried out in any part of the Commonwealth of Australia.

## 7. OFFICE HOLDERS AND ELECTION OF BOARD MEMBERS

- 7.1 The officers of the RACI shall be the President, President-Elect, Honorary General Secretary and Honorary General Treasurer.
- 7.2 For the purposes of RACI elections, the membership shall be divided into electorates based on the following geographical regions:
  - 7.2.1 **National** based on the total Australian membership of the RACI;
  - 7.2.2 **North Eastern** based on the combined regions in which the Queensland, New South Wales and Australian Capital Territory Branches operate;
  - 7.2.3 **South Eastern** based on the combined regions in which the Victorian and Tasmanian Branches operate; and

- 7.2.4 **Western** based on the combined regions in which the South Australian, Western Australian and Northern Territory Branches operate.
- 7.3 The President-Elect, Honorary General Secretary and Honorary General Treasurer shall be elected biennially by the National electorate. The term of office shall be two (2) years.
- 7.4 The President-Elect at any time shall become the next President of the RACI. The term of office of the President shall be two (2) years subject to paragraph 7.11.
- 7.5 Each of the electorates set out in paragraph 7.2 shall elect one (1) Corporate Member of the RACI to be a member of the Board. The term of office of a member of the Board shall be two (2) years.
- 7.6 No person may serve more than three (3) consecutive terms as a member of the Board except that any period served while President or President-Elect of the RACI shall not be taken into account in the application of this paragraph.
- 7.7 The President shall be the Chair of the Board and the President-Elect shall be Deputy Chair of the Board. The term of office for the Chair and Deputy Chair of the Board shall be two (2) years.
- 7.8 Office holders and members of the Board shall take office after the conclusion of the Annual General Meeting following their election and shall hold office until the conclusion of the Annual General Meeting at which their term of office expires.
- 7.9 The process for the election of the President-Elect, Honorary General Secretary, Honorary General Treasurer and members of the Board of the RACI shall be as follows:
- 7.9.1 A Nominations Committee shall call for expressions of interest in the position of member of the Board, or for other officers of the RACI, and shall under its term of reference ensure that suitable candidates are nominated for election. Any Corporate Member of the RACI, except paid employees, may nominate for election.
- 7.9.2 Nominations for election as a member of the Board or as an officer of the RACI must be made on the appropriate nomination form and must be signed by the candidate accepting nomination and either endorsed by the Nominations Committee, a Branch or Division Committee or five (5) Corporate Members of the RACI.
- 7.9.3 Voting at an election for members of the Board, President-Elect, Honorary General Secretary and Honorary General Treasurer shall be by electronic voting or postal ballot.
- 7.9.4 Brief election statements provided by any candidate shall be published in "Chemistry in Australia", or such other publications of the RACI as may be appropriate prior to the election, or sent with the ballot papers, as the Board may decide.
- 7.9.5 Ballot papers, containing the names of the candidates for the offices of President-Elect, Honorary General Secretary and Honorary General Treasurer and for members of the Board, shall be forwarded by electronic transmission or post to each Corporate Member of the RACI eligible to vote to reach the Corporate Member by the thirtieth (30<sup>th</sup>) day of June or such other date as the Board may determine.
- 7.9.6 Unless the Board has determined otherwise, voting shall be by the optional-preferential system. To vote the Corporate Member shall place a number indicating his or her



preference opposite the name of each candidate on the ballot papers. A vote shall not be invalid if a preference is not shown for all candidates.

