

CONSTITUTION AND RULES
OF THE
ASSOCIATION OF MINE MANAGERS
OF
SOUTH AFRICA

(Adopted June 1893, and as revised and amended to 29 August 2003)

THE ASSOCIATION

1. The name of the Association shall be the “Association of Mine Managers of South Africa”.

THE OBJECTS OF THE ASSOCIATION

2.
 - (i) To promote and uphold the general advancement of the mining industry;
 - (ii) To uphold the status of the mining profession;
 - (iii) To protect the interests of; and
 - (iv) for the mutual assistance of members.
3.
 - (i) To present generally the views of the profession;
 - (ii) To discourage dishonorable conduct or practice;
 - (iii) To provide for the amicable settlement or adjustment of professional disputes; and
 - (iv) To consider and deal with all matters affecting the professional interests of members.
4. To encourage and promote the study of mining.

THE POWERS OF THE ASSOCIATION

5. To invest and hold and also to improve, sell, let or mortgage, dispose of or otherwise deal with any property whether movable or immovable for the purposes and benefit of the Association.
6. To invest any money of the Association not immediately required upon such security or securities and on such terms and conditions as may from time to time be determined.
7. To borrow and raise money for the purpose of the Association and to pledge as security for the repayment of such money all or any of the property or assets of the Association.
8. To grant subsidies to any association or institution connected with the mining industry of South Africa or calculated to benefit the same, and to subscribe

only for any charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.

9. To enter into such contracts and do all such acts and things as may be expedient for the purposes of the Association.
10. To pass by-laws for the regulation of the business of the Association, and to make such regulations as may be thought proper as to summoning and holding of meetings of the Association and the transaction of the business thereof.

MEMBERSHIP

11. Membership of the Association shall consist of Ordinary Members, Associate Members, Honorary Life Members, Honorary Associate Members and Student Members.

No Ordinary or Associate Member of the Association shall also be a member of any other Association or Body the membership of which is not approved by Council.

The name and address of every member shall, on admission, be registered with the Secretary of the Association. Members shall be responsible for informing the Secretary of any change of address or management status.

ORDINARY MEMBERS AND ASSOCIATE MEMBERS

12. (a) A candidate for transfer from Associate, or election, to the class of Ordinary Membership shall satisfy the following conditions:
 - (i) he/she shall be the holder of a Mine Manager's Certificate of Competency for metalliferous mining issued in terms of the Mines and Works Regulations of the Republic of South Africa;
 - (ii) he/she shall be in employment on a working metalliferous or diamondiferous mine;
 - (iii) he/she shall be the manager or a senior subordinate manager of such mine or hold a position equivalent thereto;
- or (iv) he/she shall meet at least three out of the following four criteria
 - mine-based
 - The principal decision maker with respect to operations
 - Legally appointed or have a legally appointed person reporting to him
 - Operations should be primarily underground.

In addition a candidate shall, if so required, satisfy the Council that the position referred to in 12(a)(iii) or 12(a)(iv) above carries a degree of authority and responsibility sufficient to warrant his/her admission to this class of membership. Any person appointed in terms of section 12(a)(iv) who is not the holder of a mine manager's certificate for metalliferous mining may only be admitted as an Ordinary member of the Association at the discretion of the Council.

- (b) Ordinary members in excess of one per mine shall be nominated by the manager of the mine concerned.
 - (c) The annual subscription for Ordinary Members shall be decided by the Council each year.
 - (d) Any Ordinary Member having been admitted to this class of membership in terms of 12(a)(i), 12(a)(ii) and 12(a)(iii) and being transferred to a Group Head Office, member of the Chamber of Mines of South Africa, may retain this class of membership at the discretion of the Council.
13. In addition to the annual subscription referred to in Clause 12, the Council shall have the power to levy on each Ordinary Member a personal subscription which shall be paid into a Special Account as provided for in Clause 56.
14. Any Ordinary Member having leave of absence may have as his/her alternate member the person assuming the duties of his/her office during his/her absence, provided the person is an Associate member, but such alternate member shall not be entitled to a seat on the Council.

No alternate member shall act as such for a period longer than twelve months, nor shall he/she at the expiration of the aforesaid twelve months possess any rights of Ordinary Membership.

15. Subject to the terms of Clause 11, any person who is the holder of a Mine Manager's Certificate of Competency for metalliferous mining as set forth in Clause 12 and who is not an Ordinary Member in terms of the clause shall be eligible for Associate Membership of the Association provided that his/her position and qualifications are such as to warrant, in the opinion of the Council, his/her admission as an Associate Member.

