

## **CONSTITUTION**

**(Amended March 2015)**

### **1. Name and Mission**

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| Name                | 1.1   | The name of the Institute shall be "The South African Chemical Institute (incorporating The South African Institute of Assayers and Analysts)" - "Die Suid Afrikaanse Chemiese Instituut (waarby Die Suid-Afrikaanse Instituut van Essaieurs en Analitici ingelyf is)".   |
| Head Office         | 1.2   | The administrative offices of the Institute shall be situated at the most appropriate location as dictated by logistics.  |
| Mission             | 1.3   | The Institute's mission shall be to promote the development and image of Chemistry in different ways, to advise on chemical education and other Chemistry related legislative matters and issues of public and environmental concern, to play a leading role in assuring the professional competence and integrity of chemists and to foster international collaboration as part of the African chemical community. |
| Slogan              | 1.4   | Chemistry – our key to the future!  |
| Continued existence | 1.5   | The Institute shall continue to exist, irrespective of changes in membership or in office bearers.  |
| Tax regulations     | 1.6   | The President will submit any amendment of the constitution or written instrument of the entity to the SARS Tax Commissioner within 30 days of its amendment.   |
|                     | 1.6.1 | SACI will comply with such reporting requirements as may be determined by the SARS Tax Commissioner from time to time.  |
|                     | 1.6.2 | SACI is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in <u>section 103(5)</u> of the SARS tax regulations  |

### **2. Membership**

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| Membership | 2.1   | The Institute shall consist of:  |
|            | 2.1.1 | Fellows, Honorary Members, Members, Associate Members, and Life Members duly elected by Council. |

- 2.1.2 Patron Members and Company Members duly elected by Council.
  - 2.1.3 No single person may directly or indirectly control the decision-making powers relating to SACI.
  - 2.1.4 At least three persons who accept fiduciary responsibility for the public benefit organisation, will not be connected persons in relation to each other, and no member may directly or indirectly have any personal or private interest in SACI.
  - 2.1.5 Substantially the whole of the activities of SACI must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group.
  - 2.1.6 SACI may not have a share or other interest in any business, profession or occupation which is carried on by its members.
  - 2.1.7 SACI must not pay to any employee, office bearer, member or other person any remuneration, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
- Corporate Membership 2.2 Fellows, Honorary Members and Members shall be entitled to the rights and privileges of Corporate membership and such Members are referred to as Corporate Members.
- Fellows and Honorary Members 2.3 Fellows and Honorary Members shall be persons whom the Institute especially desires to honour in consideration of exceptional services rendered by them to the Institute or to Chemistry.
- Nomination of Fellows 2.3.1 The nomination of a Fellow shall be by a member of the Institute, provided the required nomination form has been completed by the proposer, seconder and nominee.
- 2.3.1.1 To be nominated, candidates must have demonstrated excellence and leadership in the areas of both: (a) the profession, education and/or management of chemistry, and (b) volunteer service to the chemical community.
  - 2.3.1.2 The former may include (a) outstanding and creative contributions to scientific research; (b) superior achievements in the teaching and learning of chemistry; and (c) strong, effective leadership or managerial excellence in an organization within the chemical enterprise, while the latter may include (a) outstanding leadership of a division, local section, regional meeting, national meeting and/or international conference; (b) exceptional assistance, as an unpaid volunteer, in the publication of scientific information (not including routine authorship or reviewing publications associated with one's own research); (c) organization of especially significant symposia, major presentations, or other programmes at national/

international meetings; (d) leadership or other outstanding contributions in effective communications to public outreach activities; and (e) effective communication to the public of the value of the chemical sciences or the chemical profession through the press, radio, TV, or other electronic media