- 7.9.7 For postal voting, the ballot papers shall be inserted in the envelope marked "Ballot Papers" which shall be sealed. The envelope containing the ballot papers shall be marked with the name and signature of the Corporate Member and forwarded to reach the Returning Officer by the first (1<sup>st</sup>) day of July or such other date as the Board may determine.
- 7.9.8 The Returning Officer and Scrutineers appointed shall satisfy themselves that each voter is entitled to vote in accordance with the Constitution of the RACI, after which they shall separate the ballot papers from the envelope in such a manner as to keep the vote secret. When the votes have been counted, the Scrutineers shall seal the ballot papers in a package and deliver it with their report to the Chair of the Board, who shall submit the sealed package of ballot papers, to be retained for six (6) months, to an officer appointed by the Board.
- 7.10 The position of a member on the Board shall become vacant if the member:
  - 7.10.1 becomes insolvent under administration or makes any arrangement or composition with his or her creditors generally;
  - 7.10.2 becomes prohibited from being a member of a Board by reason of any order made under the Law;
  - 7.10.3 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Law relating to mental health;
  - 7.10.4 resigns his or her office by notice in writing to the RACI;
  - 7.10.5 is absent without permission of the Board from three (3) consecutive meetings of the Board;
  - 7.10.6 holds any office of profit in the RACI or is paid a salary by the RACI;
  - 7.10.7 ceases to be a member of the RACI; or
  - 7.10.8 becomes directly or indirectly interested within the meaning of the Law in any contract or proposed contract with the RACI.
- 7.11 Any vacancy due to death, resignation or removal from office:
  - 7.11.1 of the President shall be filled by the President-Elect;
  - 7.11.2 of the President-Elect shall be filled by the holding of a new election;
  - 7.11.3 of the Honorary General Secretary or Honorary General Treasurer shall be filled by the Board from Corporate Members nominated by the Assembly of the RACI for the purpose. Until such nomination is received the Board may appoint one (1) of its members to act in the vacant position;
  - 7.11.4 any other vacancy on the Board shall be filled by the Board from Corporate Members nominated by the Assembly of the RACI for the purpose;

- 7.11.5 any person filling a vacancy as an office holder or member of the Board shall retain such office only so long as his or her predecessor would have retained it if the vacancy had not occurred.

## **8. BOARD MEETINGS**

- 8.1 The Board each year shall determine the program of meetings to conduct the business of the RACI but shall, in any case, meet not less than three (3) times in any year. Such meetings shall be called Ordinary Meetings of the Board.
- 8.2 Any meetings of the Board other than Ordinary Meetings shall be called Special Meetings of the Board. Special Meetings of the Board may be requisitioned by the Chair of the Board or by any four (4) members of the Board by giving notice to the Honorary General Secretary setting out the purpose of the meeting. Special Meetings of the Board shall be called and conducted in accordance with the procedures for Board Meetings.

## **9. BOARD and ASSEMBLY**

- 9.1 The Board shall establish an Assembly of the RACI that shall be responsible to advise on all professional matters such as policy, professional qualifications and membership of the RACI and to provide advice to the Board on such matters.
- 9.2 The composition of the Assembly shall be determined to provide for representation of Branches and Divisions.
- 9.3 The Assembly shall meet at least once each year.

## **10. NOTICE OF BOARD MEETINGS**

- 10.1 Written notice of each Board Meeting must be given to each member of the Board at least seven (7) days before the date of the meeting.
- 10.2 Written notice must be given to Board members of any Special Meeting specifying the general status of the business to be conducted. No other business may be conducted at such meeting.

## **11. QUORUM FOR BOARD MEETINGS**

- 11.1 For the transaction of its business the quorum shall be any five (5) members of the Board.
- 11.2 No business may be conducted unless a quorum is present.
- 11.3 If within half (1/2) an hour of the time appointed for the meeting, or such other time as the Board may decide, a quorum is not present:
- 11.3.1 in the case of a Special Meeting, the meeting lapses;
  - 11.3.2 in any other case, the meeting shall stand adjourned to the same place and the same time a day in the following week, unless the Board determines otherwise.
- 11.4 The Board may act notwithstanding any vacancy on the Board.

## **12. PRESIDING AT BOARD MEETINGS**

- 12.1 At meetings of the Board:
- 12.1.1 the Chair of the Board or in the Chair's absence, the Deputy Chair shall preside; or
  - 12.1.2 if the Chair and Deputy Chair are absent or unable to preside, the members present shall choose one (1) of their number to preside.

### **13. VOTING AT BOARD MEETINGS**

- 13.1 Resolutions of the Board shall be passed, or amended, only by the concurring vote of a majority of the votes cast by members of the Board present at any meeting, of which notice outlining generally the business to be transacted has been given in writing to every member of the Board at least seven (7) days before the meeting. In the event of an equality of votes the Chair shall have a second deliberate vote.
- 13.2 Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 13.3 Each member present at a meeting of the Board or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote, and in the event of an equalling of votes on any question, the person presiding may exercise a second deliberate vote.

