

# THE SOUTHERN AFRICAN INSTITUTE OF MINING AND METALLURGY

## CONSTITUTION

August 2018

### 1. THE INSTITUTE

- 1.1 The name of the **Institute** is: **Name**
- The Southern African Institute of Mining and Metallurgy (SAIMM) (the **Institute**).
- 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
  - Member
  - Retired Member.

2.3	<p><b>Non-corporate</b> membership shall comprise the following categories:</p> <ul style="list-style-type: none"> <li>• Company Affiliate</li> <li>• Honorary Fellow</li> <li>• Associate</li> <li>• Affiliate</li> <li>• Student.</li> </ul>	<b>Non-corporate membership</b>
2.4	<p>The 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 <b>Institute</b> and such other means of publication as deemed appropriate by the Council.</p>	<b>Requirements for categories of membership</b>
2.5	<p>Applications for election to transfer into the different categories of membership shall be handled in accordance with the By-laws.</p>	<b>Candidates for election and/or transfer</b>
2.6	<p>Every candidate for election to membership of the <b>Institute</b>, or for transfer from one category to another, shall be duly notified, in writing, by the Manager of the decision of the Council regarding his/her application.</p>	<b>Notice to candidate</b>
2.7	<p>The Council shall issue to every Fellow, Member and Associate a certificate showing the category to which he/she has been elected. Students shall be issued with proof of membership. 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 <b>Institute</b>.</p>	<b>Certificate of membership</b>
2.8	<p>A Corporate member of the <b>Institute</b> shall be entitled to use the following authorized letters designating his/her category of membership of the <b>Institute</b>:</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 authorized designation as above to indicate his/her category of membership in the <b>Institute</b>, nor is any person who is not a member of the <b>Institute</b> entitled to describe himself/herself as a member of the <b>Institute</b> or to make use of the above letters of designation.</p>	<b>Letters of designation</b>
2.9	<p>The Council shall have the right to either suspend from participation in the privileges of membership or to expel from the <b>Institute</b> 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.</p>	<b>Professional conduct</b>
2.10	<p>A member may resign from the <b>Institute</b> 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 the Council on payment of such fees as the Council may decide.</p>	<b>Resignation/ re-admission</b>
2.11	<p>Cessation of membership of the <b>Institute</b> shall entail forfeiture of all voting and other rights and benefits of membership of the <b>Institute</b>.</p>	<b>Forfeiture of rights</b>
2.12	<p>The liability of members for the debts and engagements of the <b>Institute</b> shall be limited to the amount of any unpaid subscriptions.</p>	<b>Liability of members</b>

- 2.13 Competent Person/Valuator status in terms of the SAMCODES 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 SAMCODES**

### 3. COUNCIL

- 3.1 Subject to the Constitution and in accordance with the provisions of the relevant By-laws, the management and administration of the affairs of the **Institute** and the power to carry out the key objectives, shall be vested in and exercised by the Council. **The Council**
- 3.2 The fourteen (14) members of the Council shall be nominated, elected and/or removed annually in accordance with the provisions of the relevant By-laws and shall hold office until their successors have been elected.
- 3.3 A minimum of three (3) of the fourteen (14) elected members shall be persons who are not 'connected persons', as defined in the Income Tax Act, in relation to one another.
- 3.4 No single person shall, directly or indirectly, control the decision-making power of the **Institute**.
- 3.5 The Council shall consist of the following elected, invited and co-opted members: **Composition of the Council**
- 3.5.1 The President
  - 3.5.2 The President-Elect
  - 3.5.3 Senior Vice-President
  - 3.5.4 Junior Vice-President
  - 3.5.5 Immediate Past President
  - 3.5.6 Honorary Treasurer
  - 3.5.7 The fourteen (14) elected Corporate members
  - 3.5.8 The Chairperson or the Vice Chairperson of the Young Professionals Council (the YPC), who shall not be entitled to vote on matters concerning the policy of the SAIMM if they are not Corporate members, and who shall also represent the interests of Associate and Student members of the **Institute**.
  - 3.5.9 Those Past Presidents who, at the invitation of the Council, have signified in writing, by the date of the Council meeting immediately preceding the Annual General Meeting, their willingness to serve on the Council for the ensuing year.
- 3.6 The Council shall include the following *ex-officio* members:
- 3.6.1 The Chairperson of any Division formed under Clause 4.6.
  - 3.6.2 The Chairperson of any Branch formed under Clause 4.5 and 4.6.
  - 3.6.3 Representatives nominated by other professional organisations with whom the **Institute** shares common interests, shall be invited to attend the Council meetings in an observer role.
- 3.7 Only members of the Council who are registered with the Engineering Council of South Africa (ECSA) or its successor in title shall be entitled to vote on matters deemed by the Council to relate to the affairs of their respective registration category **Members registered with ECSA**

3.8	Members of the Council, except Office Bearers, retire annually after conclusion of the AGM but shall be eligible for re-election in the same or another capacity.	<b>Re-election of the Council members</b>
3.9	The Vice-Presidents and Honorary Treasurer shall each hold office in their respective capacities for one (1) 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 three (3) consecutive years.	<b>Term of office</b>
3.10	The remaining members of the 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 the Council shall be as set out in the By-laws.	<b>Retirement of the Council Members</b>
3.11	The Council shall have the power to fill any casual vacancy on the Council. A member so elected shall hold office for the remaining portion of the relevant year.	<b>Casual Council vacancies</b>
3.12	The Council may, to ensure adequate representation based on the identified needs, such as diversity, and the balance of the practice areas of mining and metallurgy, nominate, elect and co-opt not more than six (6) additional Corporate members to the Council in accordance with the provisions of By-law B. Such additional members shall have the privileges and responsibilities of elected members of the Council and shall hold office for that current session.	<b>Co-opted Council members</b>
3.13	Should any member of the Council or the Office Bearers Committee, be absent without prior approved leave from the relevant Chairperson, for more than two (2) consecutive meetings, he/she may, at the discretion of the Council, be requested to forfeit his/her seat on the Council.	<b>Forfeiture of Council membership</b>
3.14	Should any member of the <b>Institute</b> have reason to lodge a complaint against another member he/she must do so by referring it to the Complaints Committee.	
3.15	A member of the Council, an Office Bearer or an Official of the <b>Institute</b> may be removed from office:	
	3.15.1 Should he/she be found to infringe any of the provisions of the Constitution or any of the By-laws;	
	3.15.2 Should he/she act in a manner which is detrimental to the interests of the <b>Institute</b> .	
3.16	No member of the Council, an Office Bearer, or an Official of the <b>Institute</b> may be removed from office unless he/she has been afforded the opportunity to state his/her case personally at a meeting of the Complaints Committee or any other appropriate manner determined after consultation with the member..This must be done within a time frame stipulated by the Complaints Committee.	
3.17	A member of the Council, an Office Bearer, or an Official of the <b>Institute</b> who has appeared before the Complaints Committee and who is dissatisfied with the decision of the Complaints Committee, shall have the right to appeal to the first ensuing meeting of the Council. Notice of appeal shall be submitted, in writing, in the prescribed format to the Manager within a period not exceeding thirty (30) days of the date on which the decision of the Complaints Committee was communicated to the person concerned. The decision of the Council in this regard shall be final.	
3.18	The Council shall have the power to appoint and remunerate a Manager and other staff as may be required to effectively manage the <b>Institute</b> . The duties of the	<b>Secretariat</b>

