



THE ROYAL AUSTRALIAN CHEMICAL INSTITUTE INC.
(RACI)

CONSTITUTION

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| Incorporation Number: | A0040386D |
| Associations Incorporation Reform Act 2012 (Victoria) | |
| Date of Incorporation: | 25 October 2000 |
| ARBN: | 102726429 |

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THE ROYAL AUSTRALIAN CHEMICAL INSTITUTE INC.**

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CONSTITUTION OF THE ROYAL AUSTRALIAN CHEMICAL INSTITUTE INC.

1. NAME

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

2. DEFINITIONS

In this Constitution, unless the contrary intention appears -

"Act" means the Associations Incorporation Reform Act 2012 (Victoria), as amended from time to time.

"AGM" means the Annual General Meeting of the RACI.

"Appointed Board member" means a member of the Board who has not been elected to the Board and is not required to be a Member of the RACI but is appointed by the incumbent Board, subject to confirmation by Members at a General meeting.

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

"Associate Member" means any Person admitted to associate membership of the RACI who does not meet the requirements of being a full Member and has restricted voting rights.

"Board" means a committee 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.

"Code of Ethics" a document approved by the Board and revised from time to time specifying the ethical code by which members are expected to abide.

"Division" means an entity defined by scientific interest.

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

"Full Member" means any person meeting the requirements to be recognised as a practicing chemist and admitted to be a voting Member of the RACI who, where financial, shall be entitled to vote at General Meetings, for Constitutional changes and for election of office holders for Board, Branch and Division. This includes the membership levels of Post Graduate student, Member, Fellow, and the professional levels of Chartered Members and Chartered Fellows.

"General Meeting" means a general meeting of the members convened in accordance with paragraph 12 of this Constitution.

"Honorary General Secretary" means the Board member elected to perform the secretarial duties of the Board and to ensure that Board activities are constitutionally correct

"Honorary General Treasurer" means the Board member elected to oversee the financial duties of the Board.

"Member" means any member of the RACI.

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

"Ordinary Board member" means a non-executive Board member who has been elected by the membership.

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

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

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

"RACI" means The Royal Australian Chemical Institute Inc.

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

"Secretary" means the person appointed by the Board to be the Secretary of the RACI as required by the Act.

"Units" or "Business Units" are entities of the RACI, including National Office, Board Committees, Divisions, Branches, Groups, and Sections.

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

3. **STATEMENT OF PURPOSES**

The RACI is a not for profit, professional Society for chemists in Australia, advocating the positive importance of the chemical sciences to the public, education sector, industry and government.

The RACI actively organises for and promotes the professional needs, development and interests of all its members.

Objectives:

- 3.1 Develop, maintain and implement appropriate policies pertaining to the promotion of science and practice of chemistry and the role, efficiency and safety of persons engaged therein within the Commonwealth of Australia;
- 3.2 Communicate the positive and beneficial aspects of chemistry and the chemical sciences to the public through the provision of workshops, seminars, public lectures, exhibitions, open letters and media hard copy and electronic outlets;
- 3.3 Initiate chemical educational activities, raising the awareness and interest in chemistry and the chemical sciences from schools through to tertiary establishments through the provision of competitions, awards, demonstrations, lectures, resources and seminars;
- 3.4 Award and support, prizes, other rewards or distinctions, awards, certificates, scholarships, grants and other benefactions to recognise the outstanding achievements of aspects of chemistry and the chemical sciences;
- 3.5 Provide professional and career development opportunities for members the recognition of their experience through certification and through the provision of workshops, seminars and conferences;
- 3.6 Enhance networking platforms for members;

4. POWERS OF THE RACI

The RACI shall have the power to do all such things as it may legally do under the Associations Incorporation Reform Act 2012 (Victoria) as amended. Without limiting those powers the RACI may:

- 4.1 Acquire and hold real and personal property. 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;
- 4.2 Open and operate accounts with financial institutions;
- 4.3 Invest in securities provided that such securities or investments shall be authorised or permitted by Law for the investment of funds;
- 4.4 Lend, borrow and raise money on any terms and in any manner as may be lawful;
- 4.5 Secure the repayment of money raised or borrowed, or the payment of debt or liability;
- 4.6 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 objectives of the RACI and revoke and cancel all or any of such appointments or sub-delegations;
- 4.7 Employ or engage persons whose service may be deemed necessary or desirable for the purpose of the operations of the RACI, and may suspend, dismiss or take appropriate corrective action with 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.
- 4.8 Promote, establish, superintend, conduct, control, finance and assist Branches, Divisions, committees, business units and other forms of organisation and administration for the purpose of promoting the efficiency, influence and operations of the RACI.