In addition, any person who is not a holder of a Mine Manager's Certificate of Competency for metalliferous mining, but in the opinion of Council adequately satisfies the following requirements, may be admitted as an Associate Member:-

1. He/she is in the employ of an enterprise servicing the metalliferous mining industry.
2. He/she holds a senior position of responsibility and decision-making within that enterprise.
3. He/she holds acceptable qualification(s) other than a Mine Manager's Certificate of Competency for metalliferous mining.

Every applicant for Associate Membership shall be sponsored by two Ordinary Members of the Association and shall be admitted at the discretion of the Council.

The annual subscription for Associate Membership shall be decided by the Council each year.

16. An Associate Member shall not have any right of voting nor shall he/she be eligible as a member of the Council, but he/she shall be entitled to take part in all discussions at General Meetings of the Association.
17. An Associate Member, on ceasing to be employed in mining, shall automatically cease to be a member of the Association unless the Council decides otherwise.

HONORARY LIFE MEMBERS

18. The Council shall have the power to elect to Honorary Life Membership of the Association any person whose service to the Association, in the opinion of the Council, merits such action. Honorary Life Members shall be entitled to attend General Meetings and to take part in discussions, but they shall not have the right of voting.

HONORARY ASSOCIATE MEMBERS

19. Any Ordinary Member who has ceased to participate in the active management of a mine may be elected by the Council as an Honorary Associate Member of the Association. Honorary Associate Members shall be entitled to attend General Meetings of the Association and take part in discussions but they shall not have the right of voting.

STUDENT MEMBERS

20. A candidate for election to the class of Student Member must be studying for a mine manager's certificate and satisfy the following conditions:
 - (i) have obtained a BSc (Mining) Eng degree or a National Diploma in metalliferous Mining
 - or
 - (ii) have obtained the A part of a metalliferous Manager's Certificate.

Every applicant for Student Membership shall be sponsored by two Ordinary members of the Association, and shall be admitted at the discretion of the Council.

The annual subscription for Student Membership shall be decided by the Council each year.

21. A Student Member shall not have any right of voting nor shall he/she be eligible as a member of Council, but he/she/ shall be entitled to participate in General Meetings of the Association and to attend Technical Visits.
22. A Student member, on ceasing to be employed in mining, shall automatically cease to be a member of the Association unless the Council decides otherwise.

A Student Member shall cease to be a member after three years if he/she/ has failed to pass his/her mine manager's certificate.

RETIRED MEMBERS

23. Any member or past member who ceased to participate actively in the Mining Industry on account of age or incapacitation as a consequence of having taken retirement shall, subject to the approval of Council, be eligible for Retired Membership of the Association. Retired members shall be entitled to attend District and General Meetings, take part in discussions and activities of the Association, but they shall not have the right to vote. It is recorded that many prospective retired members could add value to the Association.

The annual subscription of retired members shall be decided by the Council each year.

Definition of a Past Member. A past member is any person who was duly elected as an Ordinary or Associate Member.

LETTERS OF DESIGNATION

24. A member of the Association shall be entitled to use the following authorized letters designating this/her grade of membership of the Association:

Ordinary Member	M.A.M.M. (S.A)
Associate Member	A.M.A.M.M. (S.A.)
Honorary Life Member	Hon. M.A.M.M. (S.A.)
Honorary Associate Member	Hon.A.M.A.M.M. (S.A.)

GENERAL MEMBERSHIP PROVISION

25. The financial period of the Association shall end on 31 December in each year.
26. All annual subscriptions are due on 1 January in each year for the year then commencing and must be paid before 1 April in that year.
27. Ordinary Members, Associate Members or Student Members admitted after 30 June in any year shall pay half the annual subscription in respect of the year in which they are admitted, except in cases in which the Council may in its discretion decide to accept for a shorter period a smaller subscription.

28. Any member whose subscriptions or portions thereof shall be in arrear for a period of three months may at the discretion of the Council be struck off the list of members and the Council shall have the power to restore such person to all privileges of membership on payment of all arrears.
29. Any member who shall commit any act which in the opinion of the Council may reflect discredit on or be prejudicial or antagonistic to the interest of the Association shall be liable to summary dismissal by a unanimous vote of the Council; and any member so dismissed shall have no claim whatever on the Association.
30. Any member may resign his/her membership provided all amounts due to him to the Association shall have been paid.
31.
 - (a) The affairs of the Association shall be conducted by a Council consisting of a President, Vice-President, the Immediate Past President and twelve members, each of whom shall be an Ordinary member of the Association.
 - (b) The immediate past President shall be a member of the Council for the year following his/her year of office and shall have the full rights of an elected member of the Council.
 - (c) The Council shall appoint one of its members to act as Honorary Treasurer and one as an alternate.
32.
 - (a) The President and Vice-President shall be appointed annually by the Council from amongst its members.
 - (b) Subject to the terms of sub-paragraphs (c),(d),(e) and (f) below and Clause 48(b), members of the Council shall be elected annually by ballot.
 - (c) Each District which, for the time being, the Association is divided for the purpose of its district meetings shall have at least two representatives on the Council exclusive of the President, the Vice-President and the Immediate Past President.
 - (d) If such representation has not been secured by the ordinary process of election, the candidate from each District securing the greatest number of votes shall be elected to the Council, the remaining vacancies being filled by the candidates securing the greatest number of votes.
 - (e) Of the twelve members of the Council, six shall retire annually in rotation and shall not be eligible for re-election as members of the Council for the year immediately succeeding their period of office provided, however, that if a retiring member has held office as a result of his/her appointment as a member of Council in terms of paragraph (f), he/she shall be eligible for re-election.