Manager and staff shall be set forth by the 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 is 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**.

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| 3.19 | The Council shall cause minutes to be kept of the proceedings of all meetings of the <b>Institute</b> , the Council, and all various committees.   | <b>Minutes</b>                                    |
| 3.20 | All assets and property of the <b>Institute</b> , both moveable and immovable, shall be vested in and registered in the name of the <b>Institute</b> . True accounts and asset registers shall be kept by the <b>Institute</b> . The Honorary Treasurer shall administer the funds of the <b>Institute</b> in accordance with the directives of the Council, to which he/she shall be responsible.   | <b>Assets and accounts</b>                        |
| 3.21 | All donations received or that may be received for providing awards shall be held by the <b>Institute</b> in special Trust Accounts. The Council, in the name of the <b>Institute</b> , shall invest the monies. Changes in investment policy shall be implemented only with the consent of the Council. The yearly income from the Funds may be devoted to one or more of the following objectives:   | <b>Donations/ MacArthur Forrest Memorial Fund</b> |
|      | 3.21.1 Providing medals or other prizes as the Council may direct from time to time.   |   |
|      | 3.21.2 Providing any means whereby research in connection with mining and metallurgy may be stimulated and encouraged.   |   |
| 3.22 | The <b>Institute</b> will receive the majority of its funding from conference fees, annual membership subscriptions, revenue from advertising or other fees, donations, and contributions.   |   |
| 3.23 | The accounts of the <b>Institute</b> shall be audited annually by the Auditor (-s) whose appointment shall be ratified by the members present at the AGM for the ensuing year based on the recommendation of the Council. No member or official of the <b>Institute</b> shall be eligible for the position of Auditor. Should the Auditor position become vacant it shall be filled by the next meeting of the incoming Council.                             | <b>Auditing of accounts</b>                       |
| 3.24 | The Council shall submit, at each AGM, a report on the affairs of the <b>Institute</b> together with the audited Financial Statements as at 30 June of that year.  | <b>Annual Reports and Accounts</b>                |
| 3.25 | All deeds, documents, and correspondence requiring execution on behalf of the <b>Institute</b> shall be signed by the President and Honorary Treasurer or by members of the Council or officials duly authorized by resolution of the Council.   | <b>Signatories</b>                                |
| 3.26 | No sum of money exceeding a limit set by the Council each year shall be paid except by order of the 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 the Council at the following meeting. All payments shall be authorized by a minimum of two of the following signatories: | <b>Payments</b>                                   |
|      | <ul style="list-style-type: none"> <li>• President</li> <li>• President-Elect</li> <li>• Honorary Treasurer</li> <li>• Senior Vice-President</li> </ul>  |   |

- Junior Vice-President
- Immediate Past President
- Manager.

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| 3.27 | The 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 <b>Institute</b> . Such By-laws may, at any time, be added to, repealed, or amended by the Council. All members shall be notified of such alterations and/or additions in a manner to be decided upon by the Council.   | <b>By-laws</b>        |
| 3.28 | Each member of the Council shall be accountable only in respect of his/her own actions and shall not be held accountable for any actions done or authorized to which he/she had not expressly assented. No members of the Council shall incur any personal liability in respect of any loss or damage incurred through any action or undertaking done in good faith, authorized, or suffered by him/her for the benefit of the <b>Institute</b> , even if in excess of his/her legal power. | <b>Indemnity</b>      |
| 3.29 | In case of doubt as to the meaning and import of any portion of the Constitution and By-laws, the interpretation of the Council shall be binding upon the members.  | <b>Interpretation</b> |
| 3.30 | The 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 in a manner prescribed for this purpose by the Council.   |                       |
| 3.31 | The Council shall cause a professional Journal to be published by the <b>Institute</b> in accordance with the By-laws.  |                       |

**4 SUBORDINATE STRUCTURES**

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| 4.1 | The Council may establish Committees to perform some of the duties of the Council. Non-exclusive examples of such Committees are those for publications, event organisation, membership, and young professionals.  | <b>Committees</b>                             |
| 4.2 | The Council may, at its discretion and upon receipt of a written request signed by twelve (12) Corporate members resident in a specific geographical area, create a Branch of the <b>Institute</b> in such a geographical area. The objectives of such a Branch shall be in accordance with Clause 1.5.  | <b>Branches</b>                               |
| 4.3 | Branches will be subject to the provisions and requirements of By-law F, as amended from time to time  |   |
| 4.4 | The Council may form a Division or Divisions within the <b>Institute</b> to encourage the presentation of papers and discussions on technical subjects of specific professional interest to certain members of the <b>Institute</b> .  | <b>Divisions</b>                              |
| 4.5 | Divisions will be subject to the provisions and requirements of By-law E, as amended from time to time   |   |
| 4.6 | The Council may, upon receipt of a request to that effect from any organization with objectives comparable to those of the <b>Institute</b> , arrange for the incorporation of such organization into the <b>Institute</b> 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 <b>Institute</b> convened for that purpose. | <b>Incorporation of comparable institutes</b> |

4.7 The Council may, on its instruction cause the establishment of Trusts and Funds pursuant to the interests of the **Institute**

**Trusts and Funds**

## 5 OFFICE BEARERS

To be read in conjunction with the provisions of By-law B.

5.1 The Office Bearers shall consist of:

- The President;
- The President-Elect;
- The Senior Vice-President;
- The Junior Vice-President;
- The Immediate Past President; and
- The Honorary Treasurer.

