

The Companies Acts, 1963 to 1999

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
INCLUDING
RULES AND BY-LAWS
OF
Institiúid Ceimice na hÉireann
(THE INSTITUTE OF CHEMISTRY OF IRELAND)

Company Number 13183

Incorporated the 28th day of January, 1950

A Company Limited by Guarantee and not having Share Capital

22 APRIL 2010

No. 13183

CERTIFICATE OF INCORPORATION

I HERBY CERTIFY, that INSTITIÚID CEIMICE NA hÉIREANN (The Institute of Chemistry of Ireland) (the word 'Limited' being omitted by licence of the Minister for Industry and Commerce) is this day Incorporated under the Companies Acts, 1908 to 1924, and that the Company is Limited.

Given under my hand at Dublin, this Twenty-eight day of January, One Thousand Nine Hundred and Fifty.

W. BEATTIE

Clarathóir na gCumann gCó-Stuic
(Registrar of Joint Stock Companies)

Fees and Deed Stamps £9

Stamp Duty on Capital £ ____

THE COMPANIES ACTS, 1963 – 2009

A Company (No. 13183) Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION
OF
Institiúid Ceimice na hÉireann
(THE INSTITUTE OF CHEMISTRY OF IRELAND)

1. The name of the Company (hereinafter called ‘The Institute’) is ‘Institiúid Ceimice na hÉireann’ (The Institute of Chemistry of Ireland).
2. The Registered Office of the Institute shall be situate in Ireland.
3. The objects for which the Institute is established are –
 - (a) To promote the advancement and knowledge of Chemistry in all its branches, and with a view to the attainment of the above charitable object to exercise the powers conferred in subparagraphs (b) to (w) inclusive hereof –
 - (b) To promote the efficiency and usefulness of its Members to the public by setting up a high standard of professional and general educational knowledge and by enforcing the observance of strict rules of personal conduct as a condition of membership,
 - (c) To increase the confidence of the mercantile and general community in the employment of recognised Members of the Profession of Chemistry by admitting to the Institute such persons only as shall have satisfied the Council that they have a satisfactory knowledge of both the theory and practice of Chemistry,
 - (d) To protect the public by organising a body of Members of the Profession of Chemistry who may be consulted with confidence,
 - (e) To form an organisation immediately available for consultation by the Government,
 - (f) To promote honourable practice, to repress malpractice and to settle disputed points of practice and to decide all questions of professional usage and etiquette,
 - (g) To maintain the Profession of Chemistry in a proper status among the other learned and scientific professions,
 - (h) To encourage original research in Chemistry and to make grants of money, books, apparatus or other matters or things in connection therewith,
 - (i) To encourage the development of the natural resources of Ireland by the application of Chemistry,
 - (j) To represent the Profession of Chemistry in Ireland,
 - (k) To keep an Appointments Register,
 - (l) To petition the Government in the interests of the Profession of Chemistry in Ireland,

(m) To promote the professional interests of Members of the Profession of Chemistry in Ireland,

(n) To form a library of books, works or manuscripts on Chemistry or the applications thereof, or other subjects allied thereto,

(o) To arrange for the delivery of lectures and the holding of discussions on subjects of general and special interest to Members, and also for the exhibition of any new, improved or other apparatus for chemical research, or any new or other experiments illustrative of chemical laws or phenomena,

(p) To print and publish, and to sell, lend and distribute any communications made to the Institute, or any other papers, treatises or communications relating to Chemistry and any reports of the proceedings and accounts of the Institute, and for this purpose to cause translations to be made of any such papers, treatises, or communications as shall be in a foreign language, and to illustrate any of the publications,

(q) To establish and maintain a laboratory,

(r) To arrange for the holding of examinations in Chemistry,

(s) To publish a Register of Members,

(t) To establish and maintain a Benevolent Fund,

(u) To organise social and other such functions as may promote the interests of the Institute,

(v) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them, and

(w) To borrow or raise or secure the payment of money for the purposes of the Institute.

Provided that the Institute shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which, if an object of the Institute, would make it a Trade Union.

4. The income and property of the Institute whencesoever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by the way of profit to any person who is or has been a Member of the Institute, or to any person claiming through him, provided that nothing herein contained shall prevent the payment in good faith of reasonable or proper remuneration to any Officers or servants of the Institute or to any one although a Member of the Institute, for services rendered to the Institute, but so that no Member of the Council of the Institute shall be appointed to any salaried office of the Institute, or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any Member of such Council except repayment of out-of-pocket expenses and interest at the rate agreed beforehand on money lent or reasonable or proper rent for premises demised or let to the Institute, provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a Member of the Council may be a Member or any other company in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of the profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to the objects of the Company, such that there would be non compliance with the requirements of Section 24(1) (a) and (b) of the Companies Act 1963, as provided for in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously submitted and approved by the Registrar of Companies.
6. Clauses 4 and 5 of this Memorandum contain conditions on which a licence is granted by the Registrar of Companies to the Institute in pursuance of Section 24 of the Companies Act, 1963, or any statutory modification thereof for the time being in force.
7. The liability of the Members is limited.
8. Every Member of the Institute undertakes to contribute to the assets of the Institute in the event of its being wound up while he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Institute contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding one pound.
9. If upon the winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Institute, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Institute at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the foregoing provisions then to some charitable object.

WE the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

DENIS CROWLEY, 2 Newlands Estate, Clondalkin, Co. Dublin.
Assistant Lecturer, University College, Dublin.

WESLEY COCKER, Ardhaven, Raheny, Dublin.
Professor of Chemistry, T.C.D.

THOMAS DILLON, Ten New Line, Galway.
Professor of Chemistry, University College, Galway.

VINCENT C. BARRY, 23 Belgrave Road, Rathmines, Dublin.
Senior Research Fellow, Medical Research Council of Ireland.

DOROTHY HURLEY, 3 Greenfield Park, Donnybrook, Dublin.
Chemist, Mianrai, Teoranta.

J. G. BELTON, 10 Parnell Road, Harold's Cross, Dublin.
Junior Research Fellow, Medical Research Council of Ireland.

THOMAS G. BRADY, 7 Idrone Terrace, Blackrock.
University Lecturer.

MARTIN J. CRANLEY, 20 Cabra Road, Dublin.
Assistant, U.C.D.

FREDERICK T. RILEY, Strand Road, Baldoyle, Dublin.
University Lecturer.

T. S. WHEELER, 1 Crannagh Road, Dublin.
Professor of Chemistry, U.C.D.

GEORGE F. O'SULLIVAN, 6 Clifton Terrace, Monkstown, Co. Dublin.
Lecturer, University College, Dublin.

Dated the 7th day of November, 1949.

Witness to the above Signatures

G. MARTIN WHEELER,
39/42 Kildare Street,
Dublin.
Chartered Accountant.

THE COMPANIES ACTS, 1963 – 2009

A Company (No. 13183) Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION
OF
Institiúid Ceimice na hÉireann
(THE INSTITUTE OF CHEMISTRY OF IRELAND)

INTRODUCTION

1. The Company (hereinafter called the Institute) is established for the purposes expressed in the Memorandum of Association.
2. These Articles shall be construed with reference to the provisions of the Companies Act, 1963, or any statutory modification thereof for the time being in force, unless the contrary intention appears, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

Any words importing the masculine gender only shall include the feminine gender.

Any words importing the singular number only shall include the plural number, and *vice versa*.

Where appropriate the terms ‘member’ and ‘membership’ shall include members and membership of both Corporate and Associate classes.

Where appropriate, words importing persons shall include corporations and firms and other unincorporated bodies and associations.

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 visible form.

Any reference to the making of a Rule, Regulation or By-Law shall include a reference to the amending of a Rule, Regulation or By-Law already made.

Any words and terms which may be defined by these Articles of Association shall, unless the context otherwise requires, have a corresponding meaning in the Rules, Regulations and By-Laws of the Institute.

Headings are inserted for convenience only and shall not affect the meaning of these Articles of Association, or of any Rules, Regulations or By-Laws of the Institute.

