

THE SOUTHERN AFRICAN INSTITUTE OF MINING AND METALLURGY

CONSTITUTION

August 2012

1. THE INSTITUTE

- 1.1 The name of the INSTITUTE is: **Name**
- THE SOUTHERN AFRICAN INSTITUTE OF MINING AND METALLURGY (SAIMM)
- 1.2 The INSTITUTE is and shall remain a corporate and autonomous body with perpetual succession and with the power and capacity consonant with the provisions of this Constitution of acquiring rights and incurring obligations and of acquiring, holding and alienating property of all kinds and of suing and being sued in its own name, independently of its members.
- 1.3 The income and property of the INSTITUTE shall not, directly or indirectly, be distributed to its members or any other person but shall be used by it or invested by it solely for use in the furtherance of its objectives, and no member shall, directly or indirectly, have any interest in the INSTITUTE. Substantially the whole of the activities of the INSTITUTE shall be directed to the furtherance of its main objective and not for the specific benefit of an individual member or minority group. The INSTITUTE shall not have any share or interest in any business, profession, or occupation carried on by its members.
- 1.4 The Head Office of the INSTITUTE shall be in Johannesburg, Gauteng Province, South Africa. **Head Office**
- 1.5 The key objectives of the INSTITUTE are to: **Key Objectives**
- Identify, represent and promote the common interests and needs of its members.
 - Disseminate scientific and technical knowledge to the benefit of the mining and metallurgical industries, and
 - Represent the interests of relevant professionals in the mining and metallurgical industries.

2. MEMBERSHIP

- 2.1 The INSTITUTE shall consist of Corporate and Non-corporate members, all of whom shall be entitled to speak at meetings of the INSTITUTE subject to the right to vote being limited to Corporate members. **Membership**
- 2.2 **Corporate** membership shall comprise the following categories: **Corporate Membership**
- Honorary Life Fellow
 - Fellow
 - Retired Fellow

	<ul style="list-style-type: none"> • Member • Retired Member 	
2.3	<p>Non-corporate membership shall comprise the following categories:</p> <ul style="list-style-type: none"> • Company Affiliate • Honorary Fellow • Associate • Affiliate • Student 	Non-corporate members
2.4	Council shall determine the requirements for the different categories of membership, to be contained in a By-law and published in the Journal of the Institute and such other means of publication as deemed appropriate by Council.	Requirements for categories of membership
2.5	Applications for election to transfer into the different categories of membership shall be handled in accordance with the By-laws.	Candidates for election and/or transfer
2.6	Every candidate for election to membership of the INSTITUTE, or for transfer from one category to another, shall be duly notified, in writing, by the Manager of the decision of Council regarding his/her application.	Notice to candidate
2.7	Council shall issue to every Corporate and Non-corporate member a certificate showing the category to which he/she has been elected. A special certificate shall be issued to all Company Affiliates. Such certificates shall remain the property of, and shall on request be returned to, the INSTITUTE.	Certificate of Membership
2.8	<p>A Corporate member of the INSTITUTE shall be entitled to use the following authorised letters designating his/her category of membership of the INSTITUTE:</p> <p>Fellow: FSAIMM Member: MSAIMM</p> <p>2.8.1 No Corporate member shall adopt or describe himself/herself by any other description or abbreviation other than the authorised designation as above to indicate his/her category of membership in the INSTITUTE, nor is any person, who is not a member of the INSTITUTE, entitled to describe himself/herself as a member of the INSTITUTE or to make use of the above letters of designation.</p>	Letters of Designation
2.9	Council shall have the right to either suspend from participation in the privileges of membership or to expel from the INSTITUTE any member who has been found guilty of a breach of the Code of Professional Conduct, this only after giving the member due notice and affording such member the opportunity of being heard.	Professional Conduct
2.10	A member may resign from the INSTITUTE by sending his/her written resignation to the Manager, together with payment of any monies due. Any person who has so resigned may be re-admitted to membership at the discretion of Council on payment of such fees as Council may decide.	Resignation/ Re-admission
2.11	Cessation of membership of the INSTITUTE shall entail forfeiture of all voting and other rights and benefits of membership of the INSTITUTE.	Forfeiture of Rights

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| 2.12 | The liability of members for the debts and engagements of the INSTITUTE shall be limited to the amount of any unpaid subscriptions. | Liability of Members |
| 2.13 | Competent Person/Valuator status in terms of the SAMCODE reporting codes may be ratified for members authoring public reports by a peer review process in accordance with the provisions of By-law G. | Competent person status and SAMCODE |

3. COUNCIL

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| 3.1 | Subject to this Constitution and in accordance with the By-laws, the management and administration of the affairs of the INSTITUTE and the power to carry out its objectives shall be vested in and exercised by Council. The members of Council shall be elected as provided in the By-laws and shall hold office until their successors have been elected. A minimum of 3 of the Council shall be persons who are not 'connected persons' (as defined in the Income Tax Act) in relation to one another. No single person shall, directly or indirectly, control the decision-making powers of the INSTITUTE. | |
| 3.2 | The Council shall consist of: | Composition Of Council |
| 3.2.1 | The President | |
| 3.2.2 | The President-Elect | |
| 3.2.3 | Senior Vice-President | |
| 3.2.4 | Junior Vice-President | |
| 3.2.5 | Immediate Past President | |
| 3.2.6 | Honorary Treasurer | |
| 3.2.7 | 14 (fourteen) Corporate Members | |
| 3.2.8 | 2 (two) members, elected by the members in the categories of Associate and Student, with the proviso that Non-corporate representatives of the Non-corporate members on Council shall not be entitled to vote on matters concerning the policy of the INSTITUTE, nor changes to the Constitution, nor investment of the INSTITUTE's funds, nor the election of Corporate members, nor the winding-up of the INSTITUTE. | |
| 3.2.9 | Those Past Presidents who, at the invitation of Council, have signified in writing, by the date of Council meeting immediately preceding the Annual General Meeting, their willingness to serve on Council for the ensuing year. | |
| 3.2.10 | The Chairperson of any Division formed under Clause 4.3 | |
| 3.2.11 | The Chairperson of any Branch formed under Clause 4.1. | |
| 3.2.12 | Representatives from other professional organisations to which the SAIMM is affiliated, who shall be invited to attend Council meetings but only in an observer role. | |
| 3.3 | Members of Council who are not registered with ECSA or its successor in title shall not be entitled to vote on matters deemed by Council to relate to the affairs of his/her respective registration category. | Members not registered with ECSA |

3.4	Only Corporate members, who are registered as professional engineers with the Engineering Council of South Africa (ECSA) are entitled to vote on matters deemed by Council to relate to the affairs of professional engineers.	
3.5	The Office Bearers referred to in clause 5 shall be elected each year by and from the Corporate members of the retiring Council at the May meeting of Council.	Election of Office Bearers
3.6	The Vice-Presidents and Honorary Treasurer shall each hold office of their respective capacities for 1 (one) year only but shall be immediately eligible for re-election to the same or any other office provided that no member shall be elected to the office of Vice-President for more than 3 (three) consecutive years.	Term of office
3.7	The remaining members of Council shall retire annually but shall be eligible for re-election in the same or any other capacity. The manner of nomination and election of members of Council shall be as set out in the By-laws.	Retirement of Council Members
3.8	Council shall have the power to fill any casual vacancy on Council. A member so elected shall hold office for the remaining portion of the relevant year.	Casual Council Vacancies
3.9	Council shall have the power to elect each year corresponding members of Council from among members of the INSTITUTE resident outside of South Africa. Each such official shall hold office during the year for which he/she is elected, provided, however, that his/her tenure of office shall cease as soon as he/she no longer resides in the country which he/she represents.	Corresponding Members of Council
3.10	Council may, to ensure adequate representation of all branches of mining and metallurgy, co-opt by unanimous vote no more than 6 (six) additional Corporate members to Council. Such additional members shall have the privileges and responsibilities of elected Council members and shall hold office for that current session. The names of such co-opted members shall be announced at the next General Meeting of the INSTITUTE following their appointment.	Co-opted Council Members
3.11	Should any member of Council be absent without prior approved leave from Office Bearers for more than 2 (two) consecutive meetings, he/she may, at the discretion of Council, be requested to forfeit his/her seat on Council.	Forfeiture of Council Membership
3.12	Council shall have the power to appoint and remunerate a manager and other staff as may be required to effectively manage the INSTITUTE. The duties of the manager and staff shall be set forth by Council in Letters of Appointment. No remuneration (as defined in the Fourth Schedule to the Income Tax Act 58 of 1962, as amended (“the Income Tax Act”)) shall be paid to any employee, office bearer, member or other person which is excessive, having regard to what it generally considered reasonable in the sector and in relation to the service rendered, and no person shall be economically benefitted in any way which is not consistent with the objects of the INSTITUTE.	Secretariat
3.13	Council shall cause Minutes to be kept of the proceedings of all meetings of the INSTITUTE, Council and all various committees.	Minutes
3.14	All assets and property of the INSTITUTE, both moveable and immovable, shall be vested in and registered in the name of the INSTITUTE. True accounts and asset registers shall be kept by the INSTITUTE. The Honorary Treasurer shall administer the funds of the INSTITUTE in accordance with the directives of Council to which he/she shall be responsible.	Assets and Accounts