Up to two (2) Corporate members may be co-opted to the Office Bearers Committee.

5.2 The Council shall have the right to co-opt up to two additional Corporate members to the Office Bearers Committee if good reason to do so exists.

5.3 Office Bearers shall advise the Council on matters related to the functioning of the **Institute** and the attainment of its goals.

5.4 In periods between the Council meetings, Office Bearers shall receive reports from the various Committees of the **Institute** on behalf of the Council and shall then report to the Council at the next Council meeting.

5.5 The Council may, as the only valid decision-making body of the **Institute**, delegate some or all of its powers to the Office Bearers Committee or any other Subordinate Structure of the **Institute** if such delegation of powers is considered to be in the best interests of the **Institute**. Any such delegation shall be valid only for the current session of the **Institute** or such shorter period as deemed appropriate by the Council

5.6 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.

5.7 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

6.1 Meetings of the **Institute** shall normally be held in Johannesburg but may be held at such other places in Southern Africa as the 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. The Annual General Meetings of the **Institute** shall be held in August on a date decided by the Council to receive and consider the report of the Council, the audited Financial Statements, as well as the confirmation from the Auditor of the outcome of the voting process for the election of the Fourteen

**Annual General Meetings**

(14) members of the Council, the announcement of Clause 3.2 members of the Council and to conduct such other business as the Council may decide.

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| 6.3   | All meetings of the <b>Institute</b> , 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.   | <b>Special General Meetings</b>                   |
| 6.3.1 | The Council may, at any time, convene a Special General Meeting.  |   |
| 6.3.2 | The Council shall convene a Special General Meeting within thirty (30) days on receipt of a written application of twenty (20) Corporate members provided such application specifies the objectives for which the meeting is required. If the 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 six (6) weeks of the receipt of the request by giving notice as hereinafter prescribed.  |   |
| 6.4   | Notices convening Annual General Meetings and Special General Meetings shall be dispatched to members not less than fourteen (14) days prior to the dates decided for such meetings.  | <b>Notices of Annual/Special General Meetings</b> |
| 6.5   | The accidental omission to give notice of any meeting of the <b>Institute</b> to any Corporate members shall not invalidate any resolution passed at such meeting.  | <b>Omission of notice of Meetings</b>             |
| 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 <b>Institute</b> and such appointment shall be duly made in writing and reported to the Chairperson of the meeting prior to the commencement of the meeting.   | <b>Voting by proxy</b>                            |
| 6.7   | Should the Council consider it expedient to propose any changes to the Constitution such as additions, alternations, or repeals and should not fewer than twenty (20) Corporate members express, in writing, to the Council, a desire for such changes, the same shall:   | <b>Amendments to the Constitution</b>             |
| 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 the 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 twenty-five per cent (25%) 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 <b>Institute</b> 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 twenty-five per cent (25%) 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 <b>Institute</b> , after satisfaction of its debts and financial obligations and liabilities, be vested in and become the sole property of an organization(s) designated by the Corporate members and which: | <b>Winding up of the Institute</b>                |



- 6.8.2 is non-profit;
- 6.8.3 has objectives similar to the **Institute's** main object;
- 6.8.4 if so registered, is/are registered in terms of the Non-profit Organisations Act, 1997; and;
- 6.8.5 if the **Institute** is exempt from income tax, donations tax and estate duty, under the relevant laws of the country is/are:
  - 6.8.5.1 another entity with similar objects which is approved in terms of section 10(1) (d)(iii) or (iv);
  - 6.8.5.2 any similar public benefit organisation, which has been approved in terms of section 30 of the Income Tax Act;
  - 6.8.5.3 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
  - 6.8.5.4 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**

Updated October 2018

**A1 MEMBERSHIP COMMITTEE**

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| A1.1   | In accordance with Clause 2 of the Constitution, the Council may delegate some or all of its duties and responsibilities related to membership to a Membership Committee.  | <b>Delegation of Council duties</b>        |
| A1.2   | The Membership Committee shall be constituted annually and shall be chaired by the President and in his/her absence by his/her delegate, provided such delegate is a member of the Membership Committee.   |  |
| A1.3   | The members of the Membership Committee shall be Corporate members of the <b>Institute</b> and shall have served at least one full term on the Council prior to being appointed to the Membership Committee, provided that the said full term took place within the last three (3) Presidential years. | <b>Composition of Membership Committee</b> |
| A1.4   | A quorum shall consist of five (5) Corporate members, of which a minimum of two are to meet <i>in loco</i> with a minimum of three (3) Corporate members allowed to participate via teleconferencing or such similar technology.   | <b>Quorum for Membership Committee</b>     |
| A1.5   | The Council shall have the right to request a member of the Membership Committee to forfeit his/her position or to resign if there is proof of unacceptable behaviour and/or that he/she is unable to perform his/her duties.  |  |
| A1.5.1 | The Membership Committee shall discuss and agree on the process to remove a member of the Membership Committee in the absence of the affected member of the Membership Committee.  |  |
| A1.5.2 | After consultation and engagement with the affected member of the Membership Committee, a request, in the form of a letter setting out the reasons for the recommendation, shall be submitted for consideration and finalisation to the Council.   |  |
| A1.5.3 | The Manager shall circulate the letter for consideration, comment and/or ratification to all members of the Council.   |  |
| A1.5.4 | Members of the Council shall be requested to approve or ratify this decision at the next meeting of the Council.   |  |

**A2 REQUIREMENTS FOR CORPORATE MEMBERSHIP**

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| A2.1   | An Honorary Life Fellow shall be a person whom the <b>Institute</b> specifically desires to honour in consideration of services rendered to the <b>Institute</b> , to science or to industry. Honorary Life Fellows shall have all the privileges of Corporate members.   | <b>Qualifications: Honorary life Fellow</b> |
| 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 the Council's intention to nominate a person as an Honorary Life Fellow. The election shall require the majority vote of Corporate members of the 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 <b>Institute</b> .  |   |