3. The number of Members of the Institute is declared to be unlimited.

M E M B E R S H I P

CLASSES OF MEMBERSHIP
AND THOSE ASSOCIATED WITH THE INSTITUTE

HONORARY FELLOWS

4. (1) The Council may, subject to Article 10 elect as Honorary Fellows a number of distinguished persons of international repute in Chemistry, provided that at no time shall there be more than ten such Honorary Fellows.
- (2) The main body of Corporate Members of the Institute shall be composed of Fellows, Ordinary Members and Licentiates who have complied with the following conditions –

FELLOWS

(a) Fellows shall have –

- (i) A first or second class honours Degree or a higher Degree recognised by the Institute having Chemistry or a branch of Chemistry as a major subject, or an equivalent qualification recognised by the Institute, and
- (ii) At least ten years practice in a professional capacity in any branch of Chemistry approved by the Institute.

ORDINARY MEMBERS

(b) Ordinary Members shall have –

- (i) A first or second class honours Degree or a higher Degree recognised by the Institute having Chemistry or a branch of Chemistry as a major subject, or an equivalent qualification recognised by the Institute, and
- (ii) At least three years practice in a professional capacity in any branch of Chemistry approved by the Institute.
- (iii) The Council may also admit as Ordinary Members persons who have been Licentiates for at least seven years and who present a dissertation on a topic related to their chemical experience approved by the Council of the Institute. This dissertation shall be adjudicated upon by an examination board composed of the appropriate experts who shall interview the applicant. The board shall advise the Council if the applicant's knowledge and experience compensates for all or part of the requirements for membership under subparagraphs 2(b)(i) and 2(b)(ii) of this Article.

LICENTIATES

(c) Licentiates shall have –

- (i) A third class honours, pass or general Degree recognised by the Institute with Chemistry or a branch of Chemistry to Degree standard, or an equivalent qualification recognised by the Institute, and
- (ii) At least two years practice at a level satisfactory to the Institute in any branch of Chemistry approved by the Institute.

(3) There shall be associated with the Institute subject to the general provisions of these Articles and such further conditions as set out in By-Laws –

GRADUATE MEMBERS

(a) Graduate Members: that is, graduates who hold a primary Degree in Chemistry, or a branch of Chemistry, recognised by the Institute, or an equivalent qualification in the Chemical Sciences, recognised by the Institute,

TECHNICIAN MEMBERS

(c) Technician Members: that is technicians who have complied with the following conditions

(i) Hold The National Certificate in Science (Applied Chemistry), or an equivalent qualification recognised by the Institute, and

(ii) Have followed courses of instruction or taken such examinations as may from time to time be recognised by the Institute, and

(iii) Have at least one year's practice in an approved laboratory,

ASSOCIATE MEMBERS

(c) Associate Members: that it –

(i) Students preparing themselves by suitable study to qualify for Ordinary Membership, Licentiatehip or Technician Membership of the Institute, or

(ii) Persons who have an interest in Chemistry and wish to become associated with the Institute, and

COMPANY MEMBERS

(d) Company Members: that is Companies who have a *bona fide* connection with Chemistry, and are involved in the Chemical or allied industries, or are otherwise associated with the profession of Chemistry.

5. (1) Wherever the term Member is herein used without qualification it shall be taken as applying to Honorary Fellows, Fellows, Ordinary Members and Licentiates irrespective of class. Wherever a distinction is required the terms Honorary Fellow, Fellow, Ordinary Member and Licentiate as employed.

(2) Wherever the term Associate is herein used without qualification it shall be taken as applying to Graduate Members, Technician Members, Associate Members and Company Members irrespective of class. Wherever a distinction is required the terms Graduate Member, Technician Member, Associate Member and Company Member are employed.
6. (1) Honorary Fellows, Fellows, Ordinary Members and Licentiates only shall be regarded as Members for all purposes with respect to which the rights of Members are governed by the Companies Act, 1963, or any statutory modification thereof for the time being in force, except that Licentiates shall not have the right to vote on any Resolution amending or altering the Articles of Association nor shall they be eligible for election to Council under Provisions of Article 32 of these Articles and the names of such Honorary Fellows, Fellows, Ordinary

Members and Licentiates only shall be entered in the Register to be kept in pursuance of Section 116 of that Act.

(2) Graduate Members, Technician Members, Associate Members and Company Members shall have no rights other than those provided for under those Articles and further elaborated in By-Laws prepared by Council and approved by the Institute in general meetings.

(3) No Member shall be entitled by virtue of his membership to any privileges other than those which, by these Articles or by statute, attach to the specific class of membership of the Institute to which he belongs.

(4) No Associate shall be entitled by virtue of his membership to any privileges other than those which, by these Articles or by the Rules and By-Laws, attach to the Specific class of membership of the Institute to which he belongs.

(5) The rights and privileges of every Member and Associate shall be personal to himself, and shall not be transferable to transmissible by his own act, or by operation of law.

7. Subject to the provisions of these Articles and of the Rules, Regulations and By-Laws of the Institute, except where otherwise stated, all Members and Associates of the Institute shall be entitled to the same privileges and services and to participate equally in the activities of the Institute.
8. Subject to such regulations and on payment of such fees as the Council may from time to time prescribe, the Council may issue to any Member or Associate a certificate showing the class to which he belongs. Every such certificate shall remain the property of, and shall on demand be returned to, the Institute. Every such certificate, if purporting to confer any status or qualification beyond the mere status of membership, either with or without a statement of the class of membership of the Member or Associate to whom it relates shall contain on its face a statement to the effect that it is not issued under or by virtue of any statutory or Government sanction or authority, but by the authority of the Institute only.

TERMS, TITLES AND ABBREVIATES TITLES

9. (1) For the purpose of classification –
 - (a) Honorary Fellows, Fellows and Ordinary Members shall be termed Full Professional Chemists, and together with Licentiates these shall be the Corporate Members, that is the Professional Members of the Institute, and
 - (b) Graduate Members, Technician Members, Associate Members and Company Members shall be the Associates of the Institute.

Official Terms in Irish are given in the First Schedule.

(2) The authorised titles and designatory letters of the Members and Associates of the Institute shall be –

Honorary Fellow of the Institute of Chemistry of Ireland (HonFICI),
Fellow of the Institute of Chemistry of Ireland (FICI),
Member (Ordinary Member) of the Institute of Chemistry of Ireland (MICI),
Licentiate of the Institute of Chemistry of Ireland (LICI),
Graduate Member of the Institute of Chemistry of Ireland (GradICI),

Technician Member of the Institute of Chemistry of Ireland (TechICI),
Associate Member of the Institute of Chemistry of Ireland, and
Company Member of the Institute of Chemistry of Ireland.

Authorised titles in Irish, of the Members and Associates of the Institute, are given in the First Schedule.

ELECTION OF NEW MEMBERS AND ASSOCIATES

10. Elections of Honorary Fellows shall take place at the Annual General Meeting of the Institute. All names submitted for election at this Meeting shall have been previously submitted to and approved by the Council and the decision shall have been confirmed at a second Meeting of the Council.
11. (1) Application for membership of any class shall be made in such manner and on such a form as the Council may prescribe.

(2) A candidate for election shall be proposed and supported as provided hereunder, from personal knowledge and in writing where –
 - (a) Any person desirous of election as a Fellow shall be proposed by two Fellows,
 - (b) Any person desirous of election as an Ordinary Member shall be proposed by two Members who are Ordinary Members or Fellows, and
 - (c) Any person desirous of election as a Licentiate shall be proposed by two Members one of whom shall be an Ordinary Member or Fellow.
(3) The proposal and election of Associates shall be subject to the conditions set out in the appropriate By-Laws.
12. The admission of any Member or Associate shall be decided by the Council by ballot at a Meeting of the Council. To secure admission the proposal must be passed by a majority of at least two-thirds of those Council Members present and voting. No record shall be made in the Minutes of the Meeting of the name of any person who fails to secure admission.
13. (1) Each applicant for admission shall sign a Form of Obligation as given in the Second Schedule, and send it to the Honorary Secretary, the Registrar, or some other Officer nominated by Council, and signature of this declaration shall record the applicant's acquiescence in all the Rules, Regulations and Laws of the Institute and pledge him to their due observance, should he be elected to the class of membership for which he qualifies.