5. SURPLUS DISTRIBUTION

- 5.1 The income and property of the RACI, irrespective of its source, shall be applied solely towards the promotion of the objectives 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 any member of the RACI.
- 5.2 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.

6. POLICY AND GOVERNANCE

- 6.1 The Board shall establish and maintain the strategic direction and oversee the affairs of the RACI and implement and oversee good governance processes of the RACI. Policies of the RACI are the responsibility of the Board, to be administered by the National Office and Business Units of the RACI.

6.2 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 members in a General Meeting. Without limiting those powers, the Board may:

- 6.2.1 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 rules and regulations 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;
- 6.2.2 take such steps by personal or written appeals, public meetings or otherwise, for the purpose of procuring contributions to the funds of the RACI by means of donations, annual subscriptions, charges or similar;
- 6.2.3 co-opt or purchase the service of persons with particular expertise to assist the Board in meeting its fiduciary and any other responsibilities;
- 6.2.4 appoint or remove the senior employees or servants of the RACI and determine the duties, salaries and remuneration of such persons and may make arrangements and enter into agreements with them as it sees fit;
- 6.2.5 form Branch, Division, committee, working party, project team or other device or delegate authority to a person or persons 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, other device or person(s) 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 or person(s) established by the Board shall receive its terms of reference including any delegation in writing;
- 6.2.6 make and maintain By-laws.
- 6.2.7 do all such other lawful things as the RACI may think incidental or conducive to the attainment of any or all of the objectives of the RACI. All or any of the objectives of the RACI may be carried out in any part of the Commonwealth of Australia.

7. **MEMBERSHIP**

- 7.1 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.
- 7.2 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 have the qualifications and/or experience to practise chemistry at a professional level, shall be admitted as Full Members of the RACI. Persons not satisfying the requirements to become Full Members but who are able to satisfy general admission requirements may be admitted as Associate Members.
- 7.3 An application for admission as a Member of the RACI shall be in accordance with the appropriate method prescribed by the Board. 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.

- 7.4 Applications for membership shall be forwarded to the National Office for determination by the Board.
- 7.5 The National Office 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 the fees or subscription due and any conditions of membership.
- 7.6 An applicant for membership becomes a Member and entitled to exercise the rights of their membership class of the RACI only after his or her name is entered on the Register of Members.
- 7.7 Under conditions determined by the Board, membership can be extended to Organisations.

8. CESSATION OF MEMBERSHIP

- 8.1 A member of the RACI who has paid all monies due and payable to the RACI may resign from the RACI by giving one (1) month's notice in writing to the Chief Executive Officer of his or her intention to resign. The member shall not be entitled to a refund of any fees paid.
- 8.2 If the subscription of a Member shall remain unpaid for a period of time as 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.
- 8.3 After a Member ceases to be a Member, subject to the provisions of this Constitution, this expiry date shall be recorded in the Register of Members.

9. REGISTER OF MEMBERS

- 9.1 The Board shall cause a Register of all Members of the RACI to be kept in which shall be recorded such particulars as the Board may from time to time prescribe.
- 9.2 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.
- 9.3 The Register of Members shall be available for inspection, free of charge, by any Member of the RACI upon request. Copies may be made by the Member subject to any applicable privacy legislation.

10. THE BOARD

10.1 The Board Structure

- 10.1.1 four (4) elected executive officers of the RACI, the President, President-Elect, Honorary General Secretary and Honorary General Treasurer.
- 10.1.2 three (3) elected ordinary Members
- 10.1.3 up to two (2) appointed Members
- 10.1.4 the President-Elect, Honorary General Secretary, Honorary General Treasurer and three ordinary Members shall be elected biennially by the Members eligible to vote. The term of office shall be two (2) years.