### **14. REMOVAL OF BOARD MEMBER**

- 14.1 The Board shall cause any member of the Board falling within the provision of paragraph 7.10 to be removed from the Board.
- 14.2 The RACI members in General Meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office for reasons of ill health, incompetence, breach of the Constitution of the RACI or for not acting in the interest of the RACI or its members. The General Meeting may appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 14.2.1 A member of the Board, who is the subject of a proposed resolution referred to in paragraph 14.2, may make representation in writing (not exceeding a reasonable length) to the Honorary General Secretary or President of the RACI and may request that the representation be provided to the members of the RACI. The member shall retain the right to speak at the General Meeting at which the proposed resolution is considered.
  - 14.2.2 The Honorary General Secretary or the President may give a copy of the representation to each member of the RACI or, if they are not so given, the member may require that it be read out at the meeting.

### **15. MINUTES**

- 15.1 The Board shall cause to be kept and recorded minutes of all resolutions and proceedings of meetings of the RACI and of the Board, and shall cause the minutes to be signed by the Chair or other person who took the Chair's role at the meeting at the next meeting. The Board shall retain copies of all the minutes.

### **16. GENERAL MEETINGS**

- 16.1 A General Meeting of the RACI shall mean a meeting to which all members are duly summoned.
- 16.2 An Annual General Meeting of the RACI shall be held each year before the thirtieth (30<sup>th</sup>) day of November. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 16.3 The ordinary business of the Annual General Meeting shall be to:
- 16.3.1 receive and consider a report from the Board of the past year's transactions;
  - 16.3.2 receive and consider the financial statement with the Auditor's report for the preceding year;
  - 16.3.3 when appropriate, receive and record the names of the President-Elect, the Honorary General Secretary and the Honorary General Treasurer for the ensuing two (2) year term of office;
  - 16.3.4 when appropriate, receive and record the names of members of the Board elected for the ensuing two (2) year term of office;
  - 16.3.5 receive and record the names of the Branch Presidents and Division Chairs for the ensuing year; and
  - 16.3.6 elect an Auditor or Auditors for the ensuing year.
- 16.4 All other business transacted at the Annual General Meeting shall be called special business.
- 16.5 The Board may whenever it thinks fit, and shall, subject as hereinafter provided, upon a requisition sent in writing to the Honorary General Secretary by the President of the RACI, or two (2) members of the Board, or five (5) members of the Assembly, or not fewer than two (2) per cent of the Corporate Members of a Branch, or by a Branch Committee, convene a Special General Meeting.
- 16.6 In the case of such requisition the following provisions shall apply:
- 16.6.1 the requisition shall be signed as appropriate by the requisitionists and shall state the objects of the meeting, and may consist of several documents in like form, each signed by one (1) or more of the respective requisitionists;
  - 16.6.2 if within twenty-one (21) days from the date of the requisition being received the Board does not call a Special General Meeting, the President of the RACI, or at least fifteen (15) of the requisitionists or the President of the said Branch, may themselves convene the meeting, but the meeting so convened shall be held within four (4) months from the date of the receipt of the requisition;
  - 16.6.3 Special General Meetings convened under this paragraph by the President of the RACI or requisitionists or Branch President shall be convened in conformity with the manner in which General Meetings are convened by the Board, and for this purpose the requisitionists and the said Branch President shall have access to the Register of Members.

16.7 At least twenty-eight (28) days notice, (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given), specifying the place, the day and the hour of a meeting, whether the Annual General Meeting or a Special General Meeting, and in the case of special business, the general nature of that business, shall be given to persons entitled to receive such notices from the RACI.

16.8 All business transacted at a Special General Meeting is deemed to be special business.

16.9 No business other than that set out on the notice convening a Special General Meeting may be conducted at the meeting.

16.10 A member intending to bring any business before a meeting shall notify in writing, or by electronic transmission, the nature of the business to the Honorary General Secretary who shall include that business in the notice calling the next General Meeting.

## **17. NOTICE OF GENERAL MEETINGS**

17.1 The Board shall, not less than twenty-eight (28) days before a General Meeting, send to members, by electronic transmission or by post to their address entered in the Register of Members, notice mentioning the day, place and hour of meeting and the business to be transacted, but the non-receipt of the notice by any member or the accidental omission to give notice to any member shall not invalidate the proceedings of the meeting.