- Nomination Process
- 2.3.2 The call for nominations shall be open from 1st January to 31st March each year, and submissions are to be made by e-mail to the Central Office before 31st March.
- 2.3.3 Nominations shall be considered by a Fellows Committee comprising the President (who will serve as the Chair of the Committee), three recent Past Presidents, the Vice President and the Executive Secretary of the Institute. The decisions of this committee shall be recommended to Council at the July meeting of Council in each year.
- 2.3.4 To secure the approval of the Fellows Committee it shall be necessary that:
- 2.3.4.1 A minimum of five of the six members of the Fellows Committee shall cast their votes in a secret postal or electronic ballot within three months of receipt of the nomination, for which scrutineers shall be appointed by the Executive Committee.
- 2.3.4.2 No fewer than four of the votes cast by the Fellows Committee shall be in favour of the candidate.
- 2.3.4.3 The nominee must be a current full Member (M.S.A.C.I.) in good standing with the Institute and have been a member of the Institute for at least ten years.
- 2.3.5 Appropriate annual membership subscriptions are payable by Fellows.
- Election of a Fellow
- 2.3.6 The election of a Fellow shall be confirmed by Council at the July meeting of Council each year .only if supported by the Fellows Committee, Nominees will be notified of the outcome of their nomination within two weeks of this Council meeting.
- Recognition
- 2.3.7 Fellows are recognized and honoured at Institute functions and new Fellows are announced at the AGM. Each Fellow shall be awarded a certificate at an appropriate Institute function, such as the AGM.
- Honorary Membership
- 2.3.8 No new honorary members shall be nominated, but current honorary members shall continue to hold such recognition.
- Qualification for Membership
- 2.4 A Member at the time of his/her election shall fulfil the following conditions:
- 2.4.1 He/she shall furnish evidence that he/she has: (a) completed a 4-year course in any branch of Chemistry and been granted a degree, diploma or certificate of a University or University of Technology, or other examining body approved by Council, provided that Council shall be satisfied that the candidate has

received satisfactory training, and (b) in addition has been engaged in full time chemical work or further study in Chemistry for at least three years, provided that Council may, in special cases, dispense with this requirement wholly or in part.

- 2.4.2 He/she shall be such a person that his/her election as a Member would, in the opinion of Council, be in the interests of the Institute.
- 2.4.3 Council shall have the power, in exceptional circumstances, to elect to the grade of Member any person who, by virtue of his/her position and his/her experience in Chemistry, is deemed worthy of election and whose election is considered to be in the interests of the Institute.
- Qualification for Associate Membership 2.5 An Associate Member shall be any person, regardless of qualifications and experience, whose work is connected with Chemistry, and shall be such a person that his/her election as an Associate Member would, in the opinion of Council, be in the interests of the Institute.
- Students in Training 2.6 *Bona fide* students studying with the objective of qualifying for the practice of Chemistry, and being not less than 17 years old, may be admitted as Associate Members and shall be allowed reduced subscriptions.
- Patron and Company Members 2.7 A Company having interests in Chemistry or chemical technology shall be eligible for election as a Patron Member, or as a Company Member, as Council may direct.
- SAQA registration 2.8 The Institute is recognised by the South African Qualifications Authority (SAQA) as the professional body to register the designation of professional Chemist in terms of the National Qualifications Framework Act no 67 of 2008. A member of the Institute can become eligible to use the title Professional Chemist having acquired a minimum number of three years experience in the working environment and accumulated a required number of Continuous Professional Development (CPD) points (see Appendix 1)
- Notice to Candidates 2.9 Every candidate for election to membership of the Institute, or for transfer from one grade to another grade of membership, shall be duly notified in writing, at his/her registered postal or electronic mail address, of Council's decision on the application.
- Certificate of Membership 2.10 Council shall issue to every Corporate Member, to every Associate Member, and to every Patron Member and Company Member, an appropriate certificate showing the grade of membership to which the person, or company, has been elected. Such certificate shall remain the property of, and shall on request be returned to, the Institute. In addition, each Member described above shall be issued with a Membership Card, which shall be renewed annually on payment of the appropriate subscription.

- Letters of Designation                      2.11.1    A Corporate Member or an Associate Member of the Institute shall be entitled to use the following letters to designate his/her grade of membership of the Institute:
- Honorary Member .....                      Hon.M.S.A.C.I.  
 Fellow.....                                      F.S.A.C.I.  
 Member .....                                    M.S.A.C.I.  
 Associate Member .....                      A.M.S.A.C.I.
- 2.11.2    A member who meets all the requirements to be called a Professional Chemist shall be entitled to use the following letters to designate his/her status:
- Professional Chemist.....PrChemSA
- 2.11.3    No member shall adopt, or describe himself/herself by, any other description or abbreviation than the designation authorized under 2.11.1 to indicate his/her grade of membership in the Institute or his/her Professional Chemist status authorized under 2.11.2, nor may any person who is not a member of the Institute make use of the above letters of designation.
- Professional Conduct                      2.12    Every member is required so to order his/her conduct as to uphold the dignity of the profession of Chemistry; and in whatever capacity he/she may be engaged, to act towards his/her clients, employers, others with whom his/her work is connected, and his/her fellow-members in a manner consistent with the Mission of the Institute.
- Resignation and Readmission    2.13    A member (or company) may resign from the Institute by sending his/her or its written resignation to the Secretary together with the payment of any moneys due. A person (or company) who has so resigned may be re-admitted at the discretion of Council on payment of such fees as Council may decide.
- Expulsion                                      2.14    Should Council be of the opinion that the conduct of a person (or company) of any membership grade should become the subject of an inquiry, with a view to ascertaining whether in the interests of the Institute there are grounds for his/her or its expulsion, a special meeting of Council shall be convened to conduct such an inquiry and to take such steps as it may deem adequate. The quorum for the said meeting shall be six members of Council. The member whose expulsion is under consideration shall be entitled to attend with or without a legal adviser, for the purpose of giving an explanation of his/her conduct and being heard in answer to the charge(s) made against him/her. If Council does not find sufficient reason to suspend or expel the member, no entry of the inquiry shall be made in the Minutes. If Council is of the opinion that the issue is a minor case, it may warn, reprimand or suspend the member for not more than six months, the proceedings being minuted. Where Council finds good reason for suspending a member for more than six months, or for expelling him/her from the Institute on the grounds that he/she has, in its opinion, been guilty of dishonourable or improper conduct in any professional or other respect, and where 75% of the members of Council present concur in this decision, then Council shall inform the member concerned of