- 10.1.5 the President-Elect shall become the next President of the RACI when the incumbent President leaves office. The term of office of the President shall be two (2) years subject to paragraph 10.5.
- 10.1.6 elected office holders and elected 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.
- 10.1.7 the Board may nominate up to two additional members of the Board to address any needs or requirements of the Board structure. The nominated individuals shall be appointed subject to approval by Members at a General Meeting
- i. The appointed person(s) need not be RACI Members but shall have full voting rights in all Board decisions. The term of appointment shall be up to 3 years as recommended by the Board.
 - ii. Appointed Board members shall take office after the conclusion of the General Meeting following their appointment and shall hold office until the conclusion of the period determined at that General Meeting.
- 10.1.8 no person may serve more than six (6) consecutive years 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.
- 10.1.9 the President shall be the Chair of the Board and the President-Elect shall be Deputy Chair of the Board.

10.2 Board Elections

- 10.2.1 elections for President-Elect, Honorary Treasurer and one (1) ordinary Board member and those for the Honorary General Secretary and two (2) ordinary Board members shall be held on alternative years.
- 10.2.2 the Board shall appoint an independent Returning Officer to oversee the election process.
- 10.2.3 the election process requires that nominations are made for the vacating positions on the Board on the appropriate nomination form and in the manner prescribed by the Board. Any financial Full Member of the RACI, except paid employees, may nominate for any position(s).
- 10.2.4 nominations must be submitted by the method determined by the Returning Officer.
- 10.2.5 voting at an election for members of the Board shall occur if there are two or more nominations for a position and shall be administered by the method determined by the Returning Officer and approved by the Board.
- 10.2.6 the eligible voters shall consist of financial Full Members
- 10.2.7 voting at an election for members of the Board shall be by electronic voting and/or postal ballot.
- 10.2.8 unless the Board has determined otherwise, voting shall be by the optional-preferential system.
- 10.2.9 ballot papers in either physical and/or electronic form for each contested position containing the names of the nominated candidates shall be distributed to the eligible voting membership.

- 10.2.10 brief election statements provided by any candidate shall be published in an appropriate publication of the RACI.
- 10.2.11 Full Members' completed ballot returns must be received at National Office by the date specified by the Returning Officer to be valid.
- 10.2.12 the Returning Officer, assisted by National Office staff, shall satisfy themselves that each voter is entitled to vote, shall count and tally the votes, secure the ballot returns by a suitable method and deliver a voting report to the President of the Board. The voting medium must be retained for six (6) months.

10.3 Vacancies

Vacancies can arise if a Board member

- 10.3.1 passes away;
- 10.3.2 ceases to be a Member of the RACI;
- 10.3.3 resigns his or her office by notice in writing to the RACI;
- 10.3.4 becomes insolvent under administration or makes any arrangement or composition with his or her creditors generally;
- 10.3.5 becomes prohibited from being a member of a Board by reason of any order made under the Law;
- 10.3.6 becomes a represented person within the meaning of the Guardianship and Administration Act 1986;
- 10.3.7 is absent without permission of the Board from three (3) consecutive meetings of the Board;
- 10.3.8 holds any office of profit in the RACI or is paid a salary by the RACI;
- 10.3.9 becomes directly or indirectly interested within the meaning of the Law in any contract or proposed contract with the RACI.

10.4 Removal of a Board Member

- 10.4.1 the Board may, by a majority vote, remove any member of the Board before the expiration of the member's term of office for reasons listed in 10.3
- 10.4.2 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 incompetence, breach of the Constitution of the RACI or for not acting in the interest of the RACI or its Members.
- 10.4.3 a member of the Board, who is the subject of a proposed resolution referred to in paragraph 10.4.2, may make representation in writing 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. 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 General Meeting convened to deal with the resolution

10.5 Filling Vacancies

- 10.5.1 of the President shall be filled by the President-Elect;
- 10.5.2 of the President-Elect shall be filled by the holding of a new election;
- 10.5.3 of the Honorary General Secretary or Honorary General Treasurer shall be filled by the Board from Full 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;
- 10.5.4 any other Ordinary Board member vacancy shall be filled by the Board from Full Members nominated by the Assembly of the RACI for the purpose;
- 10.5.5 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.