17.2 An official publication of the RACI, in which is published notice of a General Meeting, posted to a member of the RACI shall meet the requirements of this paragraph provided that the publication in the normal course of events can be expected to reach the member at least twenty-eight (28) days before the date of the General Meeting.

## **18. QUORUM AT GENERAL MEETINGS**

18.1 Except as otherwise provided herein, a quorum at any General Meeting shall be fifteen (15) Corporate Members of the RACI.

18.2 If after thirty (30) minutes from the time appointed for the meeting a quorum is not present:

18.2.1 the meeting, if convened in accordance with a requisition made under paragraph 16.5, shall be dissolved;

18.2.2 the meeting, if an Annual General Meeting, may transact the ordinary business only and consideration of the special business shall be deferred to an adjourned meeting;

18.2.3 the meeting, if any other General Meeting, shall defer consideration of all business to an adjourned meeting.

18.3 An adjournment, because of the lack of quorum, shall not be less than four (4) days nor exceed fourteen (14) days. The time and place of the adjourned meeting shall be appointed by the Chair of the General Meeting. It shall not be necessary to give members notice of the adjourned meeting. The Corporate Members present (being not less than five (5)), whether members of the Board or not, shall have power to decide all matters which could properly have been disposed of by a quorum at the original meeting.

## **19. ADJOURNMENT OF GENERAL MEETINGS**

19.1 If at any General Meeting the whole of the business appointed to be done is not completed, the Chair may, with the consent of the meeting adjourn the meeting, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

19.1.1 Provided the adjournment is no more than fourteen (14) days, it shall not be necessary to give members notice of the adjourned meeting. The Corporate Members present (being not less than five (5)) and whether members of the Board or not, shall have power to decide all matters which could properly have been disposed of by a quorum at the original meeting.

19.1.2 If the adjournment is more than fourteen (14) days, notice of the adjourned meeting shall be given in accordance with paragraph 17.

## **20. VOTING AT GENERAL MEETINGS**

20.1 A motion or an amendment proposed and seconded at any General Meeting (not being a motion involving any addition, revocation, alteration or amendment to this Constitution), shall be put by the Chair and decided by a majority of the members present on a show of hands.

20.2 Upon the Chair announcing the result of a vote by show of hands, any member present may demand a count, and on a count being demanded, tellers shall be appointed by the Chair to make the count and the report of the tellers to the Chair that a motion has been carried or lost shall be conclusive.

20.3 On a vote by a show of hands, each member present in person shall be entitled to one (1) vote only, but in the event of a count being called, votes by proxy will be counted provided that the members voting in person or by proxy are Corporate Members. In the event that this is not the case proxies will not be counted.

20.4 In the case of a vote by a show of hands or by a count, the Chair of the meeting may in the event of an equality of votes exercise a second casting vote.

20.5 If at a meeting a poll on any question is demanded by not less than three (3) members entitled to vote, it must be taken at that meeting in a manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

20.6 A poll that is demanded on a question of an adjournment or other procedural matter must be taken immediately, and a poll on any other question must be taken at a time before the close of the meeting as the Chair may direct.

20.7 A declaration by the Chair that a motion has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority, an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the motion.

20.8 Except as specifically provided in the Constitution, all Corporate Members, other than those who are in arrears with their subscriptions for more than twelve (12) months, shall be

entitled to vote either in person or by proxy on any matters raised in General Meetings of the RACI.

## **21. PROXY VOTING**

21.1 Each member entitled to vote at a meeting of the RACI may appoint another member also entitled to vote as a proxy.

21.2 The instrument appointing a proxy shall be in writing under the hand of the appointer and shall be received at the National Office not less than twenty-four (24) hours before the time of holding the meeting at which it is to be used. Before the meeting the Honorary General Secretary, or a person appointed by him or her, shall make a list of all such proxies.

21.3 The instrument appointing a proxy for a specified proposal to be dealt with at one (1) or more meetings shall be as near as circumstances will admit in the form set out in Schedule A1 attached to the Constitution.