- 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 Have been a Member in good standing for five (5) years
- A2.2.2 Have a minimum of ten years relevant industry experience since graduation;
- A2.2.3 Have, the last five (5) years, been practising in a senior position in the business of mining or metallurgical firms, or in governmental, educational, or research or consultancy organizations concerned with mining or metallurgy; and
- A2.2.4 Submit to the Council a detailed biography that contains:
- Copies of all tertiary qualifications;
  - Details of the positions and roles that he/she has filled in the previous ten years;
  - Details of membership and activities with other professional organisations;
  - References to any papers, reports or articles that he/she has written or co-written;
  - Details of his/her continuous professional development; and
  - Details of any involvement with SAIMM;  
The biography must be verified and supported by 2 (two) current **Fellows** of the SAIMM.
- A2.2.5 Where a Fellow or equivalent of AusIMM, CIM, IOM3 or SME wishes to transfer to the SAIMM, clauses A2.2.2, A2.2.3 and A2.2.4 shall apply except that the biography in A2.2.4 shall be supported by two (2) Fellows of the professional organisation from which he or she is transferring
- A2.3 A candidate for admission to or transfer into the category of Member shall: **Qualifications: Member**
- A2.3.1 Be in possession of a tertiary qualification relevant to the minerals or associated industries;
- A2.3.2 Have two (2) years relevant working experience post qualification; or
- A2.3.3 Be in possession of a valid and relevant Government Certificate of Competence; and five (5) years working experience in the relevant minerals or associated industries; and
- A2.3.4 Be practising in his/her profession at the time of his/her application; satisfy the Council that he/she is a fit person to become a Member, and the Council shall be satisfied that his/her qualification, training and technical experience justifies such professional status; and
- A2.3.5 Has obtained the signatures of both the proposer and supporter of the application (the proposer and supporter must be either a Member or a Fellow of the **Institute**).
- 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 A retired Fellow or Member shall be a person who is at least sixty (60) years of age and who has *bona fide* retired from active business and has retained membership at a reduced subscription (as provided for in A6.1), providing he/she has been a member of the **Institute** for at least ten (10) 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 the 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 third or further year of being educated or trained in a manner approved by the Council to occupy a technical position in or be associated with the minerals or metals industries. **Qualifications: Student**
  - A3.3.2 Confirm their eligibility to continue as a Student 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 Student membership.
  - A3.3.3 Not remain a Student member after the end of the **Institute's** financial year in which he/she attains the age of twenty-eight (28) years. The Council may relax the provisions of this clause in such individual cases as it considers appropriate.
- A3.4 A candidate for admission into the category of Associate shall:
- A3.4.1 Be at least eighteen (18) 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 is not in a position to meet the requirements to be registered as a Corporate member; **Qualifications: Associate**

### A4 ELECTION TO MEMBERSHIP

- A4.1 All applications for election or transfer to any category of membership shall be handled and processed 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 actioned by the Membership Committee in accordance with clause 2 of the Constitution and A1 of this By-law.
- A4.3 A candidate for election to the **Institute**, other than Student, Associate, or Company Affiliate, shall be proposed and seconded by Corporate members who have 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 application form as prescribed by the Council from time to time, duly completed in writing or electronically and accompanied by any prescribed supporting documents.
  - A4.3.2 The Manager shall list the names of all candidates for election, together with the relevant information, in a notice that is circulated to members.
  - A4.3.3 During the period of twenty-one (21) days from the date of such notice it shall be opportune for any members to communicate confidentially in

writing or electronically to the Manager, any information whatsoever which will assist the Council when considering the application.

A4.3.4 After the 21 days have lapsed the Membership Committee shall consider the applications of and any communications relative thereto and shall decide, in accordance with the provisions of the Constitution and this By-law, the category of membership, to which a candidate is elected.

A4.3.5 A candidate shall be declared elected by a simple majority of the vote cast by the members of the Membership Committee at the meeting at which the application is submitted Membership shall commence from the date of election, subject to compliance by the candidate with 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 a professor or a senior lecturer at the institution of tertiary education. The application shall be made on the prescribed application form for consideration by the Membership Committee.

A4.4.1 Each application shall be considered by the Council, which shall thereafter declare and approve the candidate elected.

A4.5 By-law A and sub-sections shall, *mutatis mutandis*, equally apply to a request for transfer by a member from one category of membership to another.

**Transfer**

A4.6 In the event of a candidate's application for membership being rejected, it shall not be incumbent upon the Council to give its reason for so doing.

**Unsuccessful candidates**

A4.7 The Council may, in exceptional circumstances only, exercise its discretion in waiving the requirements of clause 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 instances, the candidate must assist the Council by submitting the names of suitable persons who can vouch for his/her character, qualifications, and experience and with whom the Membership Committee may communicate.

A4.8 A company that applies for election as a Company Affiliate shall apply on the prescribed application form, which requires details of the standing of the company and its association with the mining and metallurgical industries. The Council shall consider each application at the earliest opportunity and shall notify the company of its decision in writing.

**Company Affiliates**

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

A4.9.1 Membership granted in terms of clause A4.9 shall be free of charge until the end of the financial year in which the conference was held.

## **A5 MEMBERSHIP: LIST OF NOTICES**

A5.1 A register of the names, qualification(s) and relevant contact details of each member shall be kept as the Council may direct,

**Register of members**

A5.2	It is incumbent upon all members of the <b>Institute</b> to notify the Manager, in writing or electronically, of any changes of address or employer. If this is not done than the member shall be deemed to have waived service of any notices or copies of the Journal <i>etc.</i> and the onus of notification of non-service shall rest with the members. A notice in writing sent by registered letter to the address last registered with the <b>Institute</b> shall be deemed to have been duly served on the members. Any such non-service shall not exempt the members from the liability of all payments due by them to the <b>Institute</b> .	<b>Members' addresses and serving of notices</b>
A5.3	A list of all Company Affiliates shall be published in each edition of the <b>Institute's</b> Journal.	<b>List of Company Affiliates</b>
<b>A6 FEES AND SUBSCRIPTIONS</b>		
A6.1	The Council shall decide membership subscriptions. A list of subscriptions shall be distributed to members and such list, as amended and circulated from time to time, will be published and maintained on the <b>Institute's</b> web site.	<b>Membership subscriptions</b>
A6.2	With the exception of Student members transferring to Associate, any member who applies for a transfer to the next level of membership shall not be charged for the increase in membership fee at the time of transfer. No transfer fee will be levied. The applicable membership fee will then be invoiced in the new financial year.	<b>Transfer fees</b>
A6.3	The first subscription shall, subject to Clause A4, be due on receipt by the candidate of the category of membership to which he/she has been elected. Such notice shall, subject to Clause A6.3.2, include advice of the amounts of the subscription(s) which must be paid before the election of the candidate can be confirmed.	<b>Payment of fees and subscriptions</b>
	A6.3.1 Payment of the amounts due must be made within one (1) month of the date of issue of the notice referred to in Clause A6.3. If payment is not made within the prescribed period, the application and election shall be deemed to have lapsed and the Council shall not reconsider any further application until at least six (6) months after the date by which the amounts due should have been paid.	
	A6.3.2 The Council may, on account of distance or other circumstances, extend the period of one (1) month prescribed in Clause 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.	<b>Subscription due date</b>
A6.5	Fellows and members who are at least sixty (60) years of age and who have <i>bona fide</i> retired from active business may retain membership at a reduced subscription (as provided for in Clause A6.1) provided they have been a member for at least ten (10) years.	<b>Subscription: members over 60</b>
A6.6	Should a member be elected on a date other than 1 July, his/her subscription shall be determined on a <i>pro-rata</i> basis for the remainder of the current financial year.	<b>Subscription for part year</b>
	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 to another category after 1 July of the current financial year, he/she shall not be invoiced for the difference between the existing and future subscription. 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 invoiced in full or *pro-rata* based on his/her election date.