10.6 Board Meetings

- 10.6.1 the Board each year shall determine the program of physical and electronic meetings to conduct the business of the RACI but shall, in any case, physically meet not less than three (3) times in any year. Such meetings shall be called Ordinary Meetings of the Board.
- 10.6.2 any meetings of the Board other than Ordinary Meetings shall be called Special Meetings of the Board. These Special Meetings may be requisitioned by the President 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.
- 10.6.3 the Chief Executive Officer shall attend Board meetings as a non-voting participant with the restriction of exclusion of any discussions referring to confidential issues regarding his or her performance or remuneration.
- 10.6.4 a written or electronic 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, specifying the general status of the business to be conducted.
- 10.6.5 for the transaction of its business the quorum shall be a number greater than 50% of the filled positions of the Board. No business may be conducted unless a quorum is present. If within half (½) an hour of the time appointed for the meeting, or such other time as the Board may decide, a quorum is not present the meeting shall stand adjourned to a new date unless the Board determines otherwise.
- 10.6.6 the Board may act notwithstanding any vacancy on the Board.
- 10.6.7 the President of the Board, or in the President's absence the President Elect, shall preside; or if the President and President Elect are absent or unable to preside, the members present shall choose one (1) of their number to preside.
- 10.6.8 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 duly constituted meeting, provided more than 50% of the total filled Board membership support the resolution. In the event of an equality of votes the resolution shall be deemed not to have been carried.
- 10.6.9 voting at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined on a vote count, each member present entitled to one (1) vote.

- 10.6.10 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 President or other person who took the President's role at the meeting at the next meeting. The Board shall have copies of all the minutes retained.
- 10.6.11 A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows the Board member and the other Board members present at the meeting to clearly and simultaneously communicate with each other. This Board member is taken to be present at the meeting and, if the member votes at the meeting, is deemed to have voted in person.

11. ASSEMBLY

- 11.1 The Board shall establish an Assembly of the RACI that represents Board Committees, Branches, Divisions and any other Unit as deemed necessary. The Assembly shall be responsible to advise the Board on all professional matters such as policy, professional qualifications and membership of the RACI and to act as the final arbitrator in disciplinary and grievance actions of the Members
- 11.2 The Assembly shall physically meet at least once each year.

12. GENERAL MEETINGS

A General Meeting of the RACI shall mean a meeting to which all Members are duly summoned.

- 12.1 Annual General Meeting
An Annual General Meeting of the RACI shall be held each year before the final date specified in the Act or by any extension applied for and granted from this date.
The ordinary business of the Annual General Meeting shall be to:
- 12.1.1 receive and consider a report from the Board of the past year's transactions;
- 12.1.2 receive and consider the financial statement with the Auditor's report for the preceding year;
- 12.1.3 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;
- 12.1.4 when appropriate, receive and record the names of members of the Board elected for the ensuing term of office;
- 12.1.5 when appropriate ratify the nominations of Appointed Board members for the ensuing term of office by a simple majority vote;
- 12.1.6 receive and record the names of the Branch Presidents and Division Chairs for the ensuing year; and
- 12.1.7 elect an Auditor or Auditors for the ensuing year.
- 12.1.8 any other business transacted at the Annual General Meeting shall be called Special Business.
- 12.2 Special General Meetings
The Board may whenever it thinks fit, and shall, subject as hereinafter provided, upon a requisition sent in writing or electronically 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 one (1) per cent of the Full Members of the RACI convene a Special General Meeting. In the case of such requisition the following provisions shall apply:

- 12.2.1 the requisition shall be signed as appropriate by the requisitionists and shall state the objectives of the meeting, and may consist of several documents in like form, each signed by one (1) or more of the respective requisitionists;
- 12.2.2 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, the 5 Assembly requisitionists or at least fifteen (15) of the full Member requisitionists 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 original requisition;
- 12.2.3 Special General Meetings convened under paragraph 12.5 shall be convened in conformity with the manner in which General Meetings are convened by the Board.
- 12.2.4 all business transacted at a Special General Meeting is deemed to be Special Business.
- i. no business other than that set out on the notice convening a Special General Meeting may be conducted at the meeting.
 - ii. 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 Special General Meeting.

13. NOTICE OF GENERAL MEETINGS

- 13.1. For all types of General Meetings the Board shall, not less than twenty-one (21) days before a General Meeting, send to Members by means of the communication methodology selected by the Member in the Register of Members, notice mentioning the day, place and hour of meeting and the business to be transacted. 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.
- 13.2. An official publication of the RACI, in which is published notice of a General Meeting, sent 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 be seen by the Member at least twenty-one (21) days before the date of the General Meeting.

14. QUORUM AT GENERAL MEETINGS

- 14.1 Except as otherwise provided herein, a quorum at any General Meeting shall be fifteen (15) Full Members of the RACI.
- 14.2 If after thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved and the meeting shall defer consideration of all business to an adjourned meeting.

15. ADJOURNMENT OF GENERAL MEETINGS

- 15.1 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.
- 15.2 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.