21.2 A person who is not a member entitled to vote may not act as proxy.

## **22. REGISTER OF MEMBERS**

22.1 The Board shall cause a Register of all members of the RACI to be kept in which will be recorded such particulars as the Board may from time to time prescribe.

22.2 No name or membership designation shall be entered in or removed from or changed in the Register of Members save on the authority of or by a resolution of the Board except in the case of the death of a member.

22.3 The Register of Members shall be available for inspection free of charge by any member of the RACI upon request.

22.4 A member may make a copy of entries in the Register of Members.

## **23. MEMBERSHIP**

23.1 Membership of the RACI shall be open to all persons who satisfy the Board that they meet the specified requirements for membership and who pay the prescribed fee or subscription.

23.2 The Board may determine or qualify the grade or classification of membership of any member provided that all persons admitted to the RACI, who satisfy the Board that they meet the requirements to practise chemistry at a professional level, shall be admitted as Corporate Members (Chartered Chemist) of the RACI. Persons not meeting the requirements to practise chemistry at a professional level, but who are able to satisfy general admission requirements, may be admitted as Corporate Members or Associate Members dependent on their qualifications.

23.3 An application for admission as a member of the RACI shall be in accordance with the appropriate form prescribed by the Board and set out under "Membership" on the RACI website. The applicant shall subscribe his or her name to an undertaking set out in the application form to observe the provisions of the Constitution, comply with the "Code of Ethics", to conduct himself or herself honourably in the profession and to maintain the dignity and welfare of the RACI.

- 23.4 Applications for membership shall be forwarded to the Honorary General Secretary for determination by the Board.
- 23.5 Within fourteen (14) days of a determination by the Board of an application for membership, the Honorary General Secretary shall notify the applicant of the decision of the Board and, where that decision is to admit the person to membership, shall notify the applicant of any fees or subscription due and any conditions of membership, including that membership is non-transferable.
- 23.6 An applicant for membership becomes a member and entitled to exercise the rights of membership of the RACI only after his or her name is entered on the Register of Members.

#### **24. CESSATION OF MEMBERSHIP**

- 24.1 A member of the RACI who has paid all moneys due and payable to the RACI may resign from the RACI by giving one (1) month's notice in writing to the Honorary General Secretary of his or her intention to resign.
- 24.2 If the subscription of a member shall remain unpaid for a period of time determined by the Board, or if any member fails to comply with the provisions of the Constitution or the Code of Ethics of the RACI or is in the opinion of the Board guilty of any conduct unbecoming of a member or prejudicial to the interests of the RACI, that member shall, by decision of the Board, cease to be a member of the RACI.
- 24.3 A member may, at any time by giving notice, resign membership of the RACI but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of resignation and for all other moneys due to the RACI.
- 24.4 After the expiry of the period referred to in paragraph 24.1 the member ceases to be a member. Subject to the provisions of this Constitution, the Honorary General Secretary shall record in the Register of Members the date on which the member ceased to be a member.

#### **25. RACI FUNDS AND ACCOUNTING**

- 25.1 The source of RACI funds shall be in accordance with the Model Rules for an Incorporated Association and will include subscriptions, donations and legacies, and charges made for RACI activities.
- 25.2 The Financial Year of the RACI shall close on the thirtieth (30<sup>th</sup>) day of June in each calendar year.
- 25.3 The Board shall cause to be kept true accounts of moneys received and expended by the RACI, of matters in which receipts and expenditure takes place and of all property credits and liabilities of the RACI.
- 25.4 All moneys received by the RACI shall be deposited in the account of the RACI to be opened at a Bank approved by the Board, and payments of all accounts that are certified as correct by the Board or by a finance or other committee authorised by the Board, shall be made from the account by cheque, or other approved means, on the bank.