(2) Every Member and Associate who is elected shall be informed of his election and be sent a copy of the Memorandum and Articles of Association together with a copy of the Rules and By-Laws of the Institute.
14. A candidate for transfer from one class of membership to another shall be proposed and supported for the new class in the same manner as prescribed in Articles 11 and 12, or in the appropriate By-Laws. Proposals for transfer shall be submitted to the Council in such form as the Council shall prescribe, and the transfer shall be determined by means of a ballot carried out under the conditions prescribed for the election of new Members or Associates in Article 12. No record shall be made in the Minutes of the name of a person not transferred. Every candidate who is transferred shall be informed of his transfer by the Honorary Secretary, the Registrar, or some other Officer nominated by Council.

15. The Council shall from time to time present at the General Meetings of the Institute or publish otherwise the names of candidates who have been elected or transferred to each class.

EXAMINATIONS

16. The Council may at any time cause examinations to be held for the purpose of testing the qualifications of candidates for election or transfer. The Council shall define the subjects to be comprised in such examinations and shall fix the fees to be paid or deposited by the candidates.
17. The Council may at any time cause examinations to be held for the purpose of testing the proficiency and knowledge of persons who so desire the application of Chemistry. The Council may grant certificates on the results of such examinations and shall fix the fees to be paid or deposited in respect thereof provided that such certificates shall contain on the face a statement to the effect set forth in Article 8.
18. The Council shall be empowered, subject to Clause 4 of the Memorandum, to remunerate the examiners appointed under the two preceding Articles 16 and 17, out of the general funds of the Institute.

ENTRANCE FEES, TRANSFER FEES, ANNUAL SUBSCRIPTIONS AND LIFE COMPOSITION FEES

19. Honorary Fellows shall not be liable to pay any entrance fee or annual or other subscription.
20. (1) The entrance fees, transfer fees, annual subscriptions and life composition fees of all other classes of membership, and those associated with the Institute except Company Members, shall be such as the Council may from time to time determine with the sanction of General Meetings.

(2) The entrance fee and annual subscription for Company Members shall be fixed at regular intervals by the Council.
21. An application for election to any class of membership of the Institute or for transfer to a different class shall be accompanied by the appropriate fees, namely the full annual subscription or subscription difference, plus the entrance fee or transfer fee. The annual subscription paid by Members or Associates elected after 1st September in any year shall suffice also for the following year. Members or Associates transferring to a different class of membership after the 1st September in any year shall not be charged the subscription difference for that year.
22. The annual subscription shall be due on the 1st day of January in each year for the year then beginning.
23. The annual subscription of any Fellow or Ordinary Member may with the consent of Council, be compounded by the payment of a sum amounting to ten times the current annual subscription for the appropriate class. On transfer to the class of Fellow an Ordinary Member who has compounded shall pay together with the transfer fee an additional sum amounting to ten times the difference between the current annual subscription for membership and that for fellowship, or an annual subscription equal to the difference between the current annual subscription for membership and that for fellowship. During the life of any Fellow or Ordinary Member who has compounded for his annual subscription, the sum or sums paid by him in composition shall be kept invested and the interest thereon alone shall be appropriated

24. The Council may in any special case, where in their opinion it is desirable to do so, waive the entrance fee, reduce or remit the annual subscription or life composition fee, or the arrears of annual subscriptions, of any Member or Associate.
25. No Member or Associate shall be entitled to any publications or other privileges of membership of the Institute if his subscription be six calendar months or more in arrears.
26. If any Member or Associate fails to pay his subscription within six calendar months of its becoming due from him, the Honorary Treasurer, the Assistant Honorary Treasurer, or some other authorised Member of Council shall serve him with notice that he is in arrears, and in the event of non-payment within nine calendar months from the date at which the subscription became due, his name may be removed from the Register of the Institute by a resolution of the Council to that effect.
27. Any Member or Associate may resign from membership of the Institute, after returning to the Registered Office his membership certificate and all books or other property of the Institute in his custody, by delivering to the Registered Office a notice in writing signed by himself, stating that he resigns his membership of the Institute, and he shall thereupon cease to be a Member or Associate.
28. Any Member or Associate who shall retire or be expelled from or shall otherwise cease to be a Member of the Institute, shall remain liable for the payment of all monies due from him at the date of his retirement, expulsion or cessation of membership.
29. The Council may re-admit to membership in the class to which he formerly belonged any person whose membership has terminated, provided he satisfies the Council that he is worthy of re-admission and pays such amounts in respect of entrance fee or arrears of subscription as the Council may determine.

SUSPENSION AND EXPULSION

30. The Council may suspend from membership for a period not exceeding two years, or expel from the Institute altogether, any Member or Associate –
 - (a) Who is convicted of a felony or any other criminal offence, or
 - (b) Who is found guilty of fraud or dishonesty, or
 - (c) Who is adjudicated bankrupt, or
 - (d) Who is shown to have flagrantly or persistently failed to observe the Rules, Regulations and Laws of the Institute, or
 - (e) Who is held in the opinion of Council to be guilty of any act or default discreditable to the Profession of Chemistry, or
 - (f) Who is held in the opinion of Council to have engaged in conduct prejudicial to the interest of the Institute, or
 - (g) Who is held in the opinion of Council to have engaged in any activity which is inconsistent with his remaining a Member or Associate of the Institute, or

(h) Who is placed under care compulsorily for the treatment of mental disorder, but in this case only if the Council is satisfied that such suspension or expulsion is essential in order to safeguard the reputation of the Institute.

31. (1) A resolution for the suspension or expulsion of any Member or Associate as provided for in Article 30, shall be passed by a vote of three-fourths majority of the Council (and a minimum of six votes), but such Member or Associate shall be allowed to submit a defence to Council before suspension or expulsion. In such circumstances, a Member or Associate shall have the right to be accompanied by one or more persons to give him such professional or other assistance as he may require. Further, a Corporate Member so suspended or expelled, shall have the right of appeal to an Extraordinary General Meeting which the Honorary Secretary shall call on receipt of a written request to do so from such a Member.

(2) Any Member or Associate who is expelled shall on demand return to the Institute his certificate of membership and he shall cease to use the title and designatory letters if any, which he was previously entitled to use under Article 9.

(3) The Council may determine at its sole discretion, whether or not a statement concerning the suspension or expulsion of any member shall be issued in any Publication of the Institute, and whether or not any announcement shall be made in the public interest.

(4) A resolution for the suspension or expulsion of a Member or Associate may be modified or withdrawn by the Council.

THE COUNCIL

CONSTITUTION OF THE COUNCIL

32. The Institute shall be governed by a Council which shall consist of –

the President,
the Vice-President,
the Immediate Past President (when available),
the Honorary Secretary,
the Honorary Treasurer,
the Assistant Honorary Secretary,
the Assistant Honorary Treasurer,
the Registrar,
the Editor,
the European Representative,
the International Representative,
six Ordinary Members of Council,
one Member from each Local Section of the Institute, and
not more than three Additional Members.

33. (1) The President, Vice-President, Honorary Secretary, Honorary Treasurer and three of the Ordinary Members of Council referred to in Article 32 shall be elected at each Annual General Meeting from among the eligible Members. Election shall be by Postal Ballot, each Member being entitled to one vote subject to Article 6(1).

(2) The Assistant Honorary Secretary, Assistant Honorary Treasurer, Registrar, Editor, European Representative and International Representative, shall be appointed by Council.

(3) The Members of each Local Section shall be co-opted to Council or elected as provided for in By-Laws for Local Sections.

(4) Up to three Additional Members may be co-opted by Council.

34. (1) The President and Vice-President shall be elected from Fellows of the Institute. No person shall hold the office of President for more than two consecutive years.

(2) The Honorary Secretary and Honorary Treasurer shall hold office for one year from the date of their election. On retirement they shall be eligible for re-election.

(3) Each year three of the Ordinary Members of Council shall retire and shall be ineligible for election in a similar capacity until one year has elapsed. The Members to retire shall be those having the longest unbroken service as Ordinary Members of Council. In cases of equal service, the Members to retire shall, when necessary, be decided by lot.