A6.7.2 Should a member be transferred to the 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 31 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 the Council, be suspended and his/her name 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 the member in writing by the Manager at his/her last registered address, three (3) 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 the Council and on payment of all outstanding fees due, be reinstated within one (1) year from the date of the resolution of the Council suspending him/her. Thereafter, he/she may be readmitted only on such conditions as the Council may decide.

**Reduction/  
remission of  
subscriptions**

A6.9 The Council may, in exceptional circumstances, reduce or remit the current or arrear subscriptions due by any member.

## BY-LAW B

### THE COUNCIL AND OFFICE BEARERS: DUTIES, NOMINATION, ELECTION AND REMOVAL

To be read in conjunction with the Constitution

Updated August 2018

#### B1 DUTIES AND MEETINGS OF THE COUNCIL

- B1.1 Subject to 3.2.4 the Council shall meet as often as the business of the **Institute** requires, but not less than four times per year. **Council meetings**
- B1.2 At meetings of the **Council**, twelve (12) Corporate members of the Council present at the meeting shall constitute a quorum.
- B1.3 All matters shall be decided by vote of a simple majority of corporate members of the Council who are eligible to vote. **Quorum**
- B1.4 The President as chairperson of the 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 the Office Bearers Committee shall take the Chair at all meetings of the Council.
- B1.5 During the period between the Council meetings, urgent decisions may be taken in a manner prescribed for this purpose by the Council.
- B1.6 At the request of any three (3) Corporate members present, any item on the agenda may be postponed until the next meeting and then shall be decided by a simple majority of members present at the meeting who are eligible to vote. The notice calling for the subsequent meeting must clearly indicate that there is a subject on the agenda that requires discussion and a decision.
- B1.7 When the Council appoints Committees, such appointments and/or representatives may be made from members of the **Institute** or from such other persons as the Council may select to further the interests and work of the **Institute**. The President shall be, *ex-officio*, a member of all Committees. **Appointment of committees and Representative**
- B1.8 The President or, in his/her absence, the President Elect, may extend the privileges of the **Institute** to members of recognised professional bodies with comparable status who are visiting the Republic of South Africa. **Visiting members**

#### B2 NOMINATION, ELECTION, AND REMOVAL OF THE 14 ELECTED MEMBERS OF THE COUNCIL

- B2.1 The Manager shall invite members of the Council not later than the first day of May in each year to submit nominations for the fourteen (14) elected members of the Council. Such nominations shall be lodged with the Manager not less than 60 (sixty) calendar days prior to the date of the Annual General Meeting (AGM). **Nomination of Council members**
- B2.1.1 Only Corporate members of the **Institute** are eligible to be nominated as one of the fourteen (14) elected members of the Council;



- B2.1.2 Each nomination for the fourteen (14) elected members of the Council must be proposed and seconded by at least two (2) Corporate members on the prescribed official nomination form; and
  - B2.1.3 The members of the Council shall be provided with the nomination criteria which apply to the fourteen (14) elected members of the Council.
- B2.2 Upon receipt of the nominations, the Manager shall:
- B2.2.1 Check that each nominee complies with the approved nomination requirements;
  - B2.2.2 Obtain a copy of an abridged CV per nominee, highlighting his/her contribution to the **Institute**; and
  - B2.2.3 Notify each nominee and request his/her acceptance or otherwise of such nomination within ten (10) calendar days. Failure by the nominee to accept such nomination will make it null and void.
- B2.3 At least 30 (thirty) calendar days prior to the AGM, the Manager shall forward the respective ballot list showing the names, the qualifications, occupations and relevant contact details of eligible nominees to each of the voting members of the Council. The said ballot list will be accompanied by an abridged CV per nominee.
- B2.3.1 The prescribed voting process of voting for the said nominees shall take place over a period of two (2) weeks or longer but not later than fourteen (14) days prior to the Annual General Meeting; and
  - B2.3.2 In the event of the number of votes being found to be equal for any two (2) or more nominees, all of whom cannot be declared elected; the Office Bearers Committee shall apply the procedure to be followed to finalise a tied ballot.
- B3 Should the list of nominees for 14 (fourteen) members to be elected to the Council not include the names of as many members as are required to fill the vacancies on the incoming Council, the outgoing Council shall, after scrutiny of the ballot list, nominate eligible Corporate members to complete the list and the members thus nominated shall be declared elected at the next AGM.
- B4 The Council shall have the right to request a member of the Council to forfeit his/her position or to resign if there is proof of unacceptable behaviour and/or that he/she is unable to perform his/her duties.
- B4.1 The Council shall discuss and agree on the process to remove a member of the Council in the absence of the affected member of the Council;
  - B4.2 After consultation and engagement with the affected member of the Council a request shall be submitted for consideration and final resolution to the Council in the form of a letter setting out the reasons for the recommendation;
  - B4.3 The Manager shall circulate the letter to the members of the Council for their consideration, comment and/or ratification;
  - B4.4 Members of the Council shall be requested to approve or ratify this decision at the next Council meeting; and
  - B4.5 Should any position on the Council become vacant, the same process as detailed here-in before shall be implemented immediately following the resignation of /or forfeiture of the position of a member of the Council.

