



CONSTITUTION AND RULES
OF THE
ASSOCIATION OF MINE MANAGERS SOUTH AFRICA



“Vi Virtuteque – Strength and Integrity”

(First adopted in June 1893. Approved revisions up to the AGM of 6 April 2018)

1. THE ASSOCIATION

- 1.1. The name of the Association shall be the “**Association of Mine Managers of South Africa**”.

2. THE OBJECTS OF THE ASSOCIATION

- 2.1. To promote and uphold the general advancement of the mining industry.
- 2.2. To uphold the status of the mining profession.
- 2.3. To protect the interests of members.
- 2.4. To give mutual assistance to members.
- 2.5. To present generally the views of the profession.
- 2.6. To discourage dishonourable conduct or practices.
- 2.7. To provide for the amicable settlement or judgement of professional disputes.
- 2.8. To consider and deal with all matters affecting the professional interests of members.
- 2.9. To advance and promote the interest and uphold the professional status of its members.
- 2.10. Enhance its members’ professional relationship.

3. MEMBERSHIP

- 3.1. Membership of this Association shall consist of Student Members, Junior Associate Members, Associate Members, Ordinary Members, Retired Members, Honorary Associate Members and Honorary Life Members.
- 3.2. No Associate Member or Ordinary Member of the Association shall also be a member of any other association or body, the membership of which is not approved by Council.
- 3.3. The name and address of every member shall on admission be registered with the Secretary of the Association.
- 3.4. Members shall be responsible to inform the Secretary of any change of address or management status.

4. COMPETITION ACT REQUIREMENTS (ACT 89 OF 1998)

- 4.1. It is incumbent of the Association members to keep in mind that any exchange of competitively sensitive information could result in a contravention of the Competition Act and should be avoided.
- 4.2. Competitively sensitive information is information that:
 - 4.2.1. In the normal course of business a company would not wish to share with a competitor.
 - 4.2.2. Might lead to a competitor to change a commercial decision or a strategy.
 - 4.2.3. A customer or supplier may object to.
 - 4.2.4. Information that is not available through public sources.

- 4.3. Competitively sensitive information is likely to include information related to prices, price margins, current or future competitive actions, strategies and plans, bidding, costs, supply, demand, customers, suppliers, purchasing information, product design and technologies which is not in the public domain.
- 4.4. Members should limit any discussion at Association meetings/ gatherings to that which is general public information.

5. ELECTION OF THE COUNCIL

- 5.1. The affairs of this Association shall be conducted by a Council consisting of the President, Vice-President, 2nd Vice President, the immediate Past President and seventeen members.
- 5.2. Each district as determined by the Council (Central, Eastern, Western, Free State and Northern Cape) shall have at least 3 representatives for the district, plus 2 co-opted members required for their special skills they have. This will form the seventeen members, exclusive of the President, the Vice-President, 2nd Vice President and the Immediate Past President.
- 5.3. For a member to serve on Council such member must be an Ordinary member.
- 5.4. The period a member may serve on Council is 2 years consecutive for the 1st term.
- 5.5. A member may serve for a 2nd term on Council if re-elected by the district. The member will then serve another 2 years on Council.
- 5.6. A member may not be re-elected to serve on Council for a 3rd term. For a member to serve on Council again there must be at least a 1 year break.
- 5.7. Members to serve on Council shall be verbally nominated at a district meeting and then be voted for by a show of hands at the district meeting as vacancies become available. The district can also if decided at that district mandate the senior district representative to send an e-mail to all ordinary members indicating who may serve on council. The ordinary members of that district can then vote by sending an e-mail back to the senior district representative indicating who they are voting for to serve on council. The person with the most votes then obviously is the number 1 person to serve on council and so forth depending on the amount of vacancies.
- 5.8. The AMMSA Secretary must be notified of all newly elected Council members via an e-mail from the currently elected Senior Council representative for the district.
- 5.9. The period in office for an elected Council member is from the AGM (Annual General Meeting) to the next AGM. This will then represent the 1st year of the 1st term. From that AGM to the next AGM will form the 2nd year period of the 1st term.
- 5.10. If a member is elected to serve on Council in-between AGM's due to the formerly elected Council member not being available to carry on with his/her duties, such newly elected member may start with his/her duties from the day of election. Such member must then start attending the Council meetings immediately following such election as a district representative.
- 5.11. This member may also then be re-elected to carry on as a Council member from the 1st AGM following such election. This will then be deemed the starting point of his/her 1st year as member of Council for his her 1st term.
- 5.12. The President, Vice-President and 2nd Vice President shall be elected annually by the Council from amongst current Council members.