- 25.5 All cheques, drafts, bills of exchange, promissory notes or other negotiable instruments shall be authorised by such means as are determined by the Board.
- 25.6 The Board may approve a Branch, Division, committee, working party, project team or other organised group of members within the RACI to open and operate a bank account under such terms and conditions as it may determine.
- 26. AUDIT**
- 26.1 At least once in each year a properly qualified Auditor or Auditors appointed by the Annual General Meeting shall audit the accounts of the RACI.
- 27. COMMON SEAL**
- 27.1 The Board shall provide for the safe custody of the Common Seal that shall only be used with the authority of the Board. Every instrument to which the Common Seal is affixed shall be signed by a member of the Board and shall be countersigned by a second member of the Board or by some other person appointed by the Board for the purpose.
- 28. SUBSCRIPTIONS**
- 28.1 Each member of the RACI shall pay an annual subscription and such other fees, as the Board shall from time to time prescribe, for the member's class of membership.
- 28.2 All annual subscriptions of members shall be due on a day to be determined by Board. Any member whose subscription is not paid by the due date shall be regarded as being in arrears.
- 28.3 A person admitted to a class of membership or a member of any class elected or transferred from one class to another, shall pay a proportion of the annual subscription, rounded to the nearest quarterly figure, for the current year appropriate to the class to which the member is admitted, elected or transferred, less a proportion of any annual subscription already paid by the member for the year.
- 29. PUBLIC OFFICER**
- 29.1 The Board shall appoint a Public Officer of the RACI who shall be responsible for carrying out all the duties of a Public Officer as set down in the Victorian Associations Incorporations Act 1981 as amended.
- 30. DISSOLUTION AND WINDING UP**
- 30.1 A Special General Meeting called for the purpose may, by a vote of not less than three quarters (3/4) of members of the RACI entitled to vote who vote in person at the meeting or by proxy, resolve to recommend to the members of the RACI the dissolution of the RACI. Such a meeting shall be convened in accordance with the Constitution of the RACI and shall be convened with the item "Dissolution of The Royal Australian Chemical Institute Inc." as the only item on the agenda.
- 30.2 A quorum for a Special General Meeting to dissolve the RACI shall be fifty (50) members entitled to vote.

- 30.3 If the Special General Meeting resolves to recommend the dissolution of the RACI to its members by the required majority as set out in paragraph 30.1 above, the Board shall convene another Special General Meeting, with notice of the meeting being sent to members in accordance with the Constitution.
- 30.4 For a recommendation to dissolve the RACI to be resolved in the affirmative, no less than two thirds (2/3) of each of the Corporate Members and Associate Members and not less than three quarters (3/4) of all members of the RACI voting in person or by proxy vote must vote in favour of the resolution.
- 30.5 If it is resolved to dissolve the RACI the Board shall appoint a receiver to wind up the affairs of the RACI.
- 30.6 If upon dissolution, after satisfaction of all debts and liabilities, there remains any property of the RACI whatsoever, the same shall not be paid to or distributed among the members of the RACI but shall be given or transferred to some other organisation having similar objects to the RACI, and which shall prohibit the distribution of its income and property among its members to an extent no less than that which applies to the RACI.

### **31. NON-PROFITABILITY**

- 31.1 The income and property of the RACI, irrespective of its source, shall be applied solely towards the promotion of the objects of the RACI as set out in this Constitution and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to the members of the RACI.
- 31.2 Nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the RACI or to any member of the RACI in return for any services actually rendered to the RACI, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by Bankers in the Commonwealth of Australia for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the RACI. No member of the Board shall be appointed to any salaried office of the RACI or any office of the RACI paid by fees. No remuneration or other benefit in money or money's worth shall be given by the RACI to any member of the Board except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the RACI. The provision last aforesaid shall not apply to any payment to any company of which a member of the Board may be a member and in which the member shall not hold more than one hundredth (1/100<sup>th</sup>) part of the capital, and the member shall be bound to account for any share of profits he or she may receive in respect of the payment.

### **32. LIABILITY**

- 32.1 The liability of members of the RACI shall be limited to the amount of the subscription determined by the Board.

### **33 INDEMNITY**

- 33.1 Every Board member, Auditor and other officer of the RACI shall be indemnified out of the assets of the RACI against any liability arising out of the execution of the duties of his or her office which is incurred by the member in defending any proceedings, whether civil or criminal, in which judgement is given in the member's favour or in which the member is acquitted, or in connection with any application under the Law in which relief is granted to

the member by the Court pursuant to the Law in respect of any negligence, default, breach of duty or breach of trust.

**34. CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

34.1 The Board shall cause all accounts, books, securities and other records of the RACI to be kept in a secure manner and, subject to this Constitution and any requirement of the Act, to make such accounts, books, securities and other records available to members for inspection.