(4) Officers appointed to the Council as provided for by Article 33(2) shall retire at the next Annual General Meeting. On retirement they shall be eligible for re-appointment.

(5) Members of Local Sections co-opted or elected to the Council as provided for by Article 33(3) shall retire at the next Annual General Meeting. On retirement they shall be eligible for re-co-option or re-election.

(6) Additional Members co-opted to the Council as provided for by Article 33(4) shall retire at the next Annual General Meeting but shall be eligible for re-co-option or election as Ordinary Members of Council.

35. The Council may fill any casual vacancy by co-option, and a Member co-opted to fill a casual vacancy on Council shall retain his office or membership of Council only for as long as the vacating Member would have done if no vacancy had occurred. Such a Member shall be eligible for election to Council on retirement.

POWERS, PROCEEDINGS AND DUTIES OF THE COUNCIL

36. (1) The Council shall arrange for the holding of such ordinary Meetings and other functions, and for the issuing of such publications as in their judgement shall best carry out the objects of the Institute.

(2) The Council shall have power to –

(a) Make the arrangements for the taking of the Postal Ballot as provided for in Article 33(1),

(b) Fill any casual vacancies by co-option as provided for in Article 35,

(c) Appoint an Assistant Honorary Secretary, Assistant Honorary Treasurer, Registrar and Editor to Council as provided for in Article 33(2),

(d) Co-opt one Member from each Local Section to Council, when necessary, as provided for in Article 33(3),

(e) Co-opt up to three Additional Members to Council as provided for in Article 33(4),

(f) Appoint Sub-Committees and Officers for special duties, with powers to be defined at the time of their appointment, and

(g) Make By-Laws, Rules and Regulations not in conflict with this Constitution, provided that no By-Law Rule or Regulation shall be made under this power which would amount to such an addition to or alteration of these articles as could only legally be made by a Special Resolution passed as provided for under Article 66.

37. All By-Laws and Rules made by the Council shall be circulated to Members within 60 days of the date on which they are made.
38. The Council shall meet as often as the business of the Institute may require, and at every meeting of the Council four shall constitute a quorum. The President or the Vice-President or any three Members of the Council may demand a meeting of the Council, and the Honorary Secretary shall, on the request of such Officer or Officers or Members convene a meeting.
39. The President shall preside at all meetings of the Council or in his absence the Vice-President, or if neither be present, a Member chosen by the Members present shall preside.
40. At any meeting of the Council each Member of the Council present shall, save as hereinafter mentioned, have one vote. Excepting as specified in Articles 12 and 31(1), a majority of one shall decide. In case of equality of votes the Chairman shall have a casting vote in addition to his personal vote. Voting shall be by ballot if any two members present so demand.
41. Any Member of the Council who shall be personally concerned in a question under consideration shall retire during the discussion and determination of same.
42. The Council may appoint Sub-Committees chosen from its own body and Sub-Committees consisting of Members of the Council and Members of the Institute and others, with such powers as the Council may prescribe.
43. The Council shall cause minutes to be made in books provided for the purpose of –
 - (a) The names of the Council Members present at each meeting of the Council,
 - (b) All appointments of Sub-Committees and Officers made by the Council, and
 - (c) All proceedings and Resolutions made at all meetings of the Council and at all General Meetings of the Institute.
44. The Council shall, at the Annual General Meeting, present to the Institute a Report on the financial and other affairs of the Institute, and on the proceedings of the Institute generally during the previous year.
45. No article shall be construed as empowering the Council to act contrary to a majority decision of an Annual or Extraordinary General Meeting on any matter of which due notice has been given, whether or not such a matter is ordinarily managed by the Council. The Council may, however, by convening a meeting for the purpose, require such a decision to be confirmed by an Extraordinary General Meeting, and in default of confirmation by a duly summoned meeting, the original decision shall be deemed void.
46. The Council may arrange for the participation, union, alliance, or incorporation of any Society with the Institute, provided that such participation, union, alliance or incorporation shall be sanctioned by the Institute in General Meeting.

LOCAL SECTIONS

47. The Council may, at its discretion, upon receipt of a request to that effect from not less than five Members of the Institute in any district, create a Local Section in such district to further the objects of the Institute by holding meetings or otherwise.
48. Each Local Section shall be constituted and its affairs shall be carried out in accordance with the By-Laws made from time to time by the Council.
49. The Council shall have power to dissolve a Local Section –
 - (a) If it shall appear that the further continuance of the Section is not conducive to the interests of the Institute, or
 - (b) If, at a specially convened meeting of a Section, three-fourths of the Members of the Section present and voting vote in favour of a resolution that it is desirable that the Section shall be dissolved.

DUTIES OF THE HONORARY SECRETARY AND OF THE SECRETARY

50. The Council may appoint a paid Secretary and a paid Librarian and such other Officers as may appear necessary for the proper conduct of the Institute, and such Officers shall be under the direction of the Honorary Secretary.
51. Subject to the direction of the Council, it shall be the duty of the Honorary Secretary to conduct the correspondence of the Institute. He shall also engage, subject to the approval of the Council, and be responsible for, all persons employed under him, and shall generally conduct the business of the Institute under the direction of the Council. He may with the consent of Council delegate any of his duties to the Assistant Honorary Secretary should one be appointed, or any other Member of Council.
52. (1) The paid Secretary (herein called the Secretary) shall assist the Honorary Secretary, and the Honorary Secretary may delegate to the Secretary such of the duties assigned to himself as he may deem expedient, except that all Meetings shall be called in the name of the Honorary Secretary, and except that any duties in connection with the Common Seal and the signing of diplomas which may devolve upon the Honorary Secretary may not be delegated except by the authority of the Council previously given.

(2) The Secretary shall, when directed, attend all Council Meetings and other Meetings of the Institute but he shall not have the right to vote. He shall, when directed, take the minutes of the proceedings of such Meetings and read all minutes and communications that may be ordered to be read. He shall perform such duties on behalf of the Honorary Treasurer as may be required in the keeping of accounts and collecting subscriptions and other amounts due to the Institute.
53. The Council shall pay to the Secretary, to the Librarian, and to the clerks and servants of the Institute such salaries, wages or remuneration as the Council shall from time to time think proper, and the Council shall make such provision for and grant such pensions to the Secretary, to the Librarian, and to clerks and servants after their retirement from the service of the Institute as the Council may think proper.

GENERAL MEETINGS

PROCEEDINGS AT GENERAL MEETINGS

54. An Annual General Meeting of the Institute shall be held in April of each year for the purpose of receiving the reports of the Honorary Secretary and Honorary Treasurer, for the election of Council for the ensuing year and for any other business of which due notice shall have been given.
55. Nominations for election to the Council on the prescribed form referred to in Article 62(a) must be sent so as to reach the Honorary Secretary twenty-eight days before the date of the Annual General Meeting. Candidates for the various posts on the Council must be proposed and seconded by Members of the Institute and must indicate on the form of nomination that they are willing to act if elected.
56. The above Meetings shall be termed Annual General Meetings and all other General Meetings of the Institute shall be termed Extraordinary General Meetings. All General Meetings of the Institute shall be held in the State.
57. An Extraordinary General Meeting of the Institute may be called by the Council for a specific purpose at any time. An Extraordinary General Meeting of the Institute must be called within one month upon the presentation to the Honorary Secretary of a requisition signed by not less than ten Members and stating the business for which the Meeting is to be called.
58. The President shall preside as Chairman at every General Meeting of the Institute, but if at any meeting he shall not be present within half an hour after the time appointed for holding the same, or shall be unwilling to preside, the Vice-President shall preside, but if at any meeting he shall not be present within half an hour after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some Member among them to preside.
59. If within half an hour after the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
60. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, 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. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
61. The quorum of any Annual or Extraordinary General Meeting shall be ten of those persons entitled to be present and vote thereat. If during a Meeting a quorum ceases to be present the Chairman shall declare the Meeting adjourned. Nothing in this Article shall invalidate any decisions reached while a quorum was present.
62. Subject to Sections 133 and 141 of the Companies Act, 1963, or any statutory modification thereof for the time being in force,
 - (a) At least forty-two days before the date fixed for the Annual General Meeting, the Honorary Secretary shall advise each Member of the date thereof and shall enclose with such notice a Form of Nomination to the Council as drawn up by the Council. In calling for nominations for election to the Council, the Honorary Secretary shall indicate the choice of

the Council for the offices of President and Vice-President, but such choice shall not preclude the nomination of other candidates, and

(b) At least twenty-one days before the date fixed for a General Meeting called for the passing of a Special Resolution, and at least fourteen days before the date fixed for a General Meeting (other than an Annual General Meeting or a Meeting for the passing of a Special Resolution), the Honorary Secretary shall advise each Member of the date thereof.

