

THE SOUTHERN AFRICAN INSTITUTE OF MINING AND METALLURGY

CONSTITUTION AND BY- LAWS

(Revised June 2006)

CONSTITUTION

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 INSTITUTE shall not aim to make any monetary profit nor gain from the pursuit of its objectives, and any such profit or gain as may accrue shall not be distributed to its members but shall be used by it or invested by it for use in the furtherance of its objectives.

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:

- Identify, represent and promote the 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 professionals in the mining and metallurgical industries.

Key Objectives

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 with only Corporate members being entitled to vote.

Membership

2.2 **Corporate** membership shall comprise the following categories:

- Honorary Life Fellow
- Fellow
- Retired Fellow
- Member

Corporate Membership

- Retired Member
- 2.3 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.
- Honorary
Life
Fellow**
- 2.3.1 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 be by ballot and shall require the unanimous vote of Council members present.
- 2.3.2 An Honorary Life Fellow shall be elected by Council and such election shall be announced at the following Annual General Meeting of the INSTITUTE.
- 2.4 A candidate for admission or transfer into the category of **Fellow** shall:
- Qualifications:
Fellow**
- 2.4.1 Be not less than 30 (thirty) years of age.
- 2.4.2 Have been, for at least 5 (five) years, in a senior technical position in mining or metallurgical undertakings, or in Governmental, educational or research organisations; or
- 2.4.3 Have been, for at least 5 (five) years, in practice as a consultant in the skills of mining and metallurgy, or
- 2.4.4 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.
- 2.5 A candidate for admission or transfer into the category of **Member** shall:
- Qualification
Members**
- 2.5.1 Be not less than 25 (twenty-five) years of age.
- 2.5.2 Have been, for at least 2 (two) years in a responsible position in important mining undertakings or in governmental, educational or research organisations concerned with those industries, or
- 2.5.3 Have been, for at least 2 (two) years, in practice as a consultant in the skills of mining and metallurgy, or
- 2.5.4 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. Council shall be satisfied that his/her qualification, training and technical experience justifies such professional status.
- 2.6 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.
- Professional
Engineer
voting rights**
- 2.7 Non-corporate membership shall be comprised of the following categories:

- Company Affiliate
 - Honorary Fellow
 - Associate
 - Affiliate
 - Student
- Non-corporate members**
- 2.8 Companies involved in or associated with the mining or metallurgical industries are eligible to become **Company Affiliates**. **Company Affiliates**
- 2.9 **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**
- 2.10 A candidate for admission into the category of **Associate** shall:
- 2.10.1 Be not less than 18 (eighteen) years of age, and
- 2.10.2 Satisfy Council that he/she is a fit and proper person to become an Associate. **Qualifications: Associate**
- 2.11 A candidate for admission into the category of **Affiliate** shall:
- 2.11.1 Be a person who is normally resident outside of the sub-Saharan region and is a fully paid member of a professional Society or Institute with which SAIMM has an affiliate agreement. **Qualifications: Affiliate**
- 2.11.2 He/she will receive all normal electronic communication from the INSTITUTE. A hard copy of the INSTITUTE journal will not be sent to an Affiliate.
- 2.11.3 He/she will have members' access to the INSTITUTE website and any electronic media available to INSTITUTE members from time to time.
- 2.11.4 Membership fees will be determined by the membership committee but should not exceed 20% of the full corporate membership fee.
- 2.12 A candidate for admission into the category of **Student** shall:
- 2.12.1 Be a person who is being educated or trained in a manner approved by Council to occupy a technical position or associated with the mining or metallurgical industries. **Qualifications: Student**
- 2.12.2 Satisfy Council that he/she is a fit and proper person to become a Student member.
- 2.12.3 Remain a student member only while he/she is being educated in a manner approved by Council.
- 2.12.4 Shall re-apply on an annual basis to retain student membership
- 2.12.5 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.

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| 2.13 | Transfers and all applications for election or transfer shall be handled in accordance with the By-laws. | Candidates for election and/or transfer |
| 2.14 | 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 |
| 2.15 | Council shall issue to every 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 |
| 2.16 | A Corporate member of the INSTITUTE shall be entitled to use the following authorised letters designating his/her category of membership of the INSTITUTE:

<div style="margin-left: 40px;">Fellow : FSAIMM
Members: MSAIMM</div> | Letters of Designation |
| | 2.16.1 No Corporate member shall adopt or describe himself 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. | |
| 2.17 | 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 having given the member due notice and affording such member the opportunity of being heard. | Professional Conduct |
| 2.18 | 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 |
| 2.19 | Cessation of membership of the INSTITUTE shall entail forfeiture of all rights, titles and interests in the funds, properties and assets of the INSTITUTE. | Forfeiture of Rights |
| 2.20 | 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 |

3. COUNCIL

- 3.1 Subject to the 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 Section 9 of the By-laws and shall hold office until their successors have been elected.