34.2 The Board shall, from time to time subject to the Law and the Constitution, determine whether and to what extent and at what times and places, and under what conditions the accounts, documents, and books of the RACI, or any of them shall be open to the inspection of members (other than members of the Board). No member, not being a member of the Board, shall have any right of inspecting any accounts, books and documents of the RACI except as conferred by statute or authorised by the Board or by the RACI in General Meeting. The accounts, documents and books of the RACI, or any of them, shall be open to the inspection of officers, clerks and servants of the RACI as may be authorised by the Board for the purpose of carrying out any duties in respect of their employment.

34.3 Where the Board makes a determination under paragraph 34.2:

34.3.1 the accounts, books, securities and other records shall be available for inspection free of charge;

34.3.2 a member may make a copy of the accounts, books, securities or other records.

**35. NOTICE**

35.1 Any notice required, by Law or under this Constitution, to be given to any member shall be considered as meeting the provision of this Constitution if it is given by:

35.1.1 sending it by post to the member's registered address or to the address if any supplied by the member for the giving of notices. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected, in the case of a notice of a meeting, on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post; or

35.1.2 delivering the notice to the member personally; or

35.1.3 facsimile transmission, if the member has requested that the notice be given in this manner; or

35.1.4 electronic transmission, if the member has requested that the notice be given in this manner.

35.2 Notice of every General Meeting shall be given in any manner as authorised in paragraph 35.1 to:

35.2.1 every member except those members for whom the RACI has no registered address or other address or an address for the giving of notice; and

35.2.2 the Auditor or Auditors of the time of the RACI.

35.3 No other person shall be entitled to receive notices of General Meetings.

## **36. DISCIPLINARY PROCEDURES**

36.1 Disciplinary procedures may only be brought against a member of the RACI where it is alleged that a breach of the "Code of Ethics" and thereby unprofessional conduct has occurred. Any complaint or charge of unprofessional conduct against a member shall be determined as set out in this paragraph.

36.2 A complaint or charge can be made against a member of the RACI:

36.2.1 at a Branch level by written submission to the Branch Committee, Branch Secretary or Branch President setting out the details of the complaint or charge;

36.2.2 at a Group level by written submission to the Group Committee, Group Secretary or Group Chair setting out the details of the complaint or charge;

36.2.3 at a Section level by written submission to the Section Committee, Section Secretary or Section Chair setting out the details of the complaint or charge;

36.2.4 at a Division level by written submission to the Division Committee, Division Secretary or Division Chair setting out the details of the complaint or charge; or

36.2.5 to the Board by written submission to the President of the RACI or Honorary General Secretary setting out the details of the complaint or charge.

36.3 When a complaint or charge against a member of the RACI is made:

36.3.1 at a Branch level, the Branch President shall determine if a case might be made. If a case might be established, or where a complaint or charge has been referred to the Branch President, the Branch President shall establish an Investigation Committee of three (3) Corporate Members of the RACI to investigate and report the facts relating to the complaint or charge, and shall notify the Board Chair of the actions taken;

36.3.2 at a Group level, the Group Chair shall determine if a case might be made and if so shall notify the Branch President of the complaint or charge;

36.3.3 at a Section level, the Section Chair shall determine if a case might be made and if so shall notify the Branch President of the complaint or charge;

36.3.4 at a Division level, the Division Chair shall determine if a case might be made and if so shall notify the appropriate Branch President of the complaint or charge;

36.3.5 at the Board level, the Board Chair shall determine if a case might be made and if so shall request the appropriate Branch President to establish an Investigation Committee to investigate the complaint or charge.

36.4 The convenor of the Investigation Committee, established to investigate a complaint or charge against a member, shall inform the member of the nature of the complaint or charge which is made against the member, and, except where the nature of the complaint or charge makes the knowledge irrelevant, or where it can be established that victimisation

of the complainant is possible, shall disclose the name of the person making the complaint or charge.