its decision to him/her in writing at his/her registered postal or electronic mail address, and notify all members accordingly.

- Termination 2.15 Membership of the Institute shall terminate at the death of the member, or in the case of a Patron member, or Company member, in the event of liquidation, or sequestration, of the Company.
- Appeals Policy Process 2.16 The President of SACI will set up an Appeals committee if a member appeals against his/her expulsion from SACI. The Appeals committee will consist of three SACI Council members and two members of other professional societies. The Appeals committee will consider appeals only on the grounds of procedural impropriety, unreasonable decision or sanction, or the presentation of further significant evidence that could not have been made available to the Council Disciplinary committee (see 2.14). The Appeals committee will have the power to make the final decision.
- Forfeiture of Rights 2.17 Cessation of membership of the Institute shall entail forfeiture of all right, title and interest or in funds, property and assets of the Institute, and right to participate in the Institute's affairs.
- Liability of Members 2.18 The liability of members for the debts and engagements of the Institute is limited to the amount of any unpaid subscriptions.
- Rules for PrChemSA 2.19 All sub-clauses 2.12 to 2.17 also apply to the PrChemSA designation. Further, the designation PrChemSA can be lost if the requisite number of CPD points is not maintained in an appropriate time frame (see Appendix 1)

### **3. The Council**

- Management 3.1 Subject to the Constitution and in conformity with the By-Laws, the management of the affairs of the Institute shall be vested in the Council. Council and members have no right in the property or assets of the Institute solely by virtue of being a member or office-bearer.
- 3.1.1 Council shall meet from time to time to conduct the affairs of the Institute.
- 3.1.2 At meetings of Council the quorum shall be six members.
- Composition of Council 3.2 Council shall consist of:
- 3.2.1 The Office Bearers, namely:
- 3.2.1.1 The President
- 3.2.1.2 The Vice-President
- 3.2.1.3 The Immediate Past-President
- 3.2.1.4 The Executive Secretary
- 3.2.1.5 The Executive Treasurer

	3.2.2	The Chairperson of each Division, provided that he/she is a Corporate (or Honorary) Member of the Institute; if he/she is not such Member, he/she may appoint a nominee who is, and who is also a Member of the Division Committee.
	3.2.3	The Chairperson of a Section operating in a geographical region, or his/her deputy, and who is a Corporate (or Honorary) Member of the Institute.
	3.2.4	Council may co-opt additional members to serve as Officers to discharge its functions, but they shall have no vote. Should Council deem it necessary, it can decide to set up one or more sub-committees, in order to facilitate the execution of specific tasks. A sub-committee must consist of at least three people. The sub-committee must report back regularly to Council on its activities.
Term of Office of Office Bearers	3.3	Members of Council shall each serve for a period of two years, from 1st July in the first year to 30th June in the third year.
Eligibility of Office Bearers	3.4	The Office Bearers of the Institute shall be Corporate (or Honorary) Members of the Institute in good standing. No Member shall be eligible for election as President or Vice-President unless he/she has served on Council for at least one year.
Election of Office Bearers	3.5	The Office Bearers for the ensuing year shall be elected in accordance with the By-Laws, by not later than 30th June each year. The new Office Bearers shall be announced and confirmed at the Council meeting held on a date in July, to be decided by Council each year, which will be followed by the Annual General Meeting, at which the new office bearers will be announced to the membership.
Vacancy among Office Bearers	3.6	Council shall have the power to fill any vacancy occurring among the Office Bearers.
Re-election of Office Bearers	3.7	The Office Bearers shall be eligible for re-election to the same or any other office, provided that no member shall be elected to the office of President for more than two consecutive terms.
Executive Committee	3.8	The Executive Committee of Council shall consist of the Office Bearers, together with such additional Council members as may be appointed to the Committee by Council.
	3.8.1	The quorum at meetings of the Executive Committee shall be three members.
	3.8.2	The Executive Committee shall act on behalf of Council in cases of emergency.
	3.8.3	Any action taken by the Executive Committee shall be reported to Council at its next meeting.
Secretariat	3.9	Council shall have power to appoint a Secretary and other officers and servants, and to remunerate them. Such Secretary,