3.2	Council shall consist of:	
3.2.1	The President	Composition Of Council
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:	
	3.2.8 (a) 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 Chairman of any Division formed under Clause 3.14	
3.2.11	The Chairman of any Branch formed under Clause 3.16.	
3.2.12	Members of Council who are not registered nor can be registered with ECSA or its successor in title as Professional Engineers shall not be entitled to vote on matters deemed by Council to relate to the affairs of professional engineers.	Members not registered with ECSA
3.3	The President, Vice-Presidents and Honorary Treasurer for each ensuing year shall be elected by and from the Corporate members of the retiring Council at the April meeting of Council.	Election of Office Bearers
3.4	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
3.5	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
3.6	Council members shall have the power to fill any casual vacancy on Council. A member so elected shall hold office for the remaining portion of that current year.	Casual Council Vacancies
3.7	Council shall have the power to appoint Honorary Office Bearers and representatives for that current year.	Honorary Office Bearers/ Representatives

3.8	Council shall have the power to elect each year corresponding members of Council from among members of the INSTITUTE resident abroad. 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
3.9	Council may, to ensure adequate representation of all branches of mining and metallurgy, co-opt by unanimous vote not 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
3.10	Should any member of Council be absent without approved prior leave from Council for more than 3 (three) consecutive meetings, he/she may, at the discretion of Council, be requested to forfeit his/her seat on Council.	Forfeiture of Council Membership
3.11	Council shall have the power to appoint and remunerate a manager and other office staff as may be required to effectively manage the INSTITUTE. The duties of the manager and office staff shall be set forth by Council in Letters of Appointment.	Secretariat
3.12	Council shall cause Minutes to be kept of the proceedings of all meetings of the INSTITUTE, Council and all various committees.	Minutes
3.13	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.	Specialist Divisions
3.14	Council shall decide the conditions of admission to membership of such divisions and the manner in which divisional meetings shall be conducted.	
3.15	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.	Incorporation of comparable Institutes
3.16	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.	Branches
3.17	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
3.18	All donations received or that may be received, for providing awards, shall be held by the INSTITUTE in special Trust Accounts. Unless otherwise requested by donors or decided by Council, such donations shall accrue to the MacArthur Forrest Memorial Fund. Council, in the name of the INSTITUTE, shall invest the monies. Changes in investment policy shall be implemented only with the	Donations/ MacArthur Forrest Memorial Fund

consent of Council. The yearly income from the MacArthur Forrest Memorial Fund may be devoted to one or more of the following objectives:

- 3.18.1 Providing medals or other prizes as Council may direct for the best paper or papers read before the INSTITUTE during any year.
- 3.18.2 Providing any means whereby research in connection with mining and metallurgy may be stimulated and encouraged.
- 3.19 The accounts of the INSTITUTE shall be audited at least once a year 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**
- 3.20 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**
- 3.21 All deeds, documents and correspondence requiring execution of 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**
- 3.22 No sum of money exceeding R500 (five hundred rands) shall normally be paid except by order of Council. On those occasions when an amount in excess of R500 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 cheques and electronic transfers shall be authorised by a minimum of two of the following signatories: **Payments**
- President
 - President-Elect
 - Honorary Treasurer
 - Senior Vice-President
 - Junior Vice-President
 - Immediate Past President
 - Manager
- 3.23 Council may frame By-laws, which must be consistent with the provision 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**
- 3.24 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 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. **Indemnity**
- 3.25 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. **Interpretation**

4. MEETINGS OF THE INSTITUTE

4.1	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
4.2	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
4.3	All meetings of the INSTITUTE, other than those detailed in 4.2 and 4.3.2 shall be designated Special General Meetings and only such business as that specified in the notices convening these meetings shall be transacted.	Special General Meetings
4.3.1	Council may, at any time, convene a Special General Meeting.	
4.3.2	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.	
4.4	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 Meetings
4.5	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
4.6	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.	Voting by Proxy
4.7	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
4.7.1	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	
4.7.2	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.	
4.8	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	Winding-up of the INSTITUTE

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 designated by the Corporate members and having similar objectives to those of the INSTITUTE.