- (f) Any vacancy occurring in the council during the year may be filled by the Council and any person so appointed shall hold office until the next Annual General Meeting.
 - (g) The provision of paragraph (e) shall not apply to any person appointed as President or Vice-President.
33. The office of the President or Vice-President shall not be held by the same member two years in succession; provided, however, that if such office is held as a result of the position having been rendered vacant through resignation or otherwise during any year the holder shall be eligible for re-election as President or Vice-President for a further period of one year.
 34. If any member of the Council be absent from three consecutive Ordinary Meetings of the Council without leave he/she shall *ipso facto* cease to be a member thereof.
 35. The Ordinary Meetings of the Council shall be held once a month unless otherwise decided by the Council.

Seven members shall constitute a quorum at any Council Meeting, and the chair shall be taken at all meetings by the President, or in his/her absence by the Vice-President, but should neither be present the meeting shall proceed to elect a chairman from amongst the members present.

36. Special Council Meetings may be called at such times as the Council may appoint, or may be called by the President, or on a requisition in writing by any three members of the Council.
37. The Council may act notwithstanding any vacancy in its numbers.
38. Leave of absence shall not be granted to any member of the Council for a period longer than six months.

POWERS OF THE COUNCIL

39. The management of the business and the control of the Association and all of its property and assets shall be vested in the Council.
40. Any resolution passed at a General Meeting of members must be ratified by the Council. However, if such resolution is considered to be against the best interests of the Association, it may be referred to a Special or the next Ordinary General Meeting for reconsideration.
41. The Secretary, Auditors, Attorneys and all employees of the Association shall be appointed by the Council and paid out of the funds of the Association such remuneration as the Council may decide and shall hold office at its pleasure.

ACCOUNTS

42. The Council shall cause true accounts to be kept of the moneys received and expended by the Association and of the matters in respect of which receipts and expenditure take place, and of the assets, credits and balances of the Association, which shall be duly audited by one or more auditors.

GENERAL MEETINGS

43. A quorum at a meeting shall consist of twenty members.
44. General Meetings of the Association shall be held at such times and places as may be determined by the Council.

The Secretary shall give notice of such meetings to the members as herein provided.

45. The Annual General Meeting of the Association shall be held within six months of the financial year end of the Association on a date and at such time and place as the Council may decide, to receive the report of the Council on the state of the Association, together with the annual statement of the accounts; to elect office-bearers and to receive the results of the ballot for the election of or to elect members of the Council for the ensuing year. The Secretary shall give notice of such meeting to the members as herein provided.
46. In the event of the Council desiring to call a Special General Meeting for any specific purpose, or on the requisition in writing of any ten members, the Secretary shall give notice of such meeting to the members as herein provided, and the notice shall specify the nature of the business to be transacted and no other business shall be transacted at that meeting.
47. If within thirty minutes of the time fixed for the holding of a General or Special Meeting a quorum is not present the meeting shall be dissolved, and all matters which might if a quorum had been present have been transacted at a meeting (other than a Special General Meeting) so dissolved may be done on behalf of the Association by the Council.
48. The President, or in his/her absence the Vice-President, shall take the chair at all meetings, and if at any meeting neither of them be present the members present shall choose someone of their number to be chairman of the meeting.
49. (a) Each Ordinary Member of the Association shall be entitled to one vote only.
- (b) Only Ordinary Members who comply with the terms of Clause 31(b) may participate in the ballot for the election of Council Members or vote in regard to the Constitution and Rules and the number of voting members from any one mine shall be based on the average monthly

tonnage broken underground by that mine in the preceding calendar year in accordance with the following scale:

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|-------|--|-------|
| (i) | Up to 55 000 metric tones | One |
| (ii) | Between 55 000 and 180 000 metric tons | Two |
| (iii) | Between 180 000 and 270 000 metric tons | Three |
| (iv) | Over 270 000 metric tons-----One extra vote for each additional 100 000 metric tons or part thereof. | |
- (c) Mines, members of the Chamber of Mines of South Africa or under the administration of a Group associated therewith, who for reasons of confidentiality, do not publish their tonnages, may communicate the number of votes they are entitled to, based on the above table, to the Secretary. Such number of votes shall be approved by the Council, at its discretion, prior to voting.
- (d) Such Ordinary members who are eligible to vote in terms of this Clause shall be nominated by the manager of the mine concerned.
50. Questions at any meeting shall be decided by a majority of votes by show of hands. The Chairman shall have in addition to his/her ordinary vote a second or casting vote in case of an equality of votes, but any ten Ordinary members may demand a ballot upon any question submitted to any meeting, and the Chairman of the meeting shall direct when and in what manner a ballot shall be taken on any such question. At any ballot the Chairman of the meeting shall appoint scrutineers by whom the result of the ballot shall be declared.
51. At meetings of the Association alternates of Ordinary members under Clause 14 shall be entitled to vote.
52. Any member wishing to bring before the Association important business not shown on the agenda of a General Meeting shall give notice at that meeting of his intention to raise the matter at the next General Meeting, or he/she may submit notice of motion in writing to the Council at least three weeks before the date of the meeting at which he/she desires the matter to be discussed.
- In cases claimed to be urgent by the mover, the motion shall be considered without any notice at any meeting provided that the majority of the Ordinary members present be of opinion that the matter is urgent, but in no case shall the alteration or amendment of the Constitution and Rules be claimed to be or considered urgent.
53. General Meetings shall be conducted in the following manner;
- | | |
|-----|---|
| (a) | The Chair to be taken at such hour and place as appointed by the notice convening the meeting. |
| (b) | The minutes of the last General Meeting and of any Special General Meeting since held to be confirmed. |
| (c) | The business arising out of the notice convening the meeting, or the previous minutes as the case may be, to be next taken. |

- (d) General business.

PROPERTY

54. All property and effects belonging to or acquired by the Association shall be vested in the Association in its corporate name.

LEGAL PROCEEDINGS

55. All suits in law by or against the Association shall be instituted or defended in the name of the Association. All powers of attorney, bonds, deeds and other formal documents shall be executed by the Secretary or Acting Secretary for the time being of the Association under the authority of a resolution of Council.

FUNDS

56. The funds of the Association shall be banked in the name of the Association of Mine Managers of South Africa with such banks as the Council may from time to time appoint and shall be operated upon by the signatures of the Secretary and Honorary treasurer or their duly appointed alternates.
57. All subscriptions received under Clause 13 shall be paid into a Special Account with the bankers of the Association. Such Special Account shall not be operated upon except under the authority of a resolution of Council.

NOTICES

58. Notices of General meetings shall be sent by the Secretary to all members at least five days before the date appointed for such a meeting.
59. Notice of Annual General Meetings of the Association shall be sent as aforesaid at least seven days before the date appointed for such a meeting.
60. Notices of Special General Meetings shall be sent aforesaid at least seven days before the date appointed for such meeting.

In cases of urgency such meetings may, however, be called at shorter notice at the discretion of the President of the Association.

61. Notices of Council Meetings shall be sent as aforesaid at least twenty-four hours before the time fixed for such meeting. In cases of urgency such meetings may, however, be called at shorter notice at the discretion of the President of the Association.
62. All notices of meetings shall show an agenda of the business to be transacted at the meeting.

LIQUIDATION

63. The Association may be liquidated and wound up by resolution of not less than two-thirds of the Ordinary members present at a Special Meeting called for the purpose by the Council after notice of not less than thirty days, provided that at such meeting not less than two-thirds of the total number of Ordinary members of the Association are present.

The meeting shall appoint liquidators if necessary and shall decide in what manner the surplus assets of the Association after satisfaction of its debts shall be applied.

In the event of the required number of Ordinary members not being present the meeting shall stand adjourned to the same day in the next week at the same time and place unless such day shall be a public holiday, when it shall be adjourned to the day following at the same time and place. If at such adjourned meeting the required number of Ordinary members is not present then those Ordinary members who are present may transact the business for which the meeting was called.

ALTERATION OF RULES

64. This Constitution and these Rules shall not be altered or amended save by special resolution duly carried by at least two-thirds of the Ordinary members entitled to vote in terms of Clause 48, and voting at a General Meeting provided that written notice of the proposed additions or amendments shall have been given at a previous General Meeting.
65. Subject to the provision of Clause 39, such alteration, amendments or additions being made as aforesaid the same shall be deemed and taken to be incorporated in and form part of these presents in the same manner and in all respects as though inserted therein, and shall be binding upon all members of the Association without any further or special act or assent thereto.