63. The accidental omission to give notice of any Meeting to, or the non-receipt of notice of any Meeting by, any Member or Associate of any class shall not invalidate the Meeting, but in the event of dislocation of the postal services or other incident resulting in the loss or late delivery of a substantial number of notices Council shall decide whether or not the notice should be cancelled and a Meeting on a later date arranged.
64. The Council may at any time summon a Meeting of Members with the object of discussing informally the affairs of the Institute but no motion made or vote taken at such a Meeting shall bind the Council in any way.
65. In addition to the Meetings specified in Articles 54, 57 and 64, the Council may at its discretion arrange for Public Meetings to be held for the dissemination of chemical knowledge by means of lectures and otherwise for the discussion of chemical and allied subjects, and the Council shall determine the conditions of admission to such Meetings, and the manner in which they shall be conducted.
66. Subject to Sections 9 and 15 of the Companies Act, 1963, or any statutory modification thereof for the time being in force, alterations or additions to the Memorandum and Articles of Association can only be made by Special Resolution at a General Meeting of the Institute called for that purpose and for which due notice has been given.
67. A resolution shall be a Special Resolution when it has been passed by not less than three-fourths of the votes cast by such Members as, being entitled to do so, vote in person, or by proxy at a General Meeting of which not less than twenty-one days notice specifying the intention to propose the resolution as a Special Resolution has been duly given. The terms of any resolution (whether Special or otherwise) before a General Meeting may be amended by Ordinary Resolution moved at the meeting provided that the terms of the resolution as amended will still be such that adequate notice of the intention to pass the same can be deemed to have been given.

VOTES OF MEMBERS

68. Votes may be given at all Annual or Extraordinary General Meetings either personally or by proxy. In the case of a show of hands every Member of any class present in person and entitled to vote at such Meeting shall have one vote. In case of a poll, every Member of any class present in person or by proxy and entitled to vote at such Meeting shall have one vote.
69. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that court, and in case of a poll any such committee, receiver, guardian, or other person may vote by proxy.
70. No member shall be entitled to vote at any General Meeting unless all monies immediately payable by him to the Institute have been paid.

71. (1) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded –
- (a) By the Chairman, or
- (b) By at least three Members present in person or by proxy, or
- (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- (2) Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
72. Subject to the provisions of the following Article 73, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and such manner, as the Chairman of the meeting shall direct, and either immediately or after an interval or on adjournment, and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded. The fact that a poll has been demanded shall not prevent the continuance of the Meeting for the transaction of any business other than the question on which a poll has been demanded. A demand for a poll may be withdrawn.
73. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
74. In the case of an equality of votes the Chairman of the Meeting shall both on a show of hands and at a poll have a casting vote in addition to his personal vote.
75. No person shall be appointed a proxy who is not entitled to vote at a Meeting for which the proxy is given.
76. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in writing under the hand of the Appointer or his Attorney duly witnessed, and whether given for a specified Meeting or otherwise shall as nearly as circumstances will admit be in the form or to the effect given in the Form of Proxy in the Third Schedule.
77. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or official copy thereof shall be deposited at the Registered Office of the Institute not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of six months from the date of its execution.
78. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at Registered Office of the Institute before the commencement of the meeting or adjourned meeting at which the proxy is used.

NOTICES

79. No Member or Associate of any class, not having in the Register of the Institute an address in Ireland, shall be entitled to receive any notice or other document for which provision is made in these Articles or in the By-Laws and Rules of the Institute, and all proceedings may be had and taken without giving notice to such person in the same manner as if he had received due notice.
80. A notice or other document may be served by the Council or by the Honorary Secretary of the Institute upon any Member or Associate of any class either personally or by sending it prepaid through the post addressed to such person, at his address, as registered in the books of the Institute.
81. Where a notice or other document is sent by post service of the notice or document shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice or document and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

REPORTS AND PUBLICATIONS

82. No report of the proceedings at any Meeting of the Institute or of the Local Sections shall be taken or published except with the consent of the Council previously obtained.
83. Every report presented or lecture delivered to the Institute and accepted for reading or publication in full or in abstract and every paper read before the Institute or a Local Section and the copyright thereof shall be the property of the Institute. The Council in such cases as it may think fit, shall have power to release or surrender its right in respect of any such paper or copyright thereof. The right of publishing all such reports and the reports of the proceedings and discussions at Meetings of the Institute and of the Local Sections shall be reserved to the Council which may, as it thinks fit, give its consent to publication.
84. The Council shall determine the form and frequency of all publications of the Institute. The copyright of all original papers and communications thus published shall vest with the Institute. The Institute shall, however, not refuse any reasonable request to reproduce an article elsewhere in whole or in part.
85. The Council may arrange for the publication, in any manner which they may deem advisable, of such papers, documents, and publications as are considered by the Council to be likely to advance a knowledge of Chemistry and otherwise further the objects of the Institute.
86. The Council shall prescribe such Rules and Regulations in reference to the Library, and the inspection thereof, as to them may seem reasonable, and generally they shall do everything and execute all such instruments as may be necessary in the judgement of the Council for giving full and complete effect to any Trust Deeds affecting the Library.
87. The Council shall arrange for an Appointments Register to be kept of Members who are eligible for appointments and a Register of appointments vacant. The fees and conditions for registration shall be fixed by the Council and shall be made known from time to time in the publications of the Institute or otherwise.

PROPERTY AND FINANCE

88. The Council shall direct and manage the affairs and property of the Institute in accordance with the Memorandum and Articles of Association from time to time in force, and may exercise all such powers of the Institute as may be exercised by the Institute, and which are not hereby or by the Companies Act, 1963, or any statutory modification thereof for the time being in force, required to be exercised by the Institute in General Meeting.
89. The Council shall cause to be kept proper and sufficient accounts of the capital, funds, receipts and expenditure of the Institute, so that the true financial state and condition of the Institute may be at all times exhibited by such accounts. Such accounts shall be kept at the Registered Office, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Institute in General Meeting, the same shall be open to the inspection of the Members at all times during the usual business hours.
90. All outgoing cheques shall be signed by the Treasurer and one other Member of the Council, or by any two Members of the Council who may be appointed by the Council.
91. The Council shall have power to keep a proper working balance on current account at their bankers, and if it think fit to keep also monies on deposit account. All the monies of the Institute not so kept to meet the current expenditure of the Institute shall be invested in any of the Public Funds or Government Securities, or on Security of Rates of any Municipal Corporation, or upon Real Securities, or in the purchase of Freehold or Leasehold Hereditaments in Ireland, or in any mode in which Trustees are or shall be by law, in the absence of special direction authorised to invest trust monies under their control. Such investments may be held in the name of three Trustees to be appointed by the Council. In the event of the death of or resignation of any or all of the Trustees the Council shall forthwith proceed to the appointment of a new Trustee or Trustees in their place.
92. The Council may exercise all the powers of the Institute to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Institute or of any third party.
93. The financial year of the Institute shall end on the 31st day of December in each year and the accounts of the Institute shall be made up each year to that date, and, after having been approved by the Council and examined and the correctness thereof ascertained by the Auditor or Auditors, shall be laid before the Annual General Meeting next following.
94. The appointment, powers, and duties of the Auditor or Auditors shall be regulated in accordance with Sections 160 to 163 of the Companies Act, 1963, or any statutory modification thereof for the time being in force.
95. The Members of the Council, the Secretary and other Officers for the time being of the Institute shall be indemnified out of the funds and property of the Institute from and against all expenses and liabilities lawfully incurred by them on behalf of the Institute.
96. Each Member of the Council shall be accountable in respect of his own acts only, and shall not be accountable for any acts done or authorised to which he shall not have expressly assented.
97. No Member of the Council shall incur any personal liability in respect of any loss or damage incurred through any act, matter, or thing done, authorised, or suffered by him, being done in good faith for the benefit of the Institute, although in excess of his legal powers.