**Notification of nominees**

**Ballot list**

**Council scrutiny of ballot**

**Tied ballot**

**Nominations – vacancies on Council**

## **B5 OFFICE BEARERS**

### **B5.1 DUTIES AND MEETINGS OF OFFICE BEARERS**

- B5.1.1 The duties of the Office Bearers Committee shall include but not be limited to:
- Assisting the President to promote the aims of the **Institute**;
  - Attending meeting of the Office Bearers Committee;
  - Formulate recommendations to the Council regarding the functioning of the **Institute**;
  - Oversee the day-to-day business of the **Institute**.
- B5.1.2 During periods between the Council meetings, the Office Bearers Committee shall receive reports from the various Committees of the **Institute** on behalf of the Council and shall then report to the Council at the next meeting of the Council.
- B5.1.3 The Office Bearers Committee shall meet on a monthly basis, with the exception of August, when the Council is in recess, and December.

**Duties of  
the Office  
Bearers**

### **B5.2 NOMINATION, ELECTION, AND REMOVAL OF OFFICE BEARERS**

- B5.2.1 The Council shall, each year at the May meeting of the Council, ratify all the positions within the Office Bearers Committee to ascertain that all Office Bearers are still willing, available, and able to fulfil the positions to which they have been elected.
- B5.2.2 **The** Council shall have the right to request an Office Bearer to forfeit his/her position or to resign if there is proof of unacceptable behaviour and/or that he/she is unable to perform his/her duties.
- B5.2.3 Office Bearers shall discuss and agree on the process to remove a member of the Office Bearers Committee in the absence of the affected Office Bearer.
- B5.2.4 After consultation and engagement with the affected Office Bearer, a request, in the form of a letter setting out the reasons for the recommendation, shall be submitted for consideration and finalisation to the Council.
- B5.2.5 The Manager shall circulate the letter for consideration, comment and/or ratification to all members of the Council.
- B5.2.6 Members of the Council shall be requested to approve or ratify this decision at the next meeting of the Council.
- B5.2.7 If any position within the Office Bearers Committee becomes vacant, the same process as detailed here-in before shall be implemented immediately following the resignation/forfeiture of an Office Bearer's position.

## **B6 NOMINATION, ELECTION, AND REMOVAL OF THE JUNIOR VICE PRESIDENT**

- B6.1. The Manager shall timeously invite members of the Institute to submit nominations for the position of Junior Vice President for the next year. Such nominations shall be lodged with the Manager in writing three weeks prior to the May meeting of the Council.
- B6.2 The members of the Council shall be provided with a Council-approved list of criteria to be considered when submitting the names of eligible nominees.
- B6.3 The Manager shall compile a list of eligible nominees received from the members of the Council, for consideration by the Office Bearers Committee.

- B6.4 The Office Bearers Committee shall apply their minds to the list and agree on the preferred candidate intended to become the Junior Vice President for the next year, which shall be forwarded for consideration/ratification by the Council at its May meeting.
- B6.5 Once a Council member has been appointed as Junior Vice President, there will be an automatic annual progression from this position to Senior Vice President, President Elect, and President, subject to ratification by the Council.
- B6.6 Should the position of the Junior Vice President become vacant, the Council will fill the vacancy using the process described here-in before.
- B6.7 The Council shall have the right to request the Junior Vice President to forfeit his/her position or to resign if there is proof of unacceptable behaviour and/or that he/she is unable to perform his/her duties. The process used to remove a Junior Vice President is described in Clause B5.

**B7 NOMINATION, ELECTION, AND REMOVAL OF THE HONORARY TREASURER**

- B7.1 The Honorary Treasurer shall be a Corporate member of the Council, with a working knowledge of and personal interest in finances and accounting, and who is available and willing to take on the position.
- B7.2 Members of the Council shall nominate and ratify the appointment of the Honorary Treasurer on an annual basis at the May meeting of the Council.
- B7.3 Should the position of Honorary Treasurer be currently filled, the Manager shall timeously request the members of the Council to ratify the appointment of the current incumbent for the next year.
- B7.4 Should the position of Honorary Treasurer become vacant, the Manager shall circulate an invitation to members of the Council to submit nominations, in writing, for the position. Nominations must comply with the selection criteria, approved for this purpose by the Council.
- B7.5 The Manager shall validate the nominees and confirm which nominees are eligible for the position of Honorary Treasurer.
- B7.6 The list of eligible candidates shall be circulated to the Office Bearers Committee for its consideration and recommendation of the preferred candidate for consideration and finalisation by the Council at the May meeting.
- B7.7 The Council shall have the right to request the Honorary Treasurer to forfeit his/her position or to resign if there is proof of unacceptable behaviour and/or that he/she is unable to perform his/her duties. The process used to remove the Honorary Treasurer is described in Clause B5.

**Footnote:**

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

- Clause 3.18 Appointment and Remuneration of a Manager
- Clause 3.19 Keeping minutes of the proceedings
- Clause 3.20 The Council Directives relating to the administration of funds, assets and property
- Clause 3.21 Administration of donations received
- Clause 3.23 Auditing of Statement of Revenue and Expenditure and Balance Sheet
- Clause 3.29 Interpretation of any portion of the Constitution or By-Laws

## BY-LAW C

### ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

Updated April 2013

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

- |        |   |                                     |
|--------|---|-------------------------------------|
| C1.1   | The quorum for all AGM and SGM of the <b>Institute</b> shall be fifteen (15) <b>Corporate</b> 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.   | <b>Quorum for<br/>AGM and SGM</b>   |
| 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 six (6) <b>Corporate</b> members and shall thereupon be taken forthwith and be supervised by two (2) 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.   | <b>Voting at<br/>Meetings</b>       |
| C1.2.1 | In the event of a postal vote, as prescribed in Clauses 6.7 and 6.8 the Manager shall, within fourteen (14) days after any Special General Meeting or meeting of the <b>Council</b> 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 forty (40) 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. | <b>Postal Votes</b>                 |
| 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 <b>Institute</b> .  | <b>Chairman of<br/>Meetings</b>     |
| 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.  | <b>Introduction of<br/>Visitors</b> |

#### **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 <b>Institute</b>          |

## BY-LAW D

### PUBLICATIONS

Updated June 2013

#### D1 PUBLICATIONS COMMITTEE

- D1.1. In accordance with Clause 3.29 of the Constitution, the 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 the 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 the 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**