3.15	All donations received or that may be received for providing awards, shall be held by the INSTITUTE in special Trust Accounts. Council, in the name of the INSTITUTE, shall invest the monies. Changes in investment policy shall be implemented only with the consent of Council. The yearly income from the Funds may be devoted to one or more of the following objectives:	Donations/ MacArthur Forrest Memorial Fund
3.15.1	Providing medals or other prizes as Council may direct for the best paper or papers read before the INSTITUTE during any year.	
3.15.2	Providing any means whereby research in connection with mining and metallurgy may be stimulated and encouraged.	
3.16	The INSTITUTE will receive substantially the whole of its funding from annual subscriptions or other membership fees, or from appropriations by government, provincial administration or a municipality.	
3.17	The accounts of the INSTITUTE shall be audited annually by an auditor or auditors who shall be appointed by the members at each Annual General Meeting for the ensuing year. No member or official 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 at the next ensuing Ordinary General Meeting.	Auditing of Accounts
3.18	Council shall submit, at each Annual General Meeting, a report on the affairs of the INSTITUTE together with an audited Statement of Revenue and Expenditure and Balance Sheet as at 30 June of that year.	Annual Reports and Accounts
3.19	All deeds, documents and correspondence requiring execution on behalf of the INSTITUTE shall be signed by the President and Honorary Treasurer or by members of Council or officials duly authorised by resolution of Council.	Signatories
3.20	No sum of money exceeding a limit set by Council each year shall be paid except by order of Council. On those occasions when an amount in excess of the set amount is required to be paid prior to the next Council meeting then such accounts shall be approved by at least two of the Office Bearers and be confirmed by Council at the following meeting. All payments shall be authorised by a minimum of two of the following signatories:	Payments
	<ul style="list-style-type: none"> • President • President-Elect • Honorary Treasurer • Senior Vice-President • Junior Vice-President • Immediate Past President • Manager 	
3.21	Council may frame By-laws, which must 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 upon by Council.	By-laws
3.22	Each member of Council shall be accountable only in respect of his/her own actions and shall not be held accountable for any actions done or authorised to which he/she had not expressly assented. No members of Council shall incur	Indemnity

any personal liability in respect of any loss or damage incurred through any action or undertaking done in good faith, authorised or suffered by him/her for the benefit of the INSTITUTE, even if in excess of his/her legal power.

- 3.23 In case of doubt as to the meaning and import of any portion of the Constitution and By-laws, the interpretation of Council shall be binding upon the members.
- 3.24 Council shall meet as often as deemed necessary for the proper execution of its duties, but not fewer than four times per year. In the period between meetings, urgent decisions may be taken electronically via an email vote.
- 3.25 Council shall cause a professional journal to be published by the Institute in accordance with the By-laws.

Interpretation

4. SUBORDINATE STRUCTURES

- 4.1 Council may appoint Committees to perform some of the duties of Council. Non exclusive examples of such Committees are those for publications, event organisation, membership and education.
- 4.2 Council may, at its discretion and upon receipt of a written request signed by 12 (twelve) Corporate members resident in a specific geographical area, create a Branch of the INSTITUTE in such a geographical area. The objectives of such a Branch shall be in accordance with Clause 1.5.
- 4.3 Branches will be subject to the provisions and requirements of the Bylaw F, as amended from time to time
- 4.4 Council may form a Division or Divisions within the INSTITUTE to encourage the presentation of papers and discussions on technical subjects of specific professional interest to certain members of the INSTITUTE.
- 4.5 Divisions will be subject to the provisions and requirements of the Bylaw E, as amended from time to time
- 4.6 Council may, upon receipt of a request to that effect from any organisation with objectives comparable to those of the INSTITUTE, arrange for the incorporation of such organisation into 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.
- 4.7 Council may, on its instruction cause the establishment of Trusts and Funds pursuant to the interests of the INSTITUTE

**Incorporation
of comparable
Institutes**

5. OFFICE BEARERS

- 5.1 Office Bearers are appointed by Council each year during the Council meeting immediately preceding the call for nominations for Council Members from Corporate Members serving on Council in accordance with the By-laws.
- 5.2 Office Bearers shall consist of –
- President of the Institute
 - President-elect

- Senior Vice President
- Junior Vice President
- Immediate Past President
- Honorary Treasurer

- 5.3 Council shall have the right to appoint one additional member to Office Bearers if good reason to do so exists.
- 5.4 Office Bearers shall advise Council on matters related to the functioning of the Institute and the attainment of its goals.
- 5.5 In periods between Council meetings, Office Bearers shall receive reports from the various Committees of the Institute on behalf of Council and shall then report to Council at the next Council meeting.
- 5.6 The only valid decision making body of the Institute is Council. Council may delegate some of its power to Office Bearers if it is deemed by Council to be in the interest of the Institute.
- 5.7 Any such delegation of power shall only be valid for the current session of the Institute or any such shorter period as deemed appropriate by Council.
- 5.8 No member of Office Bearers, with the exception of the Honorary Treasurer, may be appointed to the same position for two years in succession. An Immediate Past President may not be re-appointed to Office Bearers in any position for the session immediately following the one in which he/she served as Immediate Past President.
- 5.9 In the event of an Honorary Treasurer serving as President of the Institute, he/she shall stand down as Honorary Treasurer for that session of the Institute and will be eligible to be re-appointed as Honorary Treasurer for the following year.

6. MEETINGS OF THE INSTITUTE

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| 6.1 | Meetings of the INSTITUTE shall normally be held in Johannesburg but may be held at such other places in Southern Africa as Council may decide. | Venue |
| 6.2 | The annual Session of the INSTITUTE shall be from 1 July of any year to 30 June of the succeeding year. Annual General Meetings of the INSTITUTE shall be held in August on a date decided by Council to receive and consider the Report of Council, the audited Revenue and Expenditure Accounts and Balance Sheet as well as the reports of the scrutineers on the election of members of Council, and to conduct such other business as Council may decide. | Annual General Meetings |
| 6.3 | All meetings of the INSTITUTE, other than the Annual General Meeting shall be designated Special General Meetings and only such business as that specified in the notices convening these meetings, shall be transacted at such meetings. | Special General Meetings |
| 6.3.1 | Council may, at any time, convene a Special General Meeting. | |
| 6.3.2 | Council shall convene a Special General Meeting within 30 (thirty) days on receipt of a written application of 20 (twenty) Corporate members provided such application specifies the objectives for which the meeting is required. If | |

Council fails to convene such a Special General Meeting within the prescribed period, any of the signatories to the request may convene the meeting. This may be held at any time within 6 (six) weeks of the receipt of the request by giving notice as hereinafter prescribed.

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| 6.4 | Notices convening Annual General Meetings and Special General Meetings shall be dispatched to members not less than 14 (fourteen) days prior to the dates decided for such meetings. | Notices of Annual/Special General |
| 6.5 | The accidental omission to give notice of any meeting of the INSTITUTE to any Corporate members shall not invalidate any resolution passed at such meeting. | Omission of Notice of Meetings |
| 6.6 | A Corporate member unable to be present at any Annual General Meeting or Special General Meeting may vote by proxy. The person appointed as proxy shall be a Corporate member of the INSTITUTE and such appointment shall be duly made in writing and reported to the Chairperson of the meeting prior to the commencement of the meeting. | Voting by Proxy |
| 6.7 | Should Council consider it expedient to propose any changes to the Constitution such as additions, alternations or repeals and should not fewer than 20 (twenty) Corporate members express, in writing, to Council a desire for such changes, the same shall: | Amendments to the Constitution |
| 6.7.1 | Be considered at a Special General Meeting convened for that purpose where, should it be necessary for the adoption of any amendment to the Constitution, not fewer than two-thirds of the votes cast must be in the affirmative, or | |
| 6.7.2 | If deemed desirable by Council, be submitted to all Corporate members for a decision by postal vote in the manner prescribed in the By-laws where, for the adoption of the proposed amendment, it shall be necessary that not less than 25% (twenty-five per cent) of all members entitled to vote cast their votes and that not less than two-thirds of the votes cast shall be in favour of the amendment. | |
| 6.8 | The INSTITUTE may be wound up and liquidated or amalgamated with any similar body by a resolution submitted to the Corporate members for decision by postal vote in the manner prescribed in the By-laws when, for the adoption of the resolution, it shall be necessary that not less than 25% (twenty-five per cent) of all members entitled to vote, cast their vote and not less than two-thirds of the votes cast shall be in favour of the resolution. In submitting the resolution to members it shall be necessary to provide that any surplus assets of the INSTITUTE, after satisfaction of its debts and financial obligations and liabilities, be vested in and become the sole property of an organisation/s designated by the Corporate members and which: | Winding-up of the INSTITUTE |
| 6.8.1 | are non-profit, | |
| 6.8.2 | have objects similar to its main object; | |
| 6.8.3 | if the INSTITUTE is so registered, is/are are registered in terms of the Non-profit Organisations Act, 1997; and; | |
| 6.8.4 | if the INSTITUTE is exempt from income tax, donations tax and estate duty, under the relevant laws of the country is/are: | |
| 6.8.4.1 | another entity with similar objects which is approved in terms of section 10(1) (d)(iii) or (iv); | |
| 6.8.4.2 | any similar public benefit organisation, which has been approved in terms of section 30 of the Income Tax Act; | |

- 6.8.4.3 any institution, board or body which is exempt from income tax in terms of section 10(1)(cA)(i) of the Income Tax Act, which has its sole or principal object the carrying on of any public benefit activity; or
- 6.8.4.4 any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1) (a) or (b) of the Income Tax Act.