COMMON SEAL

98. The Council may provide a Common Seal of the Institute, and make Rules for the safe custody and for the use thereof, and it shall never be used except by the authority of the Council previously given, and every instrument to which the Seal is affixed shall be signed by the President or some other nominated Member of Council and shall be countersigned by the Honorary Secretary or some other nominated Member of Council or some other person appointed by Council for the purpose.
99. The Institute, acting by the Council, may exercise all the powers given by Section 41 of the Companies Act, 1963, or any statutory modification thereof for the time being in force.

DISSOLUTION

100. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

DENIS CROWLEY, 2 Newlands Estate, Clondalkin, Co. Dublin.
Assistant Lecturer, University College, Dublin.

WESLEY COCKER, Ardhaven, Raheny, Dublin.
Professor of Chemistry, T.C.D.

THOMAS DILLON, Ten New Line, Galway.
Professor of Chemistry, University College, Galway.

VINCENT C. BARRY, 23 Belgrave Road, Rathmines, Dublin.
Senior Research Fellow, Medical Research Council of Ireland.

DOROTHY HURLEY, 3 Greenfield Park, Donnybrook, Dublin.
Chemist, Mianrai, Teoranta.

J. G. BELTON, 10 Parnell Road, Harold's Cross, Dublin.
Junior Research Fellow, Medical Research Council of Ireland.

THOMAS G. BRADY, 7 Idrone Terrace, Blackrock.
University Lecturer.

MARTIN J. CRANLEY, 20 Cabra Road, Dublin.
Assistant, U.C.D.

FREDERICK T. RILEY, Strand Road, Baldoyle, Dublin.
University Lecturer.

T. S. WHEELER, 1 Crannagh Road, Dublin.
Professor of Chemistry, U.C.D.

GEORGE F. O'SULLIVAN, 6 Clifton Terrace, Monkstown, Co. Dublin.
Lecturer, University College, Dublin.

Dated the 7th day of November, 1949.

Witness to the above Signatures

G. MARTIN WHEELER,
39/42 Kildare Street,
Dublin.
Chartered Accountant.

FIRST SCHEDULE

OFFICIAL TERMS AND AUTHORISED TITLES IN IRISH OF MEMBERS AND ASSOCIATES OF THE INSTITUTE OF CHEMISTRY OF IRELAND

GENERAL TERMS

Full Professional Chemist	<i>Ceimiceoir Lánghairmiúil</i>
Professional Member	<i>Comhalta Gairmiúil</i>
Corporate Member	<i>Comhalta Corpraithe</i>
Associate	<i>Comhlach</i>

GRADES OF MEMBERSHIP

Honorary Fellow	<i>Ánra Onórach</i>
Fellow	<i>Ánra</i>
Member (Ordinary Member)	<i>Comhalta (Gnáthcomhalta)</i>
Licentiate	<i>Ceadúnach</i>
Technician Member	<i>Teicneoir Comhlach</i>
Graduate Member	<i>Céimí Comhlach</i>
Associate Member	<i>Ball Comhlach</i>
Company Member	<i>Cuideachta Comhlach</i>

AUTHORISED TITLES

Ánra Onórach d'Institiúid Ceimice na hÉireann

Ánra d'Institiúid Ceimice na hÉireann

Comhalta d'Institiúid Ceimice na hÉireann

Ceadúnach d'Institiúid Ceimice na hÉireann

Teicneoir Comhlach d'Institiúid Ceimice na hÉireann

Céimí Comhlach d'Institiúid Ceimice na hÉireann

Ball Comhlach d'Institiúid Ceimice na hÉireann

Cuideachta Comhlach d'Institiúid Ceimice na hÉireann

(Refer to Article 9)

SECOND SCHEDULE

INSTITIÚID CEIMICE NA hÉIREANN
(The Institute of Chemistry of Ireland)

FORM OF OBLIGATION

I, the undersigned, agree that in the event of my election to membership of any class in the Institute, I will be governed by the Articles, By-Laws, Rules and Regulations of the Institute as they now are, or as they may hereafter be altered, and that I will advance the objects of the Institute so far as shall be in my power, provided that whenever, having complied with the conditions of Article 27, I shall signify in writing to the Secretary that I am desirous of withdrawing from the Institute I shall, after the payment of any arrears which may be due by me at that period, be free from this obligation.

Signed this..... day of in the year

Signature.....

(Refer to Article 13)

THIRD SCHEDULE

INSTITIÚID CEIMICE NA hÉIREANN
(The Institute of Chemistry of Ireland)

FORM OF PROXY

I, of

being a paid up Member of the Institute of Chemistry of Ireland, hereby appoint

..... of

or failing him/her

..... of

(who are also paid up members of the Institute of Chemistry of Ireland),
to attend and as my proxy vote for me on my behalf at the (Annual or Extraordinary,
or Adjourned, as the case may be) General Meeting

of the Institute to be held at am/pm, in

on the day of in the year

and at any adjournment thereof. In respect of the following Resolution(s) my proxy
is instructed to vote as shown by 'X' below –

RESOLUTIONS

VOTES

Resolution No. 1

for
p

against
p

Signed this..... day of in the year

Signature.....

Class of Membership in the Institute.....

Membership No....., or full Address

.....

(Refer to Article 76)

RULES AND BY-LAWS
OF
Institiúid Ceimice na hÉireann
(THE INSTITUTE OF CHEMISTRY OF IRELAND)

CODE OF CONDUCT

1. All individual Members and Associates of the Institute have a duty to –
 - (a) Have special regard at all times to the public interest and to the maintenance of the highest standards of competence and integrity,
 - (b) Conduct themselves honourably in the practice of their profession,
 - (c) Observe the provisions of the Rules, Regulations and Laws of the Institute, and
 - (d) Promote the interests of the Institute and maintain its dignity and welfare.
2. In order to fulfil their duty under this code, all individual Members and Associates shall give attention to any general guidance or specific advice, and conform to any rulings, on the professional affairs issued at any time by the Council of the Institute of Chemistry of Ireland.

BY-LAWS FOR GRADUATE MEMBERS

1. Graduates who hold a primary Degree in Chemistry, or a branch of Chemistry, recognised by the Institute, or an equivalent qualification in the Chemical Sciences, recognised by the Institute, are eligible Graduate Membership of the Institute.
2. Applications for Graduate Membership shall be made under the regulations and on such forms as Council may prescribe.
3. A person desirous of election as a Graduate Member shall be proposed by two Members of the Institute.
4. A Graduate Member who is elected shall be informed of his/her election and registered at the Office of the Institute.
5. A Graduate Member shall be issued with a Certificate. Every such Certificate shall remain the property of, and shall on demand be returned to, the Institute.
6. A Graduate Member may use the designatory letters GradICI to denote membership of the Institute.
7.
 - (a) A Register of Graduate Members shall be kept at the Office of the Institute and names of all such persons shall be entered thereon with such other details as Council may direct, and
 - (b) Council may remove from the Register, referred to in subsection (a) hereof, the name of any person for conduct prejudicial to the interest of the Institute provided that before doing so they give at least 21 days notice in writing to the person concerned, of the intention to remove his/her name from the Register, and such person may, before the expiration of the 21 days

submit in writing to Council his objection to having his name removed from the Register and give his reasons in support of his objection and may request to appear before Council, and

(c) After the expiration of the 21 days, referred to in subsection (b) hereof, Council having considered any objection received from the person concerned, may remove his name from the Register provided that the resolution is passed by a three-fourths majority of the Council Members as are present at the meeting.

8. The entrance fee and annual subscription for Graduate Members shall be as fixed at regular intervals by Council and ratified at General Meetings.
9. A Graduate Member shall have such rights and privileges as laid down by Council in By-Laws and approved by the Institute in General Meetings.