**Rejection of papers**

- |       |  |  |
|-------|--|--|
| 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.   |  |
| 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.  | <b>Acknowledgement</b>                           |
| D2.8  | No members of the <b>Institute</b> shall make use of any portion of the <b>Institute's</b> publications in a published document connected with a business undertaking unless he/she has obtained the written permission of the Council and that of each individual speaker or writer concerned. The infraction of this by-law will be regarded by the Council as justifying action under Clause 2.9 of the Constitution. | <b>Permission</b>                                |
| D2.9  | No statement claiming advantages for any original method or technology shall be published in any publication of the <b>Institute</b> unless such statement can be supported by an adequate description and justification of the method or technology to which reference is made.   | <b>Claims re advantages of method or devices</b> |
| D2.10 | Books may be published from time to time, by permission of the Council, where high-quality content is available, and they are judged to be of sufficient merit and relevance to the mineral and metal industry.  | <b>Books</b>                                     |

### **D3. ELECTRONIC PUBLICATIONS**

- |      |   |  |
|------|---|--|
| D3.1 | The <b>Institute</b> shall maintain a website ( <a href="http://www.saimm.co.za">www.saimm.co.za</a> ) for the electronic dissemination of information via the Internet.  | <b>Website</b>                           |
| 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.                                  | <b>E-mail of Journal contents</b>        |
| 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.  | <b>Conference proceedings on website</b> |
| 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 <b>Institute</b> shall actively promote the widespread dissemination of its publications via search engines and electronic databases. | <b>Open access</b>                       |

### **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. | <b>Advertising</b> |
|------|---|--------------------|

**BY-LAW E**  
**SUBORDINATE STRUCTURES**

Updated June 2013

**E1 DIVISIONS**

E1.1	The <b>Council</b> 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	The <b>Council</b> 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 <b>Institute</b> .	
E1.4	Divisions are intended to engage at Industry level in activities that are in the collective interests of the <b>Institute</b> and its members.	Divisions Activities
E1.5	A minimum of one Office Bearer will represent the interests of the <b>Institute</b> 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**

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

**E3 COMMITTEES**

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

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**

Revised 21 July 2017

**F1 CREATION AND OPERATION OF A BRANCH**

F1.1 The Council may, at its discretion and upon receipt of a written request signed by twelve (12) 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 the Council shall be binding upon members. **Activities**

**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 the 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 **INSITUTE** in any way.

F4.3 No member of a Branch shall have the authority to speak on behalf of the SAIMM or make press statements to media without the approval of the President, the Council, or Office Bearers.

**F5 ELECTION OF BRANCH COMMITTEE**

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

- Chairperson
- Vice-chairperson

- Branch Secretary
- Immediate Past Chairperson (if not available, then the next most senior member of the previous committee)
- three (3) to five (5) members
- The President of the **Institute** is, *ex officio*, 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 *in absentia* 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 two (2) 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 two (2) members. **Co-opted Members**

## F6 BRANCH COMMITTEE MEETINGS

- F6.1 The Committee shall meet as often as the business of the Branch requires. At meetings of the Committee four (4) 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.

## F7 MEETINGS OF A BRANCH

- F7.1 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. **Annual General Meeting**

- |        |   |  |
|--------|---|--|
| F7.2   | 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 seven (7) days prior to the dates of such meetings.   | <b>Ordinary<br/>General<br/>Meetings</b>   |
| F7.2.1 | 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. | <b>Branch<br/>AGM</b>                      |
| F7.2.2 | Notices convening the Annual General Meetings shall be dispatched to members not less than fourteen (14) days prior to the date decided for such meetings.  | <b>AGM<br/>Notices</b>                     |
| F7.2.3 | The quorum for all General Meetings of a Branch shall be ten (10) 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.   | <b>Quorum for<br/>General<br/>Meetings</b> |
| F7.2.4 | The Chairperson of any meeting shall have a deliberative vote and additionally a casting vote in the event of any tied ballot.  | <b>Voting at<br/>Meetings</b>              |
| F7.2.5 | 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.   |  |
| F7.3   | 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 thirty (30) days to the Manager of the <b>Institute</b> . These minutes shall include attendance figures.   |  |

## **F8 DUTIES OF THE CHAIRPERSON**

- |      |   |   |
|------|---|---|
| F8.1 | The Chairperson must lead the Branch by ensuring that it complies with the clauses as laid out in this By-law.  | <b>Duties of the<br/>Chairperson</b>                  |
| F8.2 | The Council shall be kept informed concerning the activities of the Branch and copies of all notices of meetings forwarded to the Manager of the <b>Institute</b> .   | <b>Branch<br/>Management</b>                          |
| F8.3 | An abridged Chairperson's Annual Report to the Council is to be forwarded to the Council by mid-July in each year.  | <b>Report to<br/>the<br/>Council</b>                  |
| F8.4 | Should the Branch have a bank account such Annual Report to the Council will include financial statements.  |   |
| F8.4 | An annual schedule of events shall be prepared and submitted to the Council for approval after the first meeting of the Branch Committee. This schedule shall be kept updated and submitted to the Council before each quarterly meeting. |   |
| F8.5 | The Chairperson, or a designated alternate is expected to attend the Council meetings as and when required.   | <b>Attendance<br/>at the<br/>Council<br/>meetings</b> |

## **F9 DUTIES OF THE BRANCH COMMITTEE**

- |      |  |                                       |
|------|--|---------------------------------------|
| F9.1 | The duties of the Committee shall be to promote the objectives of the <b>Institute</b> as set out in Clause 1.5 of the Constitution.       | <b>Duties of the Branch Committee</b> |
| F9.2 | The Committee shall assist the Chairperson in drafting a long-term strategy for the Branch.  |                                       |
| F9.3 | The Branch Committee shall be pro-active in arranging technical presentations, and other events of interest for the members in the Branch. |                                       |

## **F10 FINANCIAL ADMINISTRATION OF A BRANCH**

- |         |  |                                  |
|---------|--|----------------------------------|
| F10.1   | 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 <b>Institute</b> .  | <b>Honorary Secretary</b>        |
| F10.2   | A budget 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 budget, together with the required funding for the year, shall be submitted to the Council for approval.   | <b>Funds</b>                     |
| F10.2.1 | The Committee shall keep true accounts of all monies received and expended and shall submit these accounts to the Manager of the <b>Institute</b> for audit purposes by 15 July of each year. Any surplus or deficit of Branch funds will be for the account of the <b>Institute</b> and will be incorporated into the audited accounts of the <b>Institute</b> at the end of each financial year.   | <b>Surplus Funds of Branches</b> |
| F10.2.2 | No expenses in excess of the approved budget may be incurred without approval by the Council. The 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.   | <b>Financial Admin</b>           |
| F10.2.3 | The Committee shall be liable for costs incurred by the <b>Institute</b> on its behalf, e.g. flights, accommodation, etc. if these are not cancelled timeously.  |                                  |
| F10.3   | Once a Branch has accrued a sufficient surplus in the books of the SAIMM to function independently, but always as a subordinate structure of the <b>Institute</b> , a separate Bank account may be maintained by the Committee. The signatories of this account must be the Chairperson, and/or the Vice-chairperson, and/or the Branch Treasurer. The SAIMM Accountant shall have access to these accounts in order to be able to report back to the Council. This access will be limited to viewing and printing of bank statements. |                                  |
| F10.4   | A Branch may invest any surplus funds in the SAIMM investment portfolio. A statement of each Branch's funds must be made available to the Committee on a monthly basis.  |                                  |