BY-LAW A
MEMBERSHIP

A1 MEMBERSHIP COMMITTEE

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| A1.1 | In accordance with Clause 2 of the Constitution, Council may delegate some or all of its duties and responsibilities related to membership to a Membership Committee. | Delegation of Council Duties |
| A1.2 | The Membership Committee shall be constituted annually and shall be chaired by the President and in his absence by his delegate, provided such delegate is a member of the Membership Committee. | Constitution of Committee |
| A1.3 | The members of the Membership Committee shall be Corporate members of the Institute and shall have served at least one full term on Council prior to being appointed to the Membership Committee, provided that the said full term took place within the last 3 (three) Presidential years. | Composition of Membership Committee |
| A1.4 | A quorum shall consist of 5 Corporate members, of which a minimum of three are to meet <i>in loco</i> with a minimum of 2 Corporate members allowed to participate via teleconferencing or such similar technology. | Quorum for Membership Committee |

A2 REQUIREMENTS FOR CORPORATE MEMBERSHIP

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| A2.1 | An Honorary Life Fellow shall be a person whom the INSTITUTE specifically desires to honour in consideration of services rendered to the INSTITUTE, to science or to industry. Honorary Life Fellows shall have all the privileges of Corporate members. | Qualifications: Honorary life Fellow |
| A2.1.1 | The election of an Honorary Life Fellow shall take place at a Council meeting, due notice having been given at the preceding Council meeting of Council's intention to nominate a person as an Honorary Life Fellow . The election shall require the majority vote of Corporate members of Council present at a Council meeting. | |
| A2.1.2 | The election of an Honorary Life Fellow shall be announced at the following Annual General Meeting of the INSTITUTE. | |
| A2.1.3 | An Honorary Life Fellow will have all membership fees and subscriptions waived. | |
| A2.2 | A candidate for admission to or transfer into the category of Fellow shall: | Qualifications: Fellow |
| A2.2.1 | Be at least 35 (thirty five) years of age. | |
| A2.2.2 | Have, for a period of at least 5 (five) years, been practising in a senior technical position in mining or metallurgical undertakings, or in governmental, educational or research organisations concerned with those industries; <u>or</u> | |

- A2.2.3 Have, for a period of at least 5 (five) years, been practising as a consultant in the skills of mining and metallurgy, and;
- A2.2.4 Be practising his/her profession at the time of application, satisfy Council that he/she is a fit and proper person to become a **Fellow**, and Council shall be satisfied that his/her qualifications, training and technical experience justify such professional status, and .
- A2.2.5 Have been a Member of good standing for 5 (five) years and have promoted the interests of the SAIMM through
 - A2.2.5.1 Serving on committee structures and/or;
 - A2.2.5.2 Publishing in the SAIMM Journal or conference proceedings, and/or;
 - A2.2.5.3 By other means acceptable to Council.

A2.3 A candidate for admission to or transfer into the category of **Member** shall:

**Qualifications:
Member**

- A2.3.1 Be at least 25 (twenty-five) years of age.
- A2.3.2 Have, for a period of at least 2 (two) years, been practising in a responsible or senior technical position in minerals and metals industry undertakings or in governmental, service, educational or research organisations concerned with those industries, or
- A2.3.3 Have, for a period of at least 2 (two) years, been practising as a consultant in the minerals and metals industries, and;
- A2.3.4 Be practising his/her profession at the time of his/her application; satisfy Council that he/she is a fit and proper person to become a **Member** and Council shall be satisfied that his/her qualification, training and technical experience justifies such professional status.

A2.4 Notwithstanding clause A.6, any person who applies for membership in terms of clause A2.3 as a direct result of attending a SAIMM conference, shall be exempt from membership fees until the end of the financial year in which the conference attended was held.

A2.5 Retired **Fellows and Members** shall be persons who are at least 60 (sixty) years of age and who have *bona fide* retired from active business and have retained membership at a reduced subscription (as provided for in A6.1) providing he/she has been a member for at least 10 (ten) years.

**Qualifications:
Retired Fellow
and Member**

A3 REQUIREMENTS FOR NON- CORPORATE MEMBERSHIP.

A3.1 Companies involved in or associated with the mining and metallurgical industries are eligible for admission to the category of **Company Affiliate**.

**Company
Affiliates**

A3.2 **Honorary Fellows** shall be persons of distinction in public service, science or the arts and shall be elected or re-elected by Council for the current year. They shall enjoy all the privileges and rights of members, except those of holding office and voting.

**Honorary
Fellows**

- A3.3 A candidate for admission into the category of **Student** shall:
- A3.3.1 Be a person, in the 3rd or further year of being educated or trained in a manner approved by Council to occupy a technical position or associated with the minerals or metals industries. **Qualifications: Student**
- A3.3.2 Satisfy Council that he/she is a fit and proper person to become a **Student** member.
- A3.3.3 Remain a **Student** member only while he/she is being educated in a manner approved by Council.
- A3.3.4 Confirm their membership at the beginning of each academic year by submitting proof of registration at their applicable tertiary institution. Failure to submit proof of registration will result in the termination of their membership.
- A3.3.5 Not remain a **Student** member after the end of the INSTITUTE's financial year in which he/she attains the age of 28 (twenty-eight) years. Council may relax the provisions of this clause in such cases as it considers appropriate.
- A3.4 A candidate for admission into the category of **Associate** shall: **Qualifications: Associate**
- A3.4.1 Be at least 18 (eighteen) years of age, and
- A3.4.2 Be involved in minerals and metals industry undertakings or in governmental, service, educational or research organisations concerned with those industries, but not meet requirements to be registered as a **Corporate** member.
- A3.4.3 Satisfy Council that he/she is a fit and proper person to become an **Associate** member.
- A4 ELECTION TO MEMBERSHIP**
- A4.1 All applications for election or transfer to any category of membership shall be handled in accordance with this By-law. **Election or Transfer**
- A4.2 The election or transfer of candidates to any category of membership of the INSTITUTE shall be by the Membership Committee in accordance with clause 2 of the Constitution and A1 of this By-law. **Election or Transfer**
- A4.3 A candidate for election to the INSTITUTE, other than **Student, Affiliate** or **Company Affiliate**, shall be proposed and seconded by **Corporate** members having personal knowledge of the candidate's character, qualifications and experience. **Election of Fellow, Member, Associate**
- A4.3.1 The candidate shall forward his/her application to the Manager of the INSTITUTE on the form prescribed by Council from time to time, duly completed in writing or electronically and accompanied by any necessary supporting documents.

- A4.3.2 Council shall cause the names of all candidates for election, together with the relevant information, to be published in a notice.
- A4.3.3 During the period of 21 (twenty-one) days from the date of such publication it shall be competent for any members to communicate confidentially in writing or electronically to the Manager any information whatsoever which will assist Council when considering the application.
- A4.3.4 After the lapse of the stated period Council shall consider the applications of any communications relative thereto and shall decide, in accordance with the provisions of the Constitution, the category of membership, if any, to which a candidate is elected.
- A4.3.5 A candidate shall be declared elected if he/she secures a simple majority of the vote cast by the members of a quorate Council meeting at which his/her application is submitted for decision. Such election shall be announced at the Annual General Meeting and membership shall commence from the date of election, subject to compliance by the candidate of the requirements as laid down in A4.3.
- A4.4 A candidate for election as a **Student** member shall be recommended by a Corporate member or by his/her professor or a senior lecturer of his/her institution of tertiary education and the application shall be made on the form prescribed from time to time by Council.
- A4.4.1 Each application shall be considered by Council which shall thereafter declare and approve the candidate elected.
- A4.5 By-law A and sub-sections shall, *mutatis mutandis*, apply to the transfer of a member from one category to another in like manner as it applies to election of membership. **Transfer**
- A4.6 In the event of a candidate's application for membership being rejected, it shall not be incumbent upon Council to give its reason for so doing. **Unsuccessful Candidates**
- A4.7 Council may, in exceptional circumstances only, exercise its discretion in waiving the requirements of A4.3 as regards the required signatures of Corporate members if a candidate is prevented from obtaining the specified number of signatories for his/her application either by reason of his/her place of residence or for any other valid reason beyond his/her control. **Exemption in Respect of Signatures**
- A4.7.1 In such a case, the candidate shall assist Council by submitting the names of suitable persons who can vouch for his/her character, qualifications and experience and with whom Council may communicate.
- A4.8 A company for election as **Company Affiliate** shall apply on a form prescribed by Council, which elicits details of the standing of the company and its association with the mining and metallurgical industries. Council shall consider each application at the earliest opportunity, and shall, after a decision in favour of the candidate company, declare an approved company elected and notify it accordingly in writing. **Company Affiliates**

A4.9 Notwithstanding clause A3.4, any person who attends an SAIMM conference, shall qualify as an **Associate** member if application is made at the conference attended and signed off by the respective Conference Convenor.