officers and servants shall hold office during the pleasure of Council and they shall perform such duties as Council shall require. The Institute's income and property are not distributable to its members or office-bearers, except as reasonable compensation for services rendered.

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| Strategic Plan       | 3.10 | Council shall be responsible for developing a National Strategic Plan, which the Divisions shall have to execute within Sections according to well-designed Business Plans and proper Job Descriptions.  |
| Minutes              | 3.11 | Council shall cause Minutes to be kept of the proceedings of all meetings of Council, the Divisions, and the Sections.   |
| Publications         | 3.12 | Council shall have the power to publish journals and other matter as may be determined.  |
| Annual Subscriptions | 3.13 | Council shall have the power to levy, fix and amend annual subscriptions.  |
| Assets and Accounts  | 3.14 | All assets, property and funds of the Institute shall be held and registered in the name of the Institute. Council shall have the power to buy, sell, improve, manage, lease, mortgage or dispose of all or any property, movable or immovable; to raise, borrow and secure payment of money, and to accept donations in furtherance of the Institute's Mission. True accounts shall be kept of all moneys received and expended by the Institute and of the assets and liabilities of the Institute. Council shall have the power to open such banking accounts as it deems fit for the purpose of the Institute. The Executive Treasurer, or Treasurer engaged by Council, shall administer a Central Fund of the Institute in accordance with the directions of Council to whom he/she shall be responsible. The Central Fund of the Institute shall be applied, <i>inter alia</i> through allocation to the Divisions and/or Sections, to fulfil the Mission of the Institute. The Central Fund shall be maintained by a 25% contribution of all revenues earned by Divisions and/or Sections, and shall subsidize, if appropriate, to the same percentage all losses incurred by Divisions and/or Sections. |
- 3.13.1 SACI may not directly or indirectly distribute any profits, funds or assets to any person other than in the course of furthering its objectives.
  - 3.13.2 SACI is required to utilise substantially the whole of its funds for the sole or principal object for which it has been established.
  - 3.13.3 Substantially the whole of SACI's funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere;



Auditing of Accounts	3.15	The accounts of the Institute shall be audited at least once a year by an auditor who shall be appointed at each Annual General Meeting for the ensuing year. No member or officer of the Institute shall be eligible for the position of auditor. If any casual vacancy occurs in the office of auditor it shall be filled by Council.
Signatories	3.16	All documents and instruments required to be signed on behalf of the Institute shall be signed by persons duly authorized by a resolution of Council.
Annual Report and Accounts	3.17	Council shall submit at each Annual General Meeting an Annual Report on the affairs of the Institute, together with an audited Statement of Revenue and Expenditure and a Balance Sheet made up to the previous 30th April.
Indemnity	3.18	Each member of Council shall be accountable only in respect of his/her own acts and shall not be accountable for any acts done or authorized to which he/she shall not have expressly assented, and no member of Council shall incur any personal liability in respect of any loss or damage incurred through any act, matter or thing done, authorized or suffered by him/her, being done in good faith for the benefit of the Institute, although in excess of his/her legal power. The Institute shall be a public benefit organization capable of entering into contractual and other relations and of suing and being sued in its own name. It shall hold property apart from its own members and office-bearers.
Incorporation of Institutions	3.19	Council may, upon receipt of a request to that effect from any organization with objectives kindred to those of the Institute, arrange for the incorporation of such organization in the Institute on such terms and conditions as may be agreed upon, provided that any such incorporation shall be subject to sanction by a Special General Meeting of the Institute convened for that purpose.
Divisions	3.20	Council may, upon receipt of a written request signed by at least 25 Corporate Members, create at its discretion a Division of the Institute. The affairs of such a Division, and its cooperation with other Divisions or Sections in defined geographical regions shall be conducted in accordance with the Constitution and By-Laws and shall be subject to the control of Council.
Division Chairperson	3.20.1	A Division Chairperson shall <i>ex officio</i> represent the Division on Council subject to the requirements of Clause 3.2.2. of the Constitution. In addition, a Division Chairperson shall serve on a Section committee operating in the geographical region where he/she resides. If a Division has one or more geographical entity(ies), nominated Regional Managers shall represent that Division on the Section(s) in the respective geographical region(s).
Dissolution of a Division	3.20.2	Any Division may be dissolved:

	3.20.2.1	on a resolution of Council to that effect, provided that six months' notice of its intention is given by Council to such a Division.
	3.20.2.2	at the request of more than 50% of the members of a Division subject to approval by Council.
		In the event of a Division being dissolved, its affairs shall be wound up and its funds applied in such a manner as may be directed by Council.
Sections	3.20.3	A Section committee shall consist of the Chairpersons or Regional Managers of the Divisions operating in a geographical region as well as additional Corporate (or Honorary) Members of the Institute elected for specific portfolios not catered for by the Divisions. The Chairperson of a Section committee shall <i>ex officio</i> represent the Section on Council subject to the requirements of Clause 3.2.3 of the Constitution. Sections shall operate in close association with the Divisions or the geographical entities of Divisions according to Rules approved by the Council.
By-Laws	3.21	Council shall frame By-Laws, which shall be consistent with the provisions of the Constitution, for the conduct of the business and the management of the affairs of the Institute; such By-Laws may at any time be added to, repealed or amended by Council. All members shall be notified of such alterations and/or additions in a manner to be decided by Council.
Interpretation	3.22	In case of doubt as to the meaning of any portion of the Constitution and By-Laws the interpretation of Council shall be binding upon the members.
		<b>4. <u>Meetings of the Institute</u></b>
Meetings	4.1	Meetings of the Institute shall be held at such place and time as Council may decide. The Executive committee shall hold at least two ordinary meetings every year. Should the chairperson be absent during such a meeting, then members of the committee who are present shall elect a person from among themselves to chair that meeting.
Annual General Meetings	4.2	Annual General Meetings of the Institute shall be held on a date in July, to be decided by Council each year, to receive and consider the Annual Report of Council, the audited Revenue and Expenditure Account and Balance Sheet, and announcement of the membership of Council for the ensuing year, and to conduct such other business as Council may decide.
Special General Meetings	4.3	The chairperson of Council, or two members of Council, may at any time convene a Special General Meeting, provided 21 days' notice is given to members before the meeting is scheduled to take place. All members must be informed of the issues which will be discussed at such a meeting.

	4.3.1	Council shall convene a Special General Meeting within 21 days of the receipt of a written application. The quorum at such a meeting shall be no fewer than ten Corporate Members in good standing, provided such application specifies the objects for which the meeting is required.
Notices of Meetings	4.4	Notices convening Annual General and Special General Meetings shall be dispatched to members at their registered postal or electronic mail addresses not less than 21 days prior to the date decided for such meetings.
Voting	4.5	Only Corporate Members in good standing shall be entitled to vote.
Voting by Proxy	4.6	A Corporate Member unable to be present at a Special General Meeting may vote by proxy. The person appointed as proxy shall be a Corporate Member of the Institute in good standing and such appointment shall be made in writing to the Executive Secretary.
Amendments to Constitution	4.7	Should Council consider it expedient to propose any change to the Constitution in the way of addition, alteration, or repeal, or should no fewer than 20 Corporate Members express in writing a desire for such change, the same shall: (a) be considered at a Special General Meeting convened for that purpose, when it shall be necessary for the adoption of any amendment to the Constitution that not less than 67% of the votes cast shall be in the affirmative, or (b) if deemed desirable by Council, be submitted to all Corporate Members in good standing for decision by a postal or electronic ballot. For the adoption of the proposed amendment it shall be necessary that not less than 25% of the members entitled to vote cast their votes, and that not less than 67% of the votes cast be in favour of the amendment.
Dissolution	4.8	The Institute may be liquidated and its affairs wound up, or it may be amalgamated with any similar body, by a resolution submitted to and adopted at an Annual General or Special General Meeting, at which not less than 75% of the votes cast are in favour of such dissolution or amalgamation, subject to confirmation by a postal or electronic ballot, in which not less than 25% of the members entitled to vote cast their votes, and not less than 67% of the votes cast are in favour of the dissolution or amalgamation.
Disposal of Assets	4.8.1	On dissolution of the Institute, the remaining assets will be given or transferred to another organization with objectives similar to those of the Institute and which is itself exempt from income tax. In submitting the resolution to members, it shall be necessary to decide on the recipient to which any surplus assets after satisfaction of its debts shall be applied, and the voting in this connection shall be by postal or electronic ballot on the same basis as in 4.7(b).