- 5.13. The newly elected President, Vice-President or 2nd Vice President will then have to stay on council for the required period to fulfil his/her duties, even if that period then exceed the maximum 4 year consecutive period on council.
- 5.14. The office of the President, Vice-President or 2nd Vice President shall not be held by the same member two years in succession. In the case where such office is held as a result of the position having been rendered vacant through resignation or otherwise between AGM's the holder shall be eligible for re-election as President, Vice-President or 2nd Vice President for a further period of one year from the next AGM. The President, Vice President and 2nd Vice President time period will start and end at the AGM.
- 5.15. The immediate past President shall be a member of the Council for the year following his/her year in office and shall have the full rights of an elected member of the Council.
- 5.16. The Council shall appoint one of its members to act as Honorary Treasurer and one as an alternate.
- 5.17. No Council member may be re-elected after his/her 2nd term has lapsed accept if that member served a specific specialised role that need continuation. Such member will then serve on Council as a co-opted member specifically to assist Council in that specialist matter. Such member's term on Council will lapse on completion/ handing over of such specialist function.
- 5.18. Council can co-opt additional members with specialist skills for a specific time period as determined by Council to assist and guide the Council to carry out their duties and functions effectively.
- 5.19. Past Presidents of the Association registered with the Engineering Council of South Africa (ECSA) can be co-opted onto Council for their specialist skills.
- 5.20. This Association as a voluntary registered entity with ECSA, must have at least 70% of Council members registered with ECSA to maintain its registration status.

6. COUNCIL MEETINGS

- 6.1. Leave of absence shall not be granted to any member of the Council for a period longer than six months. If any member of the Council is absent from three consecutive ordinary Council meetings he/she shall *ipso facto* cease to be a member of Council.
- 6.2. The ordinary meetings of the Council shall be held once a month unless otherwise decided by the Council.
- 6.3. Eight members shall constitute a quorum at any Council meeting.
- 6.4. A Council meeting should not proceed without a quorum.
- 6.5. 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 2nd Vice President shall chair the meeting. If none of them are present, the meeting shall be cancelled.
- 6.6. Special Council meetings may be called at such times as the Council may decide or may be called by the President or on a request in writing (e-mail) to the Secretary by any three or more members of the Council.
- 6.7. The Council may act notwithstanding any vacancy in its numbers.
- 6.8. The Secretary of the Association is appointed through MPAS (Mines Professional Associations Secretariat). This person is allocated to this Association to assist AMMSA Council in effectively managing its affairs.



- 6.9. The person appointed as Secretary of this Association is therefore a full time permanent appointment of MPAS and is not counted to form a quorum during any meeting of AMMSA.

7. POWERS OF THE COUNCIL

The management of the business and the control of the Association and all of its property and assets shall be vested in the Council.

- 7.1. Any resolution passed at a General Meeting must be ratified by the Council.
- 7.2. 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 General Meeting for reconsideration.
- 7.3. 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.
- 7.4. The Council will decide, agree and approve the appropriate payment values.

8. POWERS OF THE ASSOCIATION AND DUTIES OF COUNCIL

- 8.1. 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.
- 8.2. 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.
- 8.3. 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.
- 8.4. To grant subsidies to any association or institution connected with the mining industry of South Africa or determined to benefit the same.
- 8.5. To subscribe to any charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- 8.6. To enter into such contracts and do all such acts and things as may be expedient for the purposes of the Association.
- 8.7. 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.

9. MEMBERSHIP CATEGORIES

9.1. STUDENT MEMBERS

A candidate for election to the class of Student Member:

- 9.1.1. Must be studying:
 - 9.1.1.1. Towards a BSc (Mining) Engineering degree or;
 - 9.1.1.2. Towards a National Diploma in Metalliferous Mining.
- 9.1.2. Every applicant for student membership must be sponsored by the Head of the Mining Department of the Mining Engineering Training Faculty and supported by a Senior Mining Lecturer in the Mining Engineering in writing.
- 9.1.3. Final approval for membership will be at the discretion of Council.



- 9.1.4. 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 District Meetings during vacation work and attend Technical Visits as arranged by the Association.
- 9.1.5. A Student Member, on ceasing studies towards a degree or diploma as indicated in 9.1.1.1 or 9.1.1.2, shall automatically cease to be a member of the Association unless the Council decides otherwise.
- 9.1.6. Student Members will not pay any subscription fees.