A4.9.1 Membership granted in terms of clause 4.9 shall be free of charge until the end of the financial year in which the conference was held.

A5 MEMBERSHIP: LIST OF NOTICES

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| A5.1 | A register of the names, qualification (-s) and relevant contact details of each member shall be kept as Council may direct, | Register of Members |
| A5.2 | It shall be incumbent upon the members of all categories to notify the Manager, in writing or electronically, of any changes of address failing which they shall be deemed to have waived service of any notices or copies of the Journal etc. and the onus of notification of non-service shall rest with the members. A notice in writing sent as a Registered Letter to the address last registered with the INSTITUTE shall be deemed to have been duly served on the members. Any such non-service shall not exempt members from the liability of all payments due by them to the INSTITUTE. | Members' addresses & serving of notices |
| A5.2 | A list of all Company Affiliates shall be published in each edition of the INSTITUTE's Journal. | List of Company Affiliates |

A6 FEES AND SUBSCRIPTIONS

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| A6.1 | Council shall decide entrance fees and subscriptions. A list of entrance fees and subscriptions shall be distributed to members and members shall be kept advised of any changes made to this list. Such list, as amended and circulated from time to time, will be published and maintained on the INSTITUTE's web site. | Entrance fees and subscriptions |
| A6.2 | With the exception of Student members transferring to Associate, any member who applies for a transfer in membership category, shall not be charged for the increase in membership fee. No transfer fee will be levied. The applicable membership fee will then be invoiced in the new financial year. | Transfer Fees |
| A6.3 | The entrance fee and the first subscription shall, subject to A4, be due on receipt, by a candidate, of notice of the decision of Council as to the category of membership to which he/she has been elected. Such notice shall, subject to A6.3.2, include advice of the amounts of the fee and subscription(s) which must be paid before the election of the candidate is confirmed. | Payment of Fees and Subscriptions |
| A6.3.1 | Payment of the amounts due must be made within 1 (one) month of the date of issue of the said notice referred to in A6.3. If payment is not made within the prescribed period, the application shall lapse and Council shall not again consider such application until at least 6 (six) months after the date by which the amounts should have been paid. | |
| A6.3.2 | Council may, on account of distance or other circumstances, extend the period of 1 (one) month prescribed in A6.3.1. | |
| A6.4 | All subscriptions shall become due on the first day of July in each year and shall be payable in advance. | Subscription due date |

- A6.5 **Fellows and members** who are at least 60 (sixty) years of age and who have *bona fide* retired from active business may retain membership at a reduced subscription (as provided for in A6.1) providing he/she has been a member for at least 10 (ten) years. **Subscription members over 60**
- A6.6 Should a member be elected on a date other than the 1st of July, his/her subscription shall be determined on a pro-rate basis for the remainder of the current financial year. **Subscription for part year**
- A6.6.1 When a member is elected during the last month of the financial year his/her first subscription shall cover the period to the end of the succeeding year.
- A6.7 Should a member be transferred after the 1st of July of the current financial year, he/she shall not be invoiced for the difference between the existing and future subscriptions. The new membership category fee shall be invoiced in the next financial year.
- A6.7.1 Notwithstanding clause A6.7 above, a member transferring from the membership category of **Student** to **Associate** shall be invoice in full or pro-rata based on his/her election date.
- A6.7.2 Should a member be transferred to a **Retired** category of membership, he/she shall not be entitled to a refund of subscriptions fees already paid for the current financial year. The appropriate membership fees shall be invoiced in the next financial year.
- A6.8 A member whose annual subscription is unpaid after the 31st day of December of any year shall cease to be in good standing and shall not be entitled to receive the notices, publications or awards of the INSTITUTE nor to exercise any of the rights and privileges of membership. **Defaulters**
- A6.8.1 The membership of a member whose annual subscription remains unpaid for one year may, by resolution of Council, be suspended and his/her name shall be removed from the membership register. The notice of this suspension shall be published by the INSTITUTE in the Journal and/or on the INSTITUTE website with the number of this By-law being quoted as the reason for such suspension. Notice to this effect shall be sent to him/her in writing by the Manager at his/her last registered address, 3 (three) months prior to the intended date of suspension.
- A6.8.2 Such suspension shall not relieve him/her from liability for the payment of any monies due by him/her but any person whose membership has so ceased may, at the discretion of Council and on payment of all fees due, be reinstated within 1 (one) year from the date of the resolution of Council suspending him/her. Thereafter, he/she may be readmitted only on such conditions as Council may decide. **Reduction/ remission of subscriptions**
- A6.9 Council may, in exceptional circumstances, reduce or remit the current or arrear subscriptions due by any member.

BY-LAW B

COUNCIL: ELECTION AND DUTIES

B1 ELECTIONS

- B1 A notice calling for nominations for members of **Council** shall be distributed to all members not later than the first day of May in each year and all such nominations shall be lodged with the Manager not less than 60 (sixty) calendar days prior to the date of the Annual General Meeting. **Nomination of Council Members**
- B1.1 Each nomination of a **Corporate** member for election to **Council** must be proposed and seconded by at least 2 (two) **Corporate** members on the prescribed official nomination form.
- B1.2 On receipt of the nominations the Manager shall notify each nominee and request his/her acceptance or otherwise of such nomination within 10 (ten) calendar days. Failure to accept such nomination will make it null and void. **Notification of Nominees**
- B2 At least 30 (thirty) calendar days prior to the Annual General Meeting, **Council** shall cause to be forwarded to each member the relevant ballot list showing the names of candidates, and their qualifications, occupations and business addresses. In addition there will be a short CV per candidate, highlighting contributions made to the SAIMM. **Ballot list**
- B2.1 The prescribed electronic voting process of voting for nominees to sit on **Council** shall take place over a period of 2 (two weeks) but not later than 14 days prior to the Annual General Meeting. **Council scrutiny of ballot**
- B2.2 In the event of the number of votes being found to be equal for any two or more candidates, all of whom cannot be declared elected; the Office Bearers shall determine the procedure to be followed to finalise a tied ballot. **Tied Ballot**
- B3 Should the nomination list for **members** to be elected to **Council** not include the names of as many members as are required to fill the vacancies on **Council**, **Council** shall, after scrutiny of the ballot, nominate members to complete the list and the members nominated shall be declared elected at the Annual General Meeting. **Nominations – vacancies on Council**
- B4 Meetings and duties
- B4.1 Subject to 3.24, **Council** shall meet as often as the business of the INSTITUTE requires. At meetings of **Council**, a simple majority of Corporate **Council** members present at the meeting shall form a quorum. This number may change each year due to the number of Co-opted members of Council and Past Presidents serving on **Council**. **Council Meetings**
- B4.2 All matters shall be decided by vote of a simple majority of members present at **Council** meetings, except as provided in clause 3.3 and/or 3.4 but before such vote is taken a decision on any subject may, at the request of any 3 (three) **Corporate** members present, be postponed until the succeeding meeting and then shall be decided by the majority. The notice calling for the subsequent meeting must clearly indicate that there is a subject on the agenda that requires discussion and a decision. **Quorum**

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| B5 | The President as chairperson of Council meetings shall have a deliberative vote and, in the event of a tied ballot, a casting vote. The President or, in his/her absence, the President Elect, or, in the absence of both parties, a member of Office Bearers shall take the Chair at all meetings of Council . | Chairperson |
| B6 | Council shall have the power to appoint committees and/or representatives for such purposes and with such powers as it may decide. Such appointments and/or representatives may be made from members of the INSTITUTE or from such other persons as Council may select to further the interests and work of the INSTITUTE. The President shall be, <i>ex officio</i> , a member of all committees. | Appointment of Committee and Representatives |
| B7 | The President or, in his/her absence, the President Elect, may extend the privileges of the INSTITUTE to members of comparable professional bodies who are visiting the Republic of South Africa. Such privileges of visiting members shall not extend for a period of more than 3 (three) months. | Visiting members |

Footnote:

Reference to matters contained in By-Law B can be found as follows in the Constitution:

- Clause 3.5 Election of Office Bearers
- Clause 3.12 Appointment and Remuneration of a Manager
- Clause 3.13 Keeping minutes of the proceedings
- Clause 3.14 Council Directives relating to the administration of funds, assets and property
- Clause 3.15 Administration of donations received
- Clause 3.17 Auditing of Statement of Revenue and Expenditure and Balance Sheet
- Clause 3.23 Interpretation of any portion of the Constitution or By-Laws

BY-LAW C

ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

C1 ANNUAL GENERAL MEETINGS (AGM) AND SPECIAL GENERAL MEETINGS (SGM)

- C1.1 The quorum for all AGM and SGM of the INSTITUTE shall be 15 (fifteen) **Corporate** members personally present. Subject to the provisions of Clause 6.7 of the Constitution, a simple majority of votes of Members present at the AGM or SGM shall carry any business before the meeting. **Quorum for AGM and SGM**
- C1.2 Unless otherwise laid down, every question, other than amendments to or additions to the Constitution, submitted to any meeting, in accordance with clause 6.7 and/or 6.8 shall, in the first instance, be decided by a show of hands of the members entitled to vote. A poll may be demanded by any 6 (six) **Corporate** members and shall thereupon be taken forthwith and be supervised by 2 (two) scrutineers appointed by the meeting. The Chairperson of any meeting shall have a deliberative vote and, in addition, a casting vote in the event of a tied ballot. **Voting at Meetings**
- C1.2.1 In the event of a postal vote, as prescribed in Clauses 6.7 and 6.8 the Manager shall, within 14 (fourteen) days after any Special General Meeting or meeting of **Council** at which it is decided to take a vote by post, forward to each member entitled to vote a ballot paper which shall contain the resolution on which the members is required to vote. The ballot paper shall be completed in the members' own handwriting and returned to the Manager in order to reach him/her not later than 40 (forty) calendar days after the date of the aforesaid meeting. If the ballot paper is received after the said period the vote will not be recognised. **Postal Votes**
- C1.3 The President or, in his/her absence, a member of Office Bearers, or, in the absence of all Office Bearers, a member elected by the meeting shall take the Chair at the AGM or SGM of the INSTITUTE. **Chairman of Meetings**
- C1.4 Visitors may be introduced by members at the Annual General Meetings. With the consent of the Chairperson, visitors may take part in any discussion but may not participate in any voting. **Introduction of Visitors**

Footnote:

Reference to matters contained in By-Law C can be found as follows in the Constitution:

- Clause 6.4 Notices of Annual /Special General meetings
Clause 6.6 Voting by Proxy
Clause 6.7 Amendments to the Constitution
Clause 6.8 Winding-up of the Institute

Updated April 2013

BY-LAW D

PUBLICATIONS

D1. PUBLICATIONS COMMITTEE

- D1.1. In accordance with Clause 3.29 of the Constitution, Council may delegate some or all of its duties related to publications to a Publications Committee.
- D1.2. The Publications Committee shall be constituted annually from members of the Institute and shall report to Council.

D2. PRINTED PUBLICATIONS

- D2.1. The INSTITUTE publishes printed information in The Journal of the Southern African Institute of Mining and Metallurgy (The Journal), in conference proceedings, and in books. **Printed publications**
- D2.2. The purpose of the publications of the INSTITUTE shall be to disseminate high-quality technical information that is of relevance to the mineral and metal industries. **Purpose of publications**
- D2.3. The Journal shall be published twelve times a year. In addition, special editions may be published. Technical papers in The Journal may cover original research, review articles, or descriptions of plants, processes, or operations. Submissions of technical papers to The Journal are encouraged from authors in any country. Papers that are submitted to The Journal shall be peer reviewed by at least two referees who have a good knowledge of the subject. The Journal shall have an International Standard Serial Number (ISSN) and an international advisory board that reflects expertise in a wide range of subjects of relevance to the mining and metallurgical industries. The Journal shall be freely distributed to all members of the INSTITUTE. Organisations and businesses may subscribe to The Journal at a cost that is determined by the Publications Committee. **SAIMM Journal requirements**
- D2.4. When technical conferences are held by the INSTITUTE, proceedings of the conferences should be published, whenever it is feasible to do so. If the organising committee of the conference decides to publish peer-reviewed proceedings, there shall be a statement to that effect, with the names of the reviewers, in the proceedings book. Acceptance of papers for a conference shall be made with due regard to maintaining the high standards of the INSTITUTE. **Conference proceedings**
- D2.5. Papers and other contributions to The Journal or to conferences should be submitted, as far as possible, in a form and style that is recommended by the 'Guidelines for Authors' set out by the INSTITUTE. All papers and contributions communicated to the INSTITUTE, along with drawings and other illustrations, shall become the property of the INSTITUTE, except in the case of a paper's rejection or unless stipulation is made to the contrary. Authors shall not be at liberty, save by permission of Council, to publish or cause or allow to be published any contributions prior to their publication in The Journal or conference proceedings. **Papers and contributions**
- D2.6. Should a paper or contribution be rejected, it shall not be incumbent upon the Publications Committee to give its reason for so doing. **Rejection of papers**

D2.7.	Appropriate acknowledgements to the SAIMM shall be made by the authors where papers or contributions that are published in The Journal or in conference proceedings, or extracts thereof, are reproduced in other publications.	Acknowledgement
D2.8.	No members of the INSTITUTE shall make use of any portion of the INSTITUTE's publications in a published document connected with a business undertaking unless he/she has obtained the written permission of Council and that of each individual speaker or writer concerned. The infraction of this by-law will be regarded by Council as justifying action under Clause 2.9 of the Constitution.	Permission
D2.9.	No statement claiming advantages for any original method or technology shall be published in any publication of the INSTITUTE unless such statement can be supported by an adequate description and justification of the method or technology to which reference is made.	Claims re advantages of method or devices
D2.10.	Books may be published from time to time, by permission of Council, where high-quality content is available and they are judged to be of sufficient merit and relevance to the mineral and metal industry.	Books
D3.	ELECTRONIC PUBLICATIONS	
D3.1.	The INSTITUTE shall maintain a website (www.saimm.co.za) for the electronic dissemination of information via the Internet.	Website
D3.2.	All technical papers that appear in The Journal shall be published on the SAIMM website, as soon as they are ready for printed publication, and a notice shall be sent to all members by e-mail, containing the contents of each Journal with links to each of the papers.	E-mail of Journal contents
D3.3.	All papers that appear in the SAIMM conference proceedings shall be published on the SAIMM website after a suitable period of time has elapsed following the conference.	Conference proceedings on website
D3.4.	All Journal and conference papers shall be made freely available to anyone anywhere in the world who has a connection to the Internet (<i>i.e.</i> open access). The INSTITUTE shall actively promote the widespread dissemination of its publications via search engines and electronic databases.	Open access
D4.	ADVERTISING	
D4.1	The Publications Committee shall engage the services of an advertising consultant to manage the process and maintain the appropriate advertising standards for advertisements that are placed in The Journal.	Advertising

BY-LAW E

SUBORDINATE STRUCTURES

E1 DIVISIONS

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|------|--|--------------------------------------|
| E1.1 | Council shall decide the conditions of admission to membership of Divisions and the manner in which Divisional meetings shall be conducted. | Admission of Divisions |
| E1.2 | Council shall decide the mandate and delegation of authority of Divisions. | Mandate and Delegation of Authority |
| E1.3 | Divisions will be accountable to the Council of the INSTITUTE. | |
| E1.4 | Divisions are intended to engage at Industry level in activities that are in the collective interests of the INSTITUTE and its members. | Divisions Activities |
| E1.5 | A minimum of one Office Bearer will represent the interests of the INSTITUTE at meetings of a Division. | Representative at Divisions Meetings |
| E1.6 | Divisions which are or may be constituted in terms of this By-law are: | Divisions in terms of By-laws |
| | E1.6.1 SAMREC/SAMVAL | |
| | E1.6.2 Mineral Economics Division | |
| | E1.6.3 South African National Committee on Tunnelling (SANCOT) | |

E2 TRUSTS

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|------|---|-----------------------------------|
| E2.1 | A minimum of one Office Bearer will represent the interests of the INSTITUTE at meetings of Trusts. | Representative at Trusts Meetings |
| E2.2 | The Trusts shall produce audited annual financial statements. | Audited Financial Statement |
| E2.3 | The Trusts shall present a quarterly report of its activities to the Council . | Quarterly Report |
| E2.4 | Trusts which are or may be constituted in terms of the INSTITUTE Constitution and Bylaws: | Trusts in terms of By-laws |
| | E2.4.1 SAIMM Scholarship Trust Fund | |

E3 COMMITTEES

- | | | |
|------|---|--------------------------------------|
| E3.1 | A Committee of the INSTITUTE must have a clearly defined purpose and mandate from Council. | Purpose and Mandate of Committee |
| E3.2 | A minimum of one Office Bearer will represent the interests of the INSTITUTE at meetings of a Committee. | Representative at Committee Meetings |
| E3.4 | The Chairperson of a Committee is responsible for informing Council and | Chairperson of Committee |
| | E3.4.1 The Chairperson will preferably be an elected member of Council and | |
| | E3.4.2 Should the Chairperson not be an elected member of Council then the Chairperson will be a co-opted member of Council . | |

E3.5 The Committee will be required to make use of the services of the INSTITUTE Secretariat function.