BY-LAWS FOR TECHNICIAN MEMBERS

1. (1) Applications for Technician Membership of the Institute shall be considered from persons who have complied with the following conditions –
 - (a) Hold a National Certificate in Science (Applied Chemistry), or an equivalent and approved qualification, and
 - (b) Have at least one years practice in an approved laboratory.

(2) Applications shall also be considered from established technicians of at least five years standing. Such applications, together with testimonials from employers, shall be examined by Council.

(3) Admission in some cases may be granted only after interview and when Council is satisfied that the experience of the individual is adequate.
2. Applications for Technician Membership shall be made under the regulations and on such forms as Council may prescribe.
3. A person desirous of election as a Technician Member shall be proposed by a Member of the Institute.
4. A Technician Member who is elected shall be informed of his/her election and registered at the Office of the Institute.
5. A Technician Member shall be issued with a Certificate. Every such Certificate shall remain the property of, and shall on demand be returned to, the Institute.
6. A Technician Member may use the designatory letters TechICI to denote membership of the Institute.
7. (a) A Register of Technician Members shall be kept at the Office of the Institute and names of all such persons shall be entered thereon with such other details as Council may direct, and
 - (b) Council may remove from the Register, referred to in subsection (a) hereof, the name of any person for conduct prejudicial to the interest of the Institute provided that before doing so they give at least 21 days notice in writing to the person concerned, of the intention to remove his/her name from the Register, and such person may, before the expiration of the 21 days

submit in writing to Council his objection to having his name removed from the Register and give his reasons in support of his objection and may request to appear before Council, and

(c) After the expiration of the 21 days, referred to in subsection (b) hereof, Council having considered any objection received from the person concerned, may remove his name from the Register provided that the resolution is passed by a three-fourths majority of the Council Members as are present at the meeting.

8. The entrance fee and annual subscriptions for Technician Members shall be as fixed at regular intervals by Council and ratified at General Meetings.
9. Technician Members may form a Technician Section of the Institute. The Section shall elect its own Officers and Committee who shall control the affairs of the Section subject to such regulations and directions as may be determined by Council.
10. Two years after obtaining a Higher Diploma a Technician with experience may become eligible for Licentiatehip of the Institute.
11. A Technician Member shall have such rights and privileges as laid down by Council in By-Laws and approved by the Institute in General Meetings.

BY-LAWS FOR ASSOCIATE MEMBERS

1. All persons who have an interest in Chemistry may apply to become Associate Members of the Institute.
2. Applications from persons to become Associate Members of the Institute shall be made under the regulations and on such form as Council may prescribe.
3. A person desirous of election as an Associate Member shall be proposed by a Member of the Institute.
4. An Associate Member who is elected shall be informed of his/her election and registered at the Office of the Institute.
5. The entrance fee and annual subscription for Associate Members shall be as fixed at regular intervals by Council and ratified at General Meetings.
6. (1) After graduating with a primary Degree in Chemistry, or a branch of Chemistry, recognised by the Institute, or an equivalent qualification in the Chemical Sciences, recognised by the Institute, an Associate Member should apply for Graduate Membership of the Institute.

(2) One year after qualifying with the National Certificate an Associate Member may become eligible for Technician Membership. Therefore, at that time he/she should apply for Technician Membership of the Institute.
7. Associate Members shall have such rights and privileges as laid down by Council in By-Laws and approved by the Institute in General Meetings.

BY-LAWS FOR COMPANY MEMBERS

APPLICATION FOR COMPANY MEMBERSHIP

- (1) As laid down in Article 4(3)(e) of the Articles of Association, Companies who are involved in chemical and allied industries may be registered as Company Members of the Institute, subject to the requirements of the Articles of Association and these By-Laws. To be considered for Company Membership, companies must have a *bona fide* connection with Chemistry, the Chemical and allied industries or with the profession of Chemistry as required by the provision of article 4(3)(e).

(2) Companies may apply directly for membership or be proposed by members of the Institute.
- Application for registration shall be made in such a manner and on such a form as Council may prescribe from time to time.

FEES AND SUBSCRIPTIONS

- The entrance fee and annual subscription shall be decided by Council in accordance with the provisions of Article 20 of the Articles of Association.

TITLE

- A Company elected to Company Membership of the Institute shall be informed of its election and shall be issued with a certificate. Every such certificate shall remain the property of, and shall on demand be returned to, the Institute.
- Companies elected to the grade of Company Membership shall have the right to use the title 'Company Member of the Institute of Chemistry of Ireland' for such a period as they remain registered as Company Members.
- A list of Company Members of the Institute shall be retained and published from time to time as considered appropriate by Council in Institute publications and elsewhere.

REMOVAL FROM MEMBERSHIP

- A Company may at the discretion of Council be removed from the Register of Company Members if in its absolute opinion the continued membership of that Company would not be in the best interest of the Institute, provided that the Company has been informed of Council's intention and given a period of at least 21 days from being so informed to submit reasons and objections to its removal from Company Membership.

GENERAL RIGHTS, VOTING RIGHTS AND PRIVILEGES

- (1) Company Members may claim formal affiliation to the Institute through use of the title Company Member of the Institute of Chemistry of Ireland. The Institute shall undertake to publicise Company Membership where possible.

(2) Company Members of the Institute shall not have any voting rights but may, individually or collectively, make submissions to Council on any matter for its consideration. In addition, Council may solicit the views of Company Members on matters that it considers appropriate.

(3) Company Members shall be circulated with all publications and periodic distributions normally available to members.

(4) Company Members shall be permitted to nominate persons, the numbers of which shall be decided on each occasion by Council, to attend Institute functions at privileged rates. The nominated persons shall be in addition to Institute members employed by the company and thereby entitled to the privileged rate in their own right.

(5) Company Members may nominate a maximum of two representatives to attend Annual and Extraordinary General Meetings of the Institute, the nominated persons shall be in addition to individual Institute members employed by the company and thereby entitled to attend in their own right.

(6) Company Members may avail of such preferential rates as Council may decide in relation to advertising, cost of publications and other commercial activities.

9. Company Members shall have such rights and privileges as laid down by Council in By-Laws and approved by the Institute in General Meetings.

BY-LAWS FOR LOCAL SECTIONS

SETTING UP AND WINDING UP

1. The Council may at its discretion, upon receipt of a request to that effect from not less than five Members of the Institute who live or work in any district, create a Local Section in such a district to further the objects of the Institute by holding meetings or otherwise.
2. Each Local Section shall be constituted and its affairs shall be conducted in accordance with the By-Laws made from time to time by Council
3. The Council shall have the power to suspend in operation or to dissolve a Local Section –
 - (a) If it shall appear that the further continuance of the Section is not conducive to the interests of the Institute, or
 - (b) If, at a specially convened meeting of the Section, three-fourths of the members of that Section present and voting vote in favour of a resolution that it is desirable that the Section shall be suspended or dissolved.

EXPENSES

4. The Council shall make a grant in aid out of general funds towards the expenses of a Local Section.
5. A Local Section shall not incur any expenses except reasonable sums for the clerical assistance, printing, stationery, advertising, reporting and postage required for conducting the business and the hire of rooms for meetings thereof, without the previous sanction of Council.
6. An account of the income and expenditure of a Local Section during the year ending 31st December, together with a short report of regional activities organised during that year, shall be sent to Council on or before the 1st day of March each year.

MEMBERSHIP AND OPERATION

7. Any member of the Institute, in any class or associate class, may become a member of a Local Section.
8. A member of the Institute may be a member of more than one Section, but shall not be a member of the Committee of more than one Section.
9. The business of the Local Section shall be conducted by a Committee chosen from Fellows and Ordinary Members on the Register of the Local Section.
10. The Committee shall normally consist of a Chairman, an Honorary Secretary and up to four Ordinary Members of the Committee, all to be elected annually before the Annual General Meeting of the Institute.
11. Notice must be received by Council of election of the Officers and Committee Members, such election being provisional until ratified at the Annual General Meeting.
12. If such a Notice as required in By-Law 11 hereof is not received –
 - (a) Council may co-opt a Regional Representative to act on behalf of the Local Section until the next Annual General Meeting, and
 - (b) Such a Representative may form a Working Committee with the approval of Council, to conduct the business of the Local Section.
13. One member of each Local Section, usually the duly elected Chairman or the Regional Representative, shall be co-opted to Council.
14. A Local Section shall not have power to act in the name of the Institute, or to act in any matter of public importance affecting the interests of Chemists, or of the Institute, unless authorised to do so by Council.