BY-LAWS

5. ELECTION TO MEMBERSHIP

- 5.1 The election or transfer of candidates to any category of membership of the INSTITUTE shall be by Council. **Election or transfer by Council**
- 5.2 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**
- 5.2.1 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 and accompanied by any necessary supporting documents.
- 5.2.2 Council shall cause the names of all candidates for election, together with the relevant information, to be published in a notice.
- 5.2.3 During the period of 21 (twenty-one) days from the date of such publication it shall be competent for any members to communicate confidentially by letter to the Manager any information whatsoever which will assist Council when considering the application.
- 5.2.4 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.
- 5.2.5 A candidate shall be declared elected if he/she secures four-fifths of the vote cast by the members of Council present at the 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 completion by the candidate of the requirements as laid down in 7.3.
- 5.3 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. **Election of Student**
- 5.3.1 Each application shall be considered by Council which shall thereafter declare and approve the candidate elected.
- 5.4 By-law 5.2 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, excluding the provisions in clause 2.11.2. **Transfer**
- 5.5 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**
- 5.6 Council may, in exceptional circumstances only, exercise its discretion in waiving the requirements of 5.2 as regards the required signatures of Corporate members if a candidate is prevented from obtaining the specified number of sponsors 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**

5.6.1 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.

5.7 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, which shall, thereafter, declare an approved company elected and notify it accordingly in writing.

**Company
Affiliates**

6. MEMBERSHIP: LIST OF NOTICES

6.1 A register of the names, addresses and qualification of all members shall be kept and this information shall be made available to members from time to time as Council may direct.

**Register of
Members**

6.2 It shall be incumbent upon the members of all categories to notify the Manager, in writing, 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 dispatched by hand or through the post 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**

6.3 A list of all Company Affiliates shall be published in each edition of the INSTITUTE's Journal.

7. FEES AND SUBSCRIPTIONS

7.1 Council shall decide entrance fees and subscriptions. A list of entrance fees and subscriptions shall be circulated to members and members shall be kept advised of any changes made to this list.

**Entrance fees
and
subscriptions**

7.2 The amount of the transfer fee shall be equal to the entrance fee of the category to which a member is transferred after deducting any entrance fees previously paid.

**Transfer
Fees**

7.2.1 Any increase in the subscription due to transfer to a higher category of membership shall be the difference between the subscription of the existing category and that to which a member is transferred. (See 7.6 and 7.6.1)

7.3 The entrance fee and the first subscription shall 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 (see 2.13 [2.14??]). Such notice shall include advice of the amounts of the fee and subscription(s) which must be paid before the election of the candidate is confirmed (see 7.3.2)

**Payment of
Fees and
Subscriptions**

7.3.1 Payment of the amounts due must be made within 1 (one) month of the date of the notice referred to in 2.13 [2.14??] and 7.3. 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.

7.3.2	Council may, on account of distance or other circumstances, extend the period of 1 (one) month prescribed in 7.3.1.	
7.4	All subscriptions shall become due on the first day of July in each year and shall be payable in advance.	Subscription due date
7.4.1	Fellows and members who are 60 (sixty) years of age or older and who have <i>bona fide</i> retired from active business may retain membership at a reduced subscription providing he/she has been a member for at least 20 (twenty) years.	Subscription members over 60
7.5	Should a member be elected or transferred on or after 1 January of any year, his/her subscription for the remainder of the current financial year shall be one-half the appropriate subscription in the case of election; or half the difference between the existing and future subscriptions in the case of transfer.	Subscription for part year
7.5.1	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. Should a member be transferred during the last month of the financial year, he/she shall not pay the increased subscriptions for that year.	
7.6	A member whose annual subscription is unpaid after the 31 st 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
7.6.1	A member whose annual subscription remains unpaid for one year may, by resolution of Council, be excluded from the INSTITUTE. He/she shall thereupon cease to be a member and his/her name shall be removed from the membership register. The notice of this exclusion shall be published in the Journal of the INSTITUTE (see 12.1) with the number of this By-law being quoted as the reason for such exclusion. 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 termination of the stated period.	
7.6.2	Such exclusion 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 excluding him/her. Thereafter, he/she may be readmitted only on such conditions as Council may decide.	
7.7	Council may, in exceptional circumstances, reduce or remit the current or arrear subscriptions due by any member.	Reduction/ remission of subscriptions
8.	BRANCHES	
8.1	Each Branch shall be constituted and its affairs conducted in accordance with rules approved for that purpose by Council.	Branch Constitution
8.2	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 Chairman of the Branch concerned.	Branch Dissolution