**Purpose and
Mandate of
Committee**

E3.6 Committees which are or may be constituted in terms of this Bylaw are:

**Committees in
terms of By-
laws**

- E3.6.1 Technical Programme Committee: Mining
- E3.6.2 Technical Programme Committee: Metallurgy
- E3.6.3 Membership Committee
- E3.6.4 Career Guidance and Education Committee
- E3.6.5 Publications Committee

BY-LAW F

BRANCHES

F1 CREATION AND OPERATION OF A BRANCH

- F1.1 Council may, at its discretion and upon receipt of a written request signed by 12 (twelve) Corporate members resident in a specific district, create a Branch of the INSTITUTE in such a district. The objectives of such a Branch shall be in accordance with Clause 1.5 of the Constitution. **Creation of a Branch**
- F1.2 A Branch shall be termed *[name]* Branch of the Southern African Institute of Mining and Metallurgy with the name clearly defining the region of representation. A Branch shall remain a Branch of the Southern African Institute of Mining and Metallurgy. **Branch Naming**

F2 BRANCH ACTIVITIES

- F2.1 The activities of a Branch shall be conducted in accordance with the Constitution and By-laws of the INSTITUTE. In case of any doubt as to the meaning or import of any portion of the Constitution and By-laws of the INSTITUTE or these Rules, the interpretation of Council shall be binding upon members. **Activities**
- F2.2 The duties of the Committee shall be to promote the objectives of the INSTITUTE as set out in Clause 1.5 of the Constitution. **Duties of the Committee**

F3 MEMBERSHIP OF A BRANCH

- F3.1 The membership of any Branch shall consist of those members of all categories of the INSTITUTE who are resident in the area. All members shall be entitled to attend, speak and vote on matters related to their Branch. Persons who are not members of the INSTITUTE shall not be entitled to be members of a Branch. **Membership**
- F3.2 A register of the names and addresses of all current Branch members shall be kept up to date. **Membership Roll**

F4 AUTHORITY OF A BRANCH

- F4.1 A Branch shall not purport to act for the INSTITUTE in any matter, either directly or by correspondence, *vis-à-vis* Government Departments or similar bodies or any organisation, group or individual unless specifically authorised in writing by Council to so act. **Branch Authority**
- F4.2 Nothing in these Rules shall empower a Branch Committee to contract debts in the name of the INSTITUTE in any way.

F5 ELECTION OF BRANCH COMMITTEE

- F5.1 The affairs of any Branch shall, subject to the control of Council, be managed by a Committee constituted as follows: **Branch Management**
- Chairperson
 - Vice-chairperson
 - Branch Secretary

	<ul style="list-style-type: none"> • Immediate Past Chairperson (if not available, then the next most senior member of the previous committee) • 3 (three) to 5 (five) members • The President of the INSTITUTE is, <i>ex officio</i>, a member of all Branch Committees. • The Institute may direct the appointment of a Branch Treasurer 	
F5.2	The Chairperson of the outgoing Committee shall call for nominations for members of the incoming Committee at a Branch Annual General Meeting. A member unable to attend the Annual General Meeting may be nominated by proxy <i>in absentia</i> provided he/she has given written confirmation of his/her willingness to stand. Each nominee requires a proposer and seconder whereupon voting for members can proceed by a show of hands.	Nominations for Incoming Committee
F5.2.1	Only after the new Committee has been elected will the outgoing Chairperson hand the Chair over to the incoming Chairperson.	Branch Management
F5.2.2	Should the nomination list for the members to be elected to the Committee not include the names of as many members as are required to fill the vacancies on the Committee, the new Committee shall be empowered to co-opt members to complete the list and the members nominated shall be declared elected at the Annual General Meeting.	Co-opted Members
F5.3	The Chairperson and Vice-chairperson of a Branch shall hold office for a minimum of 2 (two) consecutive years and shall be elected by and from members of the retiring Branch Committee at the Branch Annual General Meeting held before the Annual General Meeting of the INSTITUTE of each year.	Branch Management
F5.3.1	The Branch Committee shall have the power to fill any casual vacancy on the Committee. A member so elected shall hold office for the remaining portion of the current year.	Casual Vacancies
F5.3.2	The elected Committee shall have the power to co-opt a further 2 (two) members.	Co-opted Members
F6	MEETINGS OF A BRANCH	
F6.1	The Committee shall meet as often as the business of the Branch requires. At meetings of the Committee 4 (four) members shall form a quorum and all matters shall be decided by a majority vote of all members of the Committee, the Chairperson having a deliberative vote and a casting vote.	Branch Committee Meetings
F6.1.1	The Chair shall be taken by the Chairperson or, in his/her absence, the Vice-chairperson or, in the absence of both parties, a member of the Committee elected by the members present.	
F6.2	Notwithstanding F5.2 and F5.3 above, a Branch shall hold an Annual General Meeting on an annual basis for the purposes of electing the remaining committee members. Members of the Committee shall retire annually but shall be eligible for re-election.	Election of Members
F6.3	Ordinary General Meetings of a Branch shall be held on dates decided by the Committee. Notices convening Ordinary General Meetings shall be dispatched to members not less than 7 (seven) days prior to the dates of such meetings.	Branch Meetings

F6.3.1	The annual session of a Branch shall be from 1 July of any year to 30 June of the succeeding year. The Annual General Meeting of a Branch shall be held not later than mid-August on a date decided by the Committee to receive and consider the report of the Chairperson, the statement of accounts, the election of members of Committee and to conduct such other business as the Committee may decide.	Branch AGM
F6.3.2	Notices convening the Annual General Meetings shall be dispatched to members not less than 14 (fourteen) days prior to the date decided for such meetings.	AGM Notices
F6.3.3	The quorum for all General Meetings of a Branch shall be 10 (ten) members. A majority of votes shall carry any business before the meeting. Matters submitted to any meeting shall be decided by a show of hands of the members entitled to a vote.	Quorum for Branch Meetings
F6.3.4	The Chairperson of any meeting shall have a deliberative vote and additionally a casting vote in the event of any tied ballot.	Branch Management
F6.3.5	The Chair shall be taken by the Chairperson, or in his/her absence the Vice-chairperson, or in the absence of both parties, by a member elected by the members present.	
F6.4	Minutes of all Committee and Annual General Meetings of the Branch shall be kept and, after scrutiny by the Chairperson, one copy thereof shall be forwarded within 30 (thirty) days to the Manager of the INSTITUTE. These minutes shall include attendance figures.	Branch Management
F6.4.1	Council shall be kept informed concerning the activities of the Branch and copies of all notices of meetings forwarded to the Manager of the INSTITUTE.	Branch Management
F6.4.2	An abridged Chairperson's Annual Report to Council is to be forwarded to Council by mid-July in each year.	Report to Council
F6.4.3	Should the Branch have a bank account, such Annual Report to Council will include financial statements.	Financial Statements

F7 FINANCIAL ADMINISTRATION OF A BRANCH

F7.1	The Committee shall appoint an Honorary Secretary who, however, shall not have a vote at Committee Meetings unless he/she is a Corporate member of the INSTITUTE.	Honorary Secretary
F7.2	An estimate of the expected expenses and anticipated accruals of the Branch for the ensuing year shall be made by the Committee at its first meeting of each year. This estimate, together with the required funding for the year, shall be submitted to Council for approval.	Funds
F7.2.1	The Committee shall keep true accounts of all monies received and expended and shall submit these accounts to the Manager of the INSTITUTE for audit purposes by 15 July of each year. Any surplus or deficit of Branch funds will be for the account of the INSTITUTE and will be incorporated into the audited accounts of the INSTITUTE at the end of each financial year.	Surplus Funds of Branches

F7.2.2 No expenses in excess of the approved budget may be incurred without approval by Council. Council may allocate funds and/or assistance as it may, from time to time, find necessary to provide for the satisfactory functioning of the Branch. Such funds shall be deposited on account of and for the use of the Branch in a bank or institution approved by Council. The Chairperson or a Committee member and the Treasurer or Honorary Secretary of the Branch shall sign all cheques drawn on such account

**Financial
Admin**

F8 DISSOLUTION OF A BRANCH

F8.1 Council shall retain the power to dissolve a Branch and a copy of the resolution of Council deciding upon such dissolution shall be sent to the Chairperson of the Branch concerned.

**Branch
Dissolution**

F8.2 All assets, books, records and funds of the INSTITUTE in the custody of a Branch shall remain the property of the INSTITUTE and, in the event of the dissolution of such Branch, as provided for in By-Law F1.2, shall immediately be forwarded to the Manager of the INSTITUTE.