- 15.2.1 provided the adjournment is no more than fourteen (14) days, it shall not be necessary to give Members notice of the adjourned meeting.
- 15.2.2 if the adjournment is more than fourteen (14) days, notice of the adjourned meeting shall be given in accordance with paragraph 13.

16. VOTING AT GENERAL MEETINGS

- 16.1 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.
- 16.2 On a vote each Member present in person shall be entitled to one (1) vote only, votes by proxy shall be counted provided that the Members voting in person or by proxy are Full Members.
- 16.3 In the case of a vote in the event of an equality of votes the motion is deemed to not be carried.
- 16.4 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.
- 16.5 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.
- 16.6 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.
- 16.7 Except as specifically provided in the Constitution, all Full Members, other than those who are in arrears with their subscriptions, shall be entitled to vote either in person or by proxy on any matters raised in General Meetings of the RACI.

17. PROXY VOTING

- 17.1 Each Member entitled to vote at a meeting of the RACI may appoint another Member also entitled to vote as a proxy.
- 17.2 The instrument appointing a proxy shall be in writing under the hand of the appointer and shall be received by the Secretary at the National Office either electronically or physically, 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.
- 17.3 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.
- 17.4 A person who is not a Member entitled to vote may not act as proxy.

18. ALTERATION OF THE CONSTITUTION

- 18.1 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:
- 18.1.1 the special resolution shall only be deemed to have been passed if, of the entitled Full Members of the RACI who vote in person or by proxy at the meeting, not less than three quarters ($\frac{3}{4}$) vote in favour of the resolution;
- 18.1.2 at least twenty-one (21) days' notice convening the meeting has been given in accordance with this Constitution to all Full Members entitled to vote. The notice of meeting shall contain or be accompanied by a copy of the proposed alteration(s) or addition(s) to the Constitution and specify the intention to propose the resolution as a special resolution.

19. RACI FUNDS AND ACCOUNTING

- 19.1 The source of RACI funds may be derived from subscriptions, interest, donations and legacies, grants, charges made for RACI activities and any other source approved by the Board.
- 19.2 The Financial Year of the RACI shall close on the thirtieth (30th) day of June in each calendar year.
- 19.3 The Board shall cause to be kept true accounts of monies 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.
- 19.4 All monies 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 committee or designated person(s) authorised by the Board or the Chief Executive Officer, shall be made from the account by approved means.
- 19.5 All financial transactions must be authorised by such means as are determined by the Board.

20. AUDIT

A properly qualified Auditor or Auditors appointed by the Annual General Meeting shall audit the accounts of the RACI on an annual basis

21. SUBSCRIPTIONS

- 21.1 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.
- 21.2 All annual subscriptions of Members shall be due on a day to be determined by the Board. Any Member whose subscription is not paid by the due date shall be regarded as being in arrears.
- 21.3 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, as determined by the Board, 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.

22. SECRETARY

The Board shall appoint a Secretary of the RACI who shall be responsible for carrying out all the duties of a Secretary as set down in the Associations Incorporations Reform Act 2012 (Victoria) as amended.

The Board may remove and replace the Secretary at any time.

The Secretary must:-

- 22.1 Maintain the register of Members
- 22.2 Keep custody of all books and documents and securities of the RACI
- 22.3 Subject to the Act and this Constitution, provide Members with access to the register of Members, the minutes of general meetings and other books and documents

23. DISSOLUTION AND WINDING UP

- 23.1 A Special General Meeting called for the purpose to recommend the dissolution of the RACI may, by a vote of not less than three quarters ($\frac{3}{4}$) of eligible voting Members of the RACI 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.
- 23.2 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 23.1 above, the Board shall convene another Special General Meeting to address a resolution to dissolve the RACI, with notice of the meeting being sent to Members in accordance with the Constitution.
- 23.3 A quorum for a Special General Meeting to dissolve the RACI shall be one (1) per cent of Members entitled to vote.
- 23.4 For a recommendation to dissolve the RACI to be resolved in the affirmative, no less than three quarters ($\frac{3}{4}$) of each of the Members the RACI voting in person or by proxy vote must vote in favour of the resolution.
- 23.5 If it is resolved to dissolve the RACI the Board shall appoint a receiver to wind up the affairs of the RACI.
- 23.6 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 objectives 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.

24. LIABILITY

The liability of Members of the RACI shall be limited to the amount of the subscription determined by the Board.