9. ELECTION OF MEMBERS OF COUNCIL

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| 9.1 | A notice calling for nominations for Council shall be sent to all members not later than the first day of June in each year and all such nominations shall be lodged with the Manager not fewer than 30 (thirty) days prior to the date of the Annual General Meeting. | Nomination of Council Members |
| 9.1.1 | Each nomination of a Corporate member for election to Council must be proposed and seconded by at least 2 (two) Corporate members on an official nomination form. | |
| 9.1.2 | Each nomination of a member for election to Council to represent Non-corporate members must be proposed and seconded by at least 2 (two) Non-corporate members in the category of Associate or Student on an official nomination form. | Notification of Nominees |
| 9.1.3 | On receipt of the nominations the Manager shall notify each nominee and request his/her acceptance or otherwise of such nomination within 10 (ten) days and, failing acceptance, such nomination shall be void. | |
| 9.2 | At least 14 (fourteen) 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, the qualifications, occupations and business addresses. | Ballot list |
| 9.2.1 | The ballot papers, duly completed, shall be returned to reach the Manager not later than 3 (three) days prior to the Annual General Meeting. Thereafter scrutiny of the ballot shall proceed. | Council scrutiny of ballot |
| 9.2.2 | 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 scrutineers shall decide the procedure to be followed. | Tied Ballot |
| 9.3 | 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 nominate members to complete the list and the members nominated shall be declared elected at the Annual General Meeting. | Nominations – vacancies on Council |
| 9.4 | At the Council meeting, immediately preceding the Annual General Meeting, there shall be appointed, from among the Corporate members, not fewer than 5 (five) scrutineers whose duty it shall be to open and examine the ballot papers and to report the result of the scrutiny to the President. Candidates do not qualify to act as scrutineers. | Scrutineers |

10. THE COUNCIL: MEETINGS AND DUTIES

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| 10.1 | Council shall meet as often as the business of the INSTITUTE requires. At meetings of Council, one-third of the Council members shall form a quorum. | Council Meetings |
| 10.2 | All matters shall be decided by vote of the majority, except as provided in clause 5.2.5 but before such vote is taken a decision on any subject shall, at the desire of any 3 (three) Corporate members present, be postponed until the succeeding meeting and then shall be decided by the majority, a notice of the question thus postponed having been previously given in the notice calling the meeting. In the event of a quorum not present, the members present shall constitute a quorum. | Quorum |

10.3	The Chairman shall have a deliberative vote and, in the event of a tied ballot, a casting vote. The President or, in his/her absence, a Vice-President or, in the absence of both parties, a member of Council elected by the meeting shall take the Chair at all meetings of Council.	Chairman
10.4	Council shall have 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 o Committee anc Representative
10.5	The President or, in his/her absence, a Vice-President, may extend the privileges of the INSTITUTE to members of comparable institutions who are visiting the Republic of South Africa. Such privileges shall include those enjoyed by members, with the exception of voting powers at meetings and may normally extend for a period not exceeding 3 (three) months.	President
11. GENERAL MEETINGS		
11.1	The quorum for all General Meetings of the INSTITUTE shall be 15 (fifteen) Corporate members personally present. Subject to the provisions of Clause 4.7 of the Constitution, a majority of votes shall carry any business before the meeting.	Quorum for General Meetings
11.2	Unless otherwise laid down, every question, other than alternations in or additions to the Constitution, submitted to any meeting, 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 Chairman of any meeting shall have a deliberative vote and, in addition, a casting vote in the event of a tied ballot.	Voting at Meetings
11.2.1	In the event of a postal vote, as prescribed under Clauses 4.7 [4.7.2??] or 4.8 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) 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
11.3	The President or, in his/her absence, a Vice-President or, in the absence of both parties, a member elected by the meeting shall take the Chair at all meetings of the INSTITUTE.	Chairman of meetings
11.4	The Chairman of any meeting may, with the consent of a majority of the Corporate members, present or adjourn the proceedings from time to time and from place to place.	Adjournmen of meetings
11.5	Visitors may be introduced by members at the Annual General Meetings. With the consent of the Chairman, visitors may take part in any discussion and read papers.	Introduction of visitors