**Branch
Dissolution**

F9 REVIEW OF BY-LAW

F9.1 Amendments or variations to these By-Laws may be made by Council on its own initiative or on recommendation of a properly constituted meetings (s) of 1 (one) or more Branches following a majority decision of a meeting attended by not less than 10 (ten) members and provided that notice of the proposed change(s) is given 14 (fourteen) days in advance of the meeting.

**Amendments
to rules**

F9.1.1 Proposed amendments or variations must be submitted to Council for approval prior to implementation.

BY-LAW G

SAMCODES

- G1 Competent Person/Valuator status in terms of the SAMCODE reporting codes may be ratified for members authoring public reports by a peer review process in accordance with the provisions of By-law G and Clause 2.13 of the Constitution
- G1.1 Members of the SAIMM or GSSA who wish to attain Competent Person/Valuator status for the purpose of having signing authority on public reports lodged with the Johannesburg Stock Exchange may submit themselves to a peer review process.
- G1.2 The peer review process will fall under the auspices of the SAMREC-SAMVAL Committee (SSC), a joint SAIMM/GSSA entity. Its frame of reference will be the SAMCODES, as revised from time to time. The SSC shall convene a joint SAIMM/GSSA subcommittee with the sole purpose of undertaking Competent Person or Competent Valuator peer review. The purpose of the process is to confirm that a person purporting to be a Competent Person/Valuator satisfies all requirements of a Competent Person/Valuator as defined in the SAMCODES, and that his/her professional status has been validated by his/her Professional Association.
- G1.3 Confirmation of Competency for an author of a report is to be obtained for each public, newly released Competent Person/Valuator report.
- G1.4 Appeals against a ruling of the Peer Review Process may be made to the SSC via the Council of the professional body to which the appellant belongs. The ruling of Council of the respective body will be final.
- G1.5 While certification of competency through the peer review process may not be binding on the Johannesburg Stock Exchange, the peer review process represents a strong statement of support and comfort to the JSE.
- G1.6 No member of the SAIMM or GSSA may sign a publicly released Competent Person Report without first obtaining certification of competency via the peer review process, unless he/she is a member of another professional body recognized by the JSE.

BY-LAW H

CODE OF PROFESSIONAL CONDUCT

- H1 In the interests of performing their work with integrity and sincerity and in accordance with generally- accepted norms of professional conduct, members of SAIMM are obliged to:
- H1.1 Uphold the dignity and standing of their respective professions and the objectives of the Institute.
 - H1.1.1 Members of SAIMM should endeavour, through their behaviour, to elicit the highest esteem of all communities. Thus a member shall not:
 - H1.1.1.1 Be involved in any business or professional practice that is of a fraudulent or dishonest nature.
 - H1.1.1.2 Conceal unethical acts.
 - H1.1.1.3 Continue in a partnership, nor act in any professional matters with any person who has been removed from the Institute's membership due to unprofessional conduct.
 - H1.2 Have due regard for the welfare, safety and health of the general public and the environment in all activities.
 - H1.2.1 To this end members of SAIMM shall:
 - H1.2.1.2 Work to acceptable technological standards and in a manner so as to not jeopardise public welfare, safety or health.
 - H1.2.1.3 Endeavour at all times to maintain technological services essential to public welfare
 - H1.2.1.4 Endeavour to promote public well-being and, should their judgement be over-ruled, strongly object and inform their employer or client of any possible consequences.
 - H1.2.1.5 Contribute to debate on scientific and technological issues in their areas of competence in order to further public understanding and well-being.
 - H1.3 Discharge their duties to employers and/or clients effectively and competently, with fidelity and honesty as well as respect their employer's confidentiality.
 - H1.3.1 Members of SAIMM shall:
 - H1.3.1.1 Avoid all known or potential conflicts of interest at all times.
 - H1.3.1.2 Be impartial, when administering a contract, in its interpretation.
 - H1.3.1.3 Not accept compensation from more than one party for services rendered on a contract unless disclosed to and agreed by all interested parties.

- H1.3.1.4 Disclose to their employer or client, in writing any interest, financial or otherwise, which they may have in a company, organisation or person related to the work for which they have been employed.
 - H1.3.1.5 Disclose details of royalties or any other benefits which may accrue to them arising from the work for which they are responsible.
 - H1.3.1.6 Not solicit payment from suppliers of materials and equipment for specifying their particular products.
 - H1.3.1.7 Not solicit nor accept gratuities nor commissions from contractors, agents or other parties employed by their employer or client in connection with the work for which they are responsible unless authorised, in writing, by their employer or client
 - H1.3.1.8 Advise their employer or client where, as a result of their studies, they believe that a project is not viable.
 - H1.3.1.9 Not use nor disclose confidential information gained in the course of employment without the expressed, written permission of the employer or client
- H1.4 Only undertake work that they have been adequately trained for, have the necessary experience of, and are therefore competent to perform.
- H1.4.1 To this end the Institute requires members to:
 - H1.4.1.1 Inform their employer or client and make recommendations for obtaining further advice if an assignment requires qualifications and experience beyond their field of competence.
 - H1.4.1.1 Refrain from describing themselves, nor permit themselves to be described as, nor act as consultants unless they are prepared to occupy a position of professional independence and design and supervise works and act as an unbiased independent adviser.
- H1.5 Strictly avoid advertising their professional services in a self-laudatory way or in a manner that would undermine the dignity of the Institute.
- H1.5.1 Members of SAIMM should avoid improper conduct for personal gain. Thus, members shall:
 - H1.5.1.1 Only approach prospective employers and clients with due regard to their professional independence and this Code of Professional Conduct.
 - H1.5.1.2 Neither pay, nor offer, inducements for work.
 - H1.5.1.3 Promote the principle of engagement on merit.
 - H1.5.1.4 Not misrepresent their own nor their associates' qualifications, experience and previous responsibilities.
 - H1.5.1.5 Exercise restraint when explaining their work.
 - H1.5.1.6 Not unfairly criticise the work of others.
 - H1.5.1.7 Give credit for professional work to those to whom it is due.
 - H1.5.1.8 Properly use circumspect advertising to announce their practice and availability.

- H1.6 Refrain from malicious or negligent conduct that would injure the professional reputation or business of others.
- H6.1.1 The conduct of members of SAIMM shall never lead to the downfall of others.
- H1.7 Comply with the Constitution of the Institute and, where applicable, those of legislated Codes of Professional Conduct.
- H1.7.1 Members of SAIMM shall:
 - H1.7.1.1 Inform themselves of the laws and regulations governing the minerals industry in Southern Africa.
 - H1.7.1.2 Practice their profession in accordance with this Code of Professional Conduct.

**BY-LAW I
YOUNG PROFESSIONALS COUNCIL (YPC)**

11 ESTABLISHMENT OF A YOUNG PROFESSIONALS COUNCIL (YPC)

- 11.1 The SAIMM Council ('Council') acknowledges the valuable contribution that youth can make to the effectiveness of the INSTITUTE and considers their meaningful involvement in the operation of the INSTITUTE to be a valuable part of their development process. Youth is defined as those members of the INSTITUTE who are 35 years and younger.
- 11.2 In accordance with clause 3.21 of the Constitution, Council may frame By-laws, which must be consistent with the provisions of the Constitution for the conduct of the business and the management of the affairs of the INSTITUTE. Council has in terms of this By-law constituted a Young Professionals Council. The objectives of the Young Professionals Council shall be in accordance with Clause 1.5 of the Constitution. **Establishment of a Young Professionals Council**
- 11.3 The Young Professionals Council shall be termed "Young Professionals Council of the Southern African Institute of Mining and Metallurgy", hereinafter referred to as the "Young Professionals Council" and abbreviated as "YPC". **Name**

12 AUTHORITY OF YOUNG PROFESSIONALS COUNCIL

- 12.1 The **YPC** may make rules governing its meetings and the business and conduct of its affairs, but it shall consult with Council before doing so. Such rules may include the drawing up of a **YPC** Constitution for formal ratification by Council. **Governance of the Young Professionals Council**
- 12.2 The **YPC** shall be represented on Council by the Chairman and/or Vice Chairman of the YPC who shall be co-opted by Council. **Representation on Council**
- 12.3 The **YPC** shall act on behalf of the INSTITUTE according to the mandate received by Council and specifically by the activities and duties under Clause 3 of this By-Law **Authority**
- 12.4 Nothing in these Rules shall empower the **YPC** to contract debts or any legal obligations in the name of the INSTITUTE in any way. **Debts**

13 YPC ACTIVITIES AND DUTIES

- 13.1 The activities of the **YPC** shall be to develop and promote initiatives and industry awareness of the youth within the defined age group to provide an alternative perspective to Council to consider in its decision making. These activities will encompass but not be limited to the following focus areas: **Activities**
- 13.1.1 The role in influencing schools – from career guidance, mathematics, science, tutoring life skills, etc.
- 13.1.2 The role in universities – from the selection processes to the alignment in getting the degree and its uses in the industry
- 13.1.3 The role of business – from best practice, training programmes, mentoring programmes, and development
- 13.1.4 Influencing other bodies such as ECSA, DMR, AMMSA, etc. for the benefit of all young professionals

- 13.1.5 Influencing service providers outside the mainstream who provide secondary services
- 13.1.6 Instituting entrepreneurial activities that will serve the requirements of young professionals.
- 13.2 The duties of the **YPC** shall be related to the issues and challenges facing the youth as detailed in Clause 13.1.