- 36.5 An Investigation Committee shall only consider written evidence supporting or rebutting the complaint or charge.
- 36.6 The Investigation Committee shall, within ninety (90) days from its appointment, investigate the nature of any complaint or charge against a member of the RACI, shall prepare a report setting out the facts of the case including all written evidence, and submit the report to the Branch President who established the committee.
- 36.7 On receipt of a report from an Investigation Committee:
- 36.7.1 the Branch President shall forward it with any comments or recommendations to the Board Chair;
  - 36.7.2 On receiving an Investigating Committee report from a Branch President, the Board Chair shall establish a Review Committee comprising three (3) Corporate Members, one (1) of whom shall be a Past President as convenor.
  - 36.7.3 the Board Chair shall forward the report to the Review Committee.
- 36.8 The Review Committee, on receipt of a report prepared by an Investigation Committee, shall examine the report and, if considered necessary, may seek further investigation or information as to allow it to make a decision in respect of the complaint or charge.
- 36.9 Within thirty (30) days of the receipt of a report prepared by an Investigation Committee, the Review Committee shall make its determination to dismiss or uphold a complaint or charge of unprofessional conduct against a member of the RACI, and shall notify the Board Chair of its finding.
- 36.10 Where a complaint or charge against a member of the RACI is upheld, the Review Committee shall determine the penalty to be applied.
- 36.11 The penalty, which shall apply to a member found guilty of professional misconduct, shall be any one (1) or more of:
- 36.11.1 termination of membership;
  - 36.11.2 suspension of membership or its privileges for a specified period of time;
  - 36.11.3 a fine;
  - 36.11.4 a reprimand;
  - 36.11.5 any other penalty determined from time to time by the Assembly.
- 36.12 A member, against whom a complaint or charge of unprofessional conduct has been made, shall be given every opportunity to present a written rebuttal of the complaint or charge during the investigation of the complaint or charge.

- 36.13 The Board Chair shall notify (by Registered Post) the member, against whom a complaint or charge of unprofessional conduct has been made, of the determination made by the Review Committee and the process for lodging an appeal.
- 36.14 Where a member, against whom a complaint or charge of unprofessional conduct has been upheld, feels that the process has not presented the member with the opportunity to properly rebut the complaint or charge, or where the member feels that the penalty imposed is too harsh, the member shall have the right of appeal to the Assembly within thirty (30) days from the time of notification by the Board Chair.
- 36.15 Where an appeal against a finding of unprofessional conduct is made to the Assembly, the Assembly may before considering the appeal seek such advice, further evidence or amplification of aspects of the case it deems necessary to resolve the appeal. Any determination by the Assembly shall be final and not subject to further appeal.
- 36.16 Where an appeal against the finding of a Review Committee is not made, the Assembly shall confirm the finding and penalty determined by the Review Committee.

**37. DISPUTES AND MEDIATION**

- 37.1 The grievance procedure applies to disputes between:
- 37.1.1 a member and another member; or
  - 37.1.2 a member and the RACI.
- 37.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 37.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- 37.4 The mediator must be:
- 37.4.1 a person chosen by agreement between the parties; or
  - 37.4.2 in the absence of agreement:
    - 37.4.2.1 in the case of a dispute between a member and another member, a person appointed by the Board of the RACI; or
    - 37.4.2.2 in the case of a dispute between a member and the RACI, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice), or an equivalent in another State or Territory.
- 37.5 A member of the RACI can be a mediator.
- 37.6 The mediator cannot be a member who is a party to the dispute.
- 37.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- 37.8 The mediator, in conducting the mediation, must:
- 37.8.1 give the parties to the mediation process every opportunity to be heard; and
  - 37.8.2 allow due consideration by all parties of any written statement submitted by any party; and
  - 37.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 37.9 The mediator must not determine the dispute.
- 37.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at Law.

**Schedule A1 Appointment of Proxy - CONSTITUTION PARAGRAPH 21**

I .....

of

.....

being a member of The Royal Australian Chemical Institute Inc., entitled to vote, hereby appoint

.....

of .....

(or failing him or her \*)

.....

of .....

as my proxy vote in my name at the General Meeting to be held on the ..... day of .....20... ..

and at any adjournment thereof for/ against/ at his or her discretion (+) ..... the following  
motion, viz

.....

AS WITNESS my hand this ..... day of ..... 20.....

Signature .....

WITNESS to the above signature .....

\*The word "Chair" may be inserted, if desired  
(+) Cross out as appropriate