LOCAL SECTIONS

EASTERN REGION: Dublin, Kildare, Louth, Meath, Wicklow.

SOUTH EASTERN REGION: Carlow, Kilkenny, Laois, Waterford, Wexford.

SOUTHERN REGION: Cork.

SOUTH WESTERN REGION: Clare, Kerry, Limerick.

WESTERN REGION: Galway.

NORTH WESTERN REGION: Cavan, Donegal, Leitrim, Mayo, Monaghan, Roscommon, Sligo.

MIDLAND REGION: Longford, Offaly, Tipperary, Westmeath.

NORTHERN IRELAND: Antrim, Armagh, Derry, Down, Fermanagh, Tyrone.

Members of the Institute in whatever category, working or living in a region, may be considered as members of that region.

BY-LAWS FOR POSTAL BALLOTS

1. A voting paper shall be sent to each Member of the Institute at least 14 days before the Annual General Meeting.
2. The voting paper shall be marked and enclosed in a sealed envelope by the voter.
3. The vote, accompanied by the signature of the voter on a form provided, shall be returned to the Honorary Secretary not later than 5.00pm on the day preceding the Annual General Meeting.
4. At least three scrutineers from a panel appointed by Council shall be present to verify and count the votes. The panel shall consist of the President, the Honorary Secretary (or their representatives) and at least four non-candidate Members.
5. After verifying the names of the voters, the signatures shall be removed and the ballot papers shall be mixed, opened and counted.
6. All present at the counting of votes shall sign a statement giving the results of the Election which shall be presented to the Annual General Meeting.

STANDARD PROTOCOL FOR ANNUAL GENERAL MEETINGS AND TRANSFER OF OFFICES

SEATING ARRANGEMENTS

1. (1) The presiding table at each AGM shall, as far as possible, be organised (from the Chairman's right to left) as follows –

Incoming Officer (if any) e.g. Vice-President Elect, Vice-President, Honorary Secretary, President (Chairman), Honorary Treasurer, Immediate Past President, and Recording Secretary.

(2) A card indicating the office shall be placed before each person.

TRANSFER OF HONORARY OFFICES

2. (1) The President shall present a miniature medallion replica of the Institute Insignia as a memento to any outgoing Officer of the following: Honorary Secretary, Honorary Treasurer, Registrar or Editor, who has served the Institute for a period of six years or more.

(2) The President shall, with due address, call on each incoming Honorary Officer to take on the office.

TRANSFER OF PRESIDENCY

3. (1) The President shall present to the outgoing Immediate Past President a miniature medallion replica of the Institute Insignia as a memento of his/her Presidency of the Institute.

(2) The President shall, with due address, call on the incoming President to take on the office of the Presidency. The out-going President and the incoming President shall then exchange places.

(3) The new President shall, with due address, call on the incoming Vice-President to take on the office.

(4) The new President shall then bring the business of the AGM to a close.

AGENDA FOR THE AGM

4. The Agenda for each AGM shall specify the order of business including the transfer of offices if any.

CHANGES OF PROTOCOL

5. (1) Occasional variations of the foregoing Protocol may be sanctioned by Council from time to time.

(2) The foregoing Protocol may not be altered, amended or revoked except by the Institute in General Meetings provided that any proposed changes are specified in the notice convening the meeting and further that such changes are agreed by a majority of members attending the meeting.

RULES APPLYING TO THE COMMON SEAL

1. The Common Seal of the Institute, hereinafter called 'the Seal' shall be kept at the Registered Office of the Institute or held in custody of the Honorary Secretary or some other person appointed by Council.
2. The Seal shall never be used except by the authority of the Council previously given.
3. Every instrument to which the Seal shall be affixed shall normally be signed by the President and countersigned by the Honorary Secretary. Alternatively, the instrument may be signed by any other Member of Council, and/or countersigned by any other person duly authorised by the Council for the purpose.
4. Every Certificate of Membership of the Institute to which the Seal is affixed shall remain valid only for as long as the Member remains listed in the Register of Members of the Institute, and every such Certificate shall remain the property of and shall on demand be returned to the Institute.
5. Except for Membership Certificates, the dates on which all instruments to which the Seal is affixed are signed and countersigned shall be recorded on the instruments.
6. A document or proceeding requiring authentication by the Institute may be signed by the President, the Honorary Secretary or by any other duly authorised Officer of the Institute, and need not be under its Common Seal.
7. The rules applying to facsimiles of the Seal for use abroad shall be as laid down in Section 41 of the Companies Act, 1963, or any statutory modification thereof for the time being in force.
8. The Seal and/or its facsimiles may from time to time be destroyed by the Council which may substitute a new Seal and/or facsimiles in lieu thereof.

RULES APPLYING TO THE BOYLE HIGGINS MEDAL AND LECTURE OF THE INSTITUTE OF CHEMISTRY OF IRELAND

In accordance with the Memorandum of Association paragraph 3(h) a professional award for an Irish contribution to the advancement of knowledge of Chemistry is instituted.

NAME OF THE AWARD

1. The Boyle Higgins Medal and Lecture of the Institute of Chemistry in Ireland.

NATURE OF THE AWARD

2. A Gold Medal of the Institute and a sum to cover expenses for a lecture.

PERSONS ELIGIBLE FOR THE AWARD

3. (1) Chemists of any nationality working in Ireland,
(2) Chemists who are Irish citizens working abroad.

REQUIREMENTS FOR AWARD

4. An outstanding and internationally recognised Irish contribution to the advancement of Chemistry by research in any of the categories of –
 - (a) Pure Chemistry.
 - (b) Applied and Industrial Chemistry.
 - (c) Chemical Education.

ASSESSMENT PROCEDURE

5. (1) Nominees for the award may be recommended by any two Fellows or Members of the Institute (hereinafter referred to as the nominators). The nominators shall indicate in writing to the Honorary Secretary of the Institute the category which applies to their nominee and they shall submit six copies of a brief resume of the reasons for the nomination. Nominators may consult the nominees for access to material if they wish but are not required to do so.
(2) On receiving a nomination Council shall seek the advice of two independent referees, who are recognised experts in the category and who are not nominators.
(3) In the event of more than one nomination in any year, Council shall decide the outcome. In such a situation, Council may at its discretion retain one or more nominees to be considered again the following year.

INELIGIBILITY FOR THE AWARD

6. No officer of the Institute shall be eligible for nomination for the award during his/her tenure of office.

REVIEW OF PROCEDURE

7. The assessment procedure shall be reviewed at intervals considered appropriate by the Council of the Institute.

MISSION STATEMENT

The Mission of the Institute of Chemistry of Ireland is to promote Chemistry and to represent the profession of Chemistry in Ireland.

In pursuit of these aims the Institute endeavours to:

- * promote the advancement of the discipline of chemistry;
- * sustain the profession of chemistry through the admittance to membership of suitably qualified candidates;
- * provide an independent body of experts available for consultation, and make its members' expertise available to the public;
- * advance the profession of chemistry by maintaining a relationship with other professional bodies, both here and overseas.



On 30 January, 1950, the Council resolved unanimously that the Common Seal of the Institute be as follows –

The engraving of Robert Boyle with the following words written round it ‘Institiúid Ceimice na hÉireann’ and at the bottom in small letters ‘The Institute of Chemistry of Ireland’.

This Seal is based on the Cumann Crest which was adopted on 2 June, 1947, and which incorporated the likeness and name of Robert Boyle in a hexagon, with the name ‘Cumann Ceimicidhe na hÉireann’ written round the hexagon and at the bottom in small letters the name ‘Irish Chemical Association’.

A new Institute Logo was first used in 1975. This is based on the carbon atom surrounded by electrons (in the form of Kekulé’s serpents), as illustrated on the President’s Medallion made in 1954. An alternative Logo (or Crest), returning to the Robert Boyle motif, was considered by Council early in 1988. However, on 9 March, 1988, Council suggested that the Institute should maintain both logos which could be used alternatively as required.