14 YOUNG PROFESSIONALS COUNCIL

- 14.1 The affairs of the **YPC** shall, subject to the control of Council, be managed by the YPC members constituted as follows:
 - 14.4.1 Chairman
 - 14.4.2 Vice-chairman
 - 14.4.3 Secretary
 - 14.4.4 Treasurer
 - 14.4.5 Immediate Past Chairman (if eligible)
 - 14.4.6 A minimum of 13 (thirteen) and a maximum of 18 (eighteen) members 35 years of age and younger
 - 14.4.7 **Council** shall have two representatives of the **YPC** to ensure continuity and that the interests of the INSTITUTE are maintained.
- 14.2 Any member of the SAIMM, who is 35 years and younger is eligible to serve on the **YPC**. The maximum age that a **YPC** member may reach before being required to step down from the **YPC** will be 35 years.
- 14.3 Members of the **YPC** shall be elected as provided for in this By-law and shall hold office until their successors have been elected. The manner of nomination and election of members of the Young Professionals Council shall be as set out in this By-law. Members of the YPC shall retire annually but shall be eligible for re-election.
- 14.4 The **YPC** may, to ensure adequate representation of all branches of mining and metallurgy, co-opt by unanimous vote no more than 4 (four) additional members to the **YPC**. Such additional members shall have the privileges and responsibilities of elected **YPC** members and shall serve for that current session. The names of such co-opted members shall be announced at the next General Meeting of the INSTITUTE following their appointment.

Constitution of the Young Professionals Council

15 ELECTIONS

- 15.1 Only candidates who are 34 years and younger at the time of the election, shall be considered for election to the **YPC**.
- 15.2 A notice calling for nominations for members of the **YPC** shall be distributed to **all** members who are 35 years old and younger not later than the first day of April in each year and all such nominations shall be lodged with the Manager not less than 120 (one hundred and twenty) calendar days prior to the date of the Annual General Meeting.
 - 15.2.1 Each nomination of a member for election to the YPC, must be proposed and seconded by at least 2 (two) Corporate or non-corporate members on the prescribed official nomination form.
 - 15.2.2 On receipt of the nominations the Manager of the SAIMM shall notify each nominee and request his/her acceptance or otherwise of such nomination within 10 (ten) calendar days. Failure to accept such nomination will make it null and void.

Notices

Nominations

- 15.3 At least 90 (ninety) calendar days prior to the Annual General Meeting, Council shall cause to be forwarded to all members who are not older than 35 years the relevant ballot list showing the names of candidates. In addition, a short CV per candidate will be included. **Ballot list**
- 15.3.1 The prescribed electronic voting process of voting for nominees to sit on the **YPC** shall take place over a period of 4 (four weeks) but not later than 60 days prior to the Annual General Meeting. **Voting**
- 15.3.2 In the event of the number of votes being found to be equal for any two or more candidates, all of whom cannot be declared elected; the current **YPC** shall determine the procedure to be followed to finalise a tied ballot.
- 15.4 Should the nomination list for members to be elected to the **YPC** not include the names of as many members as are required to fill the vacancies on the YPC, the SAIMM Council shall, after scrutiny of the ballot, nominate members to complete the list and the members nominated shall be declared elected at the Annual General Meeting. **Nominations by Council**
- 16 OFFICE BEARERS**
- 16.1 The YPC shall elect its Office Bearers, hereinafter referred to as “YPC Office Bearers”.
- 16.2 YPC Office Bearers shall consist of –
- Chairman
 - Vice-chairman
 - Secretary
 - Treasurer
 - Immediate Past Chairman (if eligible)
- 16.3 The term of office is one year. No member of the YPC may hold two offices simultaneously. No member of the YPC may hold the same office for more than one year.
- 16.4 A notice calling for nominations for YPC Office Bearers shall be distributed to all members of the YPC and all such nominations shall be lodged with the Manager not less than 60 (sixty) calendar days prior to the date of the Annual General Meeting.
- 16.4.1 On receipt of the nominations the Manager of the SAIMM shall notify each nominee and request his/her acceptance or otherwise of such nomination within 10 (ten) calendar days. Failure to accept such nomination will make it null and void.
- 16.5 Office Bearers of the **YPC** shall be elected in accordance with this By-law by members serving on the **YPC** each year during the **YPC** meeting immediately preceding the Annual General Meeting.
- 16.5.1 In the event of only one nomination for a position, that candidate shall be regarded as having been duly elected.
- 16.5.2 If there are two or more candidates nominated for any position, the candidate who receives the most votes will be duly elected.
- 16.5.3 In the event of the number of votes being found to be equal for any two or more candidates, all of whom cannot be declared elected, the Immediate Past Chairman of the YPC shall have the casting vote.

- 16.6 No member of the YPC Office Bearers may be elected to the same position for two years in succession. An Immediate Past Chairman may not be re-elected to Office Bearers in any position.
- 16.7 **YPC** shall have the right to appoint one additional member to Office Bearers if good reason to do so exists.
- 16.8 **YPC** may delegate some of its power to YPC Office Bearers if it is deemed by the **YPC** to be in the interest of the Institute. Any such delegation of power shall only be valid for the current session of the **YPC** or any such shorter period as deemed appropriate by the **YPC**.
- 16.9 The YPC Office Bearers shall be accountable to the **YPC** and shall -
 - 16.9.1 manage the affairs of the **YPC** in terms of the mandate given by the **YPC**;
 - 16.9.2 implement the motions and resolutions of the **YPC**;
 - 16.9.3 advise the **YPC** on matters related to the functioning of the Institute and the attainment of its goals.

I7 MEETINGS OF THE YPC

- 17.1 The **YPC** shall meet as often as deemed necessary for the proper execution of its duties, but not fewer than six times per year. In the period between meetings, urgent decisions may be taken electronically via an email vote. The urgency of matters shall be decided by the Chairman, in consultation with the Manager of the SAIMM.
 - 17.1.1 The **Chairman** of the **YPC** or, in his/her absence, the Vice Chairman, or, in the absence of both parties, a member of the **YPC** shall take the Chair at meetings of the **YPC**.
- 17.2 At meetings of the **YPC**, a majority of eight **YPC** members present at the meeting shall form a quorum. All matters shall be decided by vote of a simple majority of members present at the **YPC** meetings.
 - 17.2.1 The **Chairman** of the **YPC** shall have a deliberative vote and, in the event of a tied ballot, a casting vote.
- 17.3 Meetings of the **YPC** shall be held on dates decided by the **YPC**. Notices convening meetings shall be dispatched to members not less than 7 (seven) days prior to the dates of such meetings.
- 17.4 Minutes of all meetings of the **YPC** shall be kept and, after scrutiny by the Chairman, one copy thereof shall be forwarded within 30 (thirty) days to the Manager of the INSTITUTE. These minutes shall include an attendance register.
 - 17.4.1 Council shall be kept informed concerning the activities of the **YPC** and copies of all notices of meetings forwarded to the Manager of the INSTITUTE.
 - 17.4.2 An abridged Chairman's Annual Report to Council is to be forwarded to Council by mid-July in each year.

Meetings

Minutes

Report to Council

I8 FINANCIAL ADMINISTRATION OF THE YPC

- 18.1 **Council** may allocate funds and/or assistance as it may, from time to time, find necessary to provide for the satisfactory functioning of the **YPC**.

Funding

18.2 An estimate of the expected expenses and anticipated accruals of the YPC for the ensuing year shall be made by the Treasurer of the YPC and the Manager of the INSTITUTE at the April meeting of each year. This estimate, together with the required funding for the year, shall be submitted to Council for approval.

I9 DISSOLUTION OF THE YPC

19.1 Council shall retain the power to dissolve the YPC and a copy of the resolution of Council deciding upon such dissolution shall be sent to the Chairman of the YPC.

Dissolution

19.2 All assets, books, records and funds of the INSTITUTE in the custody of the YPC shall remain the property of the INSTITUTE and, in the event of the dissolution of such YPC.

I10 REVIEW OF BY-LAW

110.1 Amendments or variations to these By-Laws may be made by Council on its own initiative or on recommendation of a properly constituted meeting of the YPC following a majority decision of a meeting where a quorum is present provided that notice of the proposed change(s) is given 14 (fourteen) days in advance of the meeting.

**Amendments
to By-Law**

110.2 Proposed amendments or variations must be submitted to Council for approval prior to implementation.