25 INDEMNITY

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.

26. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 26.1 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, any requirement of the Act and the Boards discretion, to make such accounts, books, securities and other records available to Members for inspection.
- 26.2 Members may on request inspect and make copies free of charge of:
- the register of Members:
 - the minutes of general meetings.
- 26.3 Subject to 26.4 Members may inspect the financial records, statements and books, securities and membership records of the RACI.
- 26.4 The Board may refuse to permit a Member to inspect records of the RACI that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the RACI.
- 26.5 Subject to 26.4, a Member may take a copy of any of the other records referred to in 26.3 and the RACI may charge a reasonable fee for provision of a copy of such a record.

27. NOTICE

- 27.1 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:
- 27.1.1 sending it by means of the communication methodology selected by the Member in the Register of Members 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
- 27.1.2 delivering the notice to the Member personally; or
- 27.1.3 facsimile transmission, if the Member has approved that the notice be given in this manner;
- 27.1.4 electronic transmission, if the Member has supplied an electronic address.
- 27.2 Notice of every General Meeting shall be given in any manner as authorised in paragraph 27.1 to:
- 27.2.1 every Member eligible to vote except those Members for whom the RACI has no registered address or other address, physical or electronic, for the giving of notice; and
- 27.2.2 the Auditor or Auditors of the time of the RACI.
- 27.3 No other person shall be entitled to receive notices of General Meetings.

28. DISCIPLINARY PROCEDURES

- 28.1 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 below.

- 28.2 A complaint or charge can be made against a Member of the RACI by any individual Member, or any committee of a Group, Section, Branch or Division by a written submission setting out the details of the complaint to a Board member or the Chief Executive Officer.
- 28.3 When a complaint or charge against a Member of the RACI is made the Board shall, by majority vote, determine if a case might be made and if so, shall establish an Investigation Committee consisting of one Board member to act as the convenor and two full Members to investigate the complaint or charge.
- 28.4 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.
- 28.5 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 and to provide verbal evidence to the committee.
- 28.6 The Investigation Committee shall, within thirty (30) days from its appointment, investigate the nature of any complaint or charge against a Member of the RACI and thereafter shall prepare a report setting out the facts of the case including all written evidence, and submit the report to the Board.
- 28.7 The Board, 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.
- 28.8 Within fifteen (15) days of the receipt of a report prepared by an Investigation Committee, the Board shall make its determination to dismiss or uphold a complaint or charge of unprofessional conduct against a Member of the RACI,
- 28.9 Where a complaint or charge against a Member of the RACI is upheld, the Board shall determine the penalty to be applied.
- 28.10 The penalty, which shall apply to a Member found guilty of professional misconduct, shall be any one (1) or more of:
 - 28.10.1 termination of membership;
 - 28.10.2 suspension of membership or its privileges for a specified period of time;
 - 28.10.3 a fine as determined by the Board;
 - 28.10.4 a reprimand;
 - 28.10.5 any other penalty determined from time to time by the Board.
- 28.11 The Board shall have the Member, against whom a complaint or charge of unprofessional conduct has been made, notified of the determination made by the Board, the sanction delivered and the process for lodging an appeal.

- 28.12 The Member shall have the right of appeal to the Assembly within 48 hours from the time of notification by the Board.
- 28.13 Where an appeal against a finding of unprofessional conduct is made to the Assembly, the Assembly shall appoint a review committee comprising of three (3) Assembly members to review the process. Any determination by the Assembly shall be final and not subject to further appeal.

29. DISPUTES AND MEDIATION

- 29.1 The grievance procedure applies to disputes between:
- 29.3.1 a Member and another Member; or
 - 29.3.2 a Member and the RACI.
- 29.2 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.
- 29.3 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.
- 29.4 The mediator must be:
- 29.4.1 a person chosen by agreement between the parties; or
 - 29.4.2 in the absence of agreement:
 - i. in the case of a dispute between a Member and another Member, a person appointed by the Board of the RACI; or
 - ii. 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.
- 29.5 A Full Member of the RACI can be a mediator.
- 29.6 The mediator cannot be a Member who is a party to the dispute.
- 29.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 29.8 The mediator, in conducting the mediation, must:
- 29.3.1 give the parties to the mediation process every opportunity to be heard; and
 - 29.3.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 29.3.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 29.9 The mediator must not determine the dispute.
- 29.10 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 17

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 of20.....

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