12. PUBLICATIONS

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| 12.1 | The proceedings of the meetings of the INSTITUTE and official notification must be published in the Journal of the Southern African Institute of Mining and Metallurgy. | The Journal |
| 12.2 | All papers and contributions communicated to the INSTITUTE, with drawings and other illustrations shall become the property of the INSTITUTE except in the case of their rejection or unless stipulation be 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 of the INSTITUTE. Papers and other contributions should be submitted so far as is possible in a form and style recommended in the INSTITUTE's "Guide for Authors". | Papers and contributions |
| 12.2.1 | Should a paper or contribution be rejected it shall not be incumbent upon Council to give its reason for so doing. | Rejection of papers |
| 12.2.2 | Suitable acknowledgements shall be made by the INSTITUTE where papers or contributions published in the Journal, or extracts thereof, are reproduced. | |
| 12.2.3 | No members of the INSTITUTE shall make use of any portion of the INSTITUTE's Proceedings 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 the By-law will be regarded by Council as justifying action under Section 2.16 [2.17??] of the Constitution. | |
| 12.3 | The publication of a paper in the Journal shall entitle the author or joint-author to receive up to 20 (twenty) complimentary copies of the Journal in which the paper is published. | Journal – complimentary copies |
| 12.3.1 | In cases where several papers are published in the same issue of the Journal, the allocation to the various authors of the complimentary copies for one issue of the Journal shall be decided by Council. | |
| 12.3.2 | Contributors to discussions who are not members of the INSTITUTE shall each be entitled to receive 1 (one) complimentary copy of the Journal containing their contribution. | |
| 12.4 | No statement shall be published in the INSTITUTE's Proceedings, which claims advantages for any original method or device, unless such statement can be accompanied by an adequate description of the method, or device to which reference is made. | Claims re advantages of method or device |

13. RULES FOR THE CONDUCT OF BRANCHES

13.1	A Branch shall be a Branch of the Southern African Institute of Mining and Metallurgy.	Branch Name
13.2	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
13.3	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.	Membership
13.4	The affairs of any Branch shall, subject to the control of Council, be managed by a Committee constituted as follows: <ul style="list-style-type: none">• Chairman• Vice-chairman• Immediate Past Chairman (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.	Branch management
13.4.1	The Chairman and Vice-chairman shall hold office for not more than 2 (two) consecutive years and shall be elected by and from members of the retiring Committee at a meeting of the Committee held before the Annual General Meeting of the SAIMM of each year.	Term of office
13.4.2	The remaining elected members of the Committee shall retire annually but shall be eligible for re-election.	
13.4.3	The 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
13.4.4	The elected Committee shall have the power to co-opt a further 2 (two) members.	Co-opting members
13.4.5	The Committee shall appoint an Honorary Secretary who, however, shall not have a vote at Committee Meetings unless he/she is a member of the Committee.	Honorary Secretary
13.4.6	The duties of the Committee shall be to promote the objectives of the INSTITUTE as set out in Clause 1.4 of the Constitution.	Duties of Committee
13.5	The Chairman of the outgoing Committee shall call for nominations for members of the incoming Committee at the Annual General Meeting. A member unable to attend the Annual General Meeting may be nominated by proxy <i>in absentia</i> provided he/she	Election of the Branch Committee

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.

13.5.1 Only after the new Committee has been elected will the outgoing Chairman hand the Chair over to the incoming Chairman.

13.5.2 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.

13.6 Minutes of all Committee and General Meetings of the Branch 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 attendance figures.

**Minutes,
notices &
reports**

13.6.1 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.

13.6.2 An abridged Chairman's Annual Report to Council is to be forwarded to Council by mid-July in each year.

13.7A register of the names and addresses of all current Branch members shall be kept up to date.

**Membership
roll**

13.8 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

13.8.1 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 benefit of the INSTITUTE and will be incorporated into the audited accounts of the INSTITUTE at the end of each financial year, and monies transferred accordingly.

13.8.2 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 Chairman or a Committee member and the Honorary Secretary of the Branch shall sign all cheques drawn on such account.

13.9 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 Chairman having a deliberative vote and a casting vote.

**Branch
Committee
meetings**

13.9.1 The Chair shall be taken by the Chairman or, in his/her absence, the Vice-chairman or, in the absence of both parties, a member of the Committee elected by the members present.

13.10 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

13.10.1 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 Chairman, the statement of accounts, the election of members of Committee and to conduct such other business as the Committee may decide.

13.10.2 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.

13.10.3 The quorum for all General Meetings of a Branch shall be 10 (ten) members personally present. 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.

13.10.4 The Chairman of any meeting shall have a deliberative vote and additionally a casting vote in the event of any tied ballot.

13.10.5 The Chair shall be taken by the Chairman, or in his/her absence the Vice-chairman, or in the absence of both parties, by a member elected by the members present.

13.11 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 (refer to Clause 3.1 of the Constitution).

Branch Authority

13.11.1 Nothing in these Rules shall empower a Branch Committee to contract debts in the name of the INSTITUTE in any way.

13.12 Amendments or variations to these Rules 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. Proposed amendments or variations must be submitted to Council for approval.

Amendments to rules

13.13 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 8.2, shall immediately be forwarded to the Manager of the INSTITUTE.

Branch Dissolution