## **F11 DISSOLUTION OF A BRANCH**

- |       |  |                           |
|-------|--|---------------------------|
| F11.1 | The Council shall retain the power to dissolve a Branch and a copy of the resolution of the Council deciding upon such dissolution shall be sent to the Chairperson of the Branch concerned. | <b>Branch Dissolution</b> |
|-------|--|---------------------------|

F11.2 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**

F11.3 Any surplus funds returned to the **Institute** shall be kept on account for the future use of the Branch for a period of two years or as determined by the Council at the time.

**Surplus  
Funds**

F.11.4 If a Branch has been dissolved and is not re-established within a period of two years or as determined by the Council at the time, such surplus funds shall be retained by the **Institute**.

## **F12 REVIEW OF BY-LAW**

F12.1 Amendments or variations to these By-Laws may be made by the 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 ten (10) members and provided that notice of the proposed change(s) is given fourteen (14) days in advance of the meeting.

**Amendments  
to rules**

F12.1.1 Proposed amendments or variations must be submitted to the Council for approval prior to implementation.

## **BY-LAW G**

### **SAMCODES**

Updated August 2012

- 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 the 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

Updated September 2013

- 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.





## BY-LAW I

### YOUNG PROFESSIONALS COUNCIL (YPC)

Revised 21 July 2017

#### 11 ESTABLISHMENT OF A YOUNG PROFESSIONALS COUNCIL (YPC)

11.1 The SAIMM Council ('the Council') acknowledges the valuable contribution that young professionals 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. Young professionals are defined as those members of the **Institute** who are 35 years old and younger.

11.2 In accordance with clause 3.21 of the Constitution, the 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**. The 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 the Council before doing so. Such rules may include the drawing up of a **YPC** Constitution for formal ratification by the Council.

**Governance of  
the Young  
Professionals  
Council**

12.2 The **YPC** shall be represented on the Council by the Chairperson and/or Vice Chairperson of the YPC who shall be co-opted by the Council.

**Representation  
on Council**

12.3 The **YPC** shall act on behalf of the **Institute** according to the mandate received by the 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 **INSITITUTE** 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 young professionals within the defined age group to provide an alternative perspective to the 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 young professionals as detailed in Clause 13.1.
- 13.3 No member of the YPC shall have the authority to speak on behalf of the SAIMM or make press statements to media without the approval of at least two Office Bearers acting on behalf of the Council.

**Duties of the YPC**

#### **14 YOUNG PROFESSIONALS COUNCIL**

- 14.1 The affairs of the **YPC** shall, subject to the control of the Council, be managed by the YPC members constituted as follows:
  - 14.4.1 Chairperson
  - 14.4.2 Vice-Chairperson
  - 14.4.3 Secretary
  - 14.4.4 Treasurer
  - 14.4.5 Immediate Past Chairperson (if eligible)
  - 14.4.6 A minimum of thirteen (13) and a maximum of eighteen (18) members 35 years of age and younger
  - 14.4.7 The **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 old 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 four (4) 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.
- 14.5 Should any member of the **YPC** be absent without prior approved leave from the **YPC** Office Bearers for more than two (2) consecutive meetings, he/she may, at the discretion of the **YPC**, be requested to forfeit his/her seat on the **YPC**.

**Constitution of the YPC**

**Forfeiture of YPC Membership**

#### **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 <b>YPC</b> shall be distributed to <b>all</b> 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 one hundred and twenty (120) calendar days prior to the date of the Annual General Meeting. | <b>Notices</b>                    |
| 15.2.1 | Each nomination of a member for election to the YPC, must be proposed and seconded by at least two (2) Corporate or non-corporate members on the prescribed official nomination form.   | <b>Nominations</b>                |
| 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 ten (10) calendar days. Failure to accept such nomination will make it null and void.  |                                   |
| 15.3   | At least ninety (90) calendar days prior to the Annual General Meeting, the 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.  | <b>Ballot list</b>                |
| 15.3.1 | The prescribed electronic voting process of voting for nominees to sit on the <b>YPC</b> shall take place over a period of four (4) weeks but not later than sixty (60) days prior to the Annual General Meeting.   | <b>Voting</b>                     |
| 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 <b>YPC</b> 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 <b>YPC</b> not include the names of as many members as are required to fill the vacancies on the <b>YPC</b> , 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.         | <b>Nominations by the Council</b> |

## **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 –
- Chairperson
  - Vice- Chairperson
  - Secretary
  - Treasurer
  - Immediate Past Chairperson (if eligible)
- 16.3 The term of office will be determined by the YPC Office Bearers for the first three years after the establishment of the YPC. Thereafter no member of the YPC may hold the same office for more than one year. No member of the YPC may hold two offices simultaneously.
- 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 ten (10) 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 Chairperson 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 Chairperson 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 Chairperson, in consultation with the Manager of the SAIMM.
  - 17.1.1 The **Chairperson** of the **YPC** or, in his/her absence, the Vice Chairperson, 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 **Chairperson** of the **YPC** shall have a deliberative vote and, in the event of a tied ballot, a casting vote.

**Meetings**

1.7.3 Meetings of the **YPC** shall be held on dates decided by the **YPC**. Notices convening meetings shall be dispatched to members not less than seven (7) 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 Chairperson, one copy thereof shall be forwarded within thirty (30) days to the Manager of the **Institute**. These minutes shall include an attendance register.

**Minutes**

17.4.1 The 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**.

**Report to Council**

17.4.2 An abridged Chairperson's Annual Report to the Council is to be forwarded to the Council by mid-July in each year.

**Dissolution**

## **I8 FINANCIAL ADMINISTRATION OF THE YPC**

18.1 The **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 the Council for approval.

## **I9 DISSOLUTION OF THE YPC**

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

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 the 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 fourteen (14) days in advance of the meeting.

**Amendments to By-Law**

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