9.2. JUNIOR ASSOCIATE MEMBERS

- 9.2.1. Must be studying towards a Mine Manager's Certificate and must satisfy the following conditions:
 - 9.2.1.1. Have obtained a BSc (Mining) Eng degree or;
 - 9.2.1.2. Have obtained a National Diploma in Metalliferous Mining or;
 - 9.2.1.3. Have obtained the "A" part of the Metalliferous Mine Manager's Certificate.
 - 9.2.1.4. Employed in mining.
- 9.2.2. Every applicant for Junior Associate Membership shall be sponsored by two Ordinary members of the Association in writing.
- 9.2.3. Approval for membership will be at the discretion of Council.
- 9.2.4. A Junior Associate 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 District Meetings, General Meetings and attend Technical Visits as arranged by the Association.
- 9.2.5. A Junior Associate Member, on ceasing to be employed in mining, shall automatically cease to be a member of the Association unless the Council decides otherwise.
- 9.2.6. A Junior Associate Member shall cease to be a member after three years if he/she has failed to pass his/her Mine Manager's certificate.
- 9.2.7. The annual subscription for Junior Associate Member shall be decided by the Council each year

9.3. ASSOCIATE MEMBERS

- 9.3.1. Any person who is the holder of a Mine Manager's Certificate of Competency for Metalliferous mining 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.
- 9.3.2. 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:
 - 9.3.2.1. He/she is in the employ of an enterprise servicing the metalliferous mining industry.
 - 9.3.2.2. He/she holds a senior position of responsibility and decision-making within that enterprise.
 - 9.3.2.3. He/she holds acceptable qualification(s) other than a Mine Manager's Certificate of Competency for metalliferous mining.



- 9.3.3. Every applicant for Associate Membership shall be sponsored by two Ordinary Members of the Association in writing.
- 9.3.4. Final approval for membership will be at the discretion of the Council.
- 9.3.5. 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 District Meetings, General Meetings the AGM and other activities as arranged by the Association.
- 9.3.6. An Associate Member, on ceasing to be employed in the mining industry, shall automatically cease to be a member of the Association unless the Council decides otherwise.
- 9.3.7. The annual subscription for Associate Membership shall be decided by the Council each year.

9.4. ORDINARY MEMBERS

- 9.4.1. A candidate for transfer from Associate Member or election to the class of Ordinary Membership must satisfy the following conditions:
 - 9.4.1.1. He/she shall be the holder of a Mine Manager's Certificate of Competency for Metalliferous mining issued in terms of the Mine Health and Safety Act (Act 29 of 1996, Schedule 4).
 - 9.4.1.2. He/she shall be in employment on a working metalliferous or diamond mine.
 - 9.4.1.3. He/she shall be the General Manager (MHSA 4.1 appointee) or a Mine Manager (MHSA 3.1.a appointee) of such mine or hold a position equivalent thereto.
 - 9.4.1.4. He/she shall meet at least three out of the following four criteria:
 - 9.4.1.4.1. Mine based.
 - 9.4.1.4.2. The principal decision maker with respect to operations.
 - 9.4.1.4.3. Legally appointed or have a legally appointed person reporting to him/her.
 - 9.4.1.4.4. Operations should be primarily underground.
- 9.4.2. The candidate shall if so required satisfy the Council that the position referred to in Clause 9.4.1.3 "hold a position equivalent thereto" carries a degree of authority and responsibility sufficient to warrant his/her admission to this class of membership.
- 9.4.3. Any person appointed in terms of Clause 9.4.1.3 who is not the holder of a Mine Managers Certificate for metalliferous mining may only be admitted as an Ordinary member of the Association at the discretion of the Council.
- 9.4.4. Ordinary members in excess of one per mine shall be nominated by the General Manager (MHSA 4.1 appointee) of the mine concerned.
- 9.4.5. Any Ordinary Member having been admitted to this class of membership and being transferred to a Group Head Office or the Chamber of Mines of South Africa, may retain this class of membership at the discretion of Council.
- 9.4.6. Any Ordinary Member during his/her absence may delegate to his/her alternate member, the person assuming the duties of his/her office during his/her absence, to act on his/her behalf as an Ordinary Member, but such alternate member shall not be entitled to a seat on the Council.



- 9.4.7. 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 to Ordinary Membership.
- 9.4.8. The annual subscription for Ordinary Members shall be decided by the Council each year.
- 9.4.9. In addition to the annual subscription referred to in Clause 9.4.8, 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 15.3.
- 9.4.10. An Ordinary Member may take part in all activities of the Association, except Council meetings if s/he is not elected onto council.

9.5. RETIRED MEMBERS

Any current member or past member (A past member is any person who was duly elected as an Ordinary or Associate Member) who ceased to participate actively in the mining industry on account of age or incapacitation and as a consequence are on retirement shall subject to the approval of Council, be eligible for Retired Membership of the Association. Retired members can still add tremendous value to the Association.

- 9.5.1. Retired members shall be entitled to attend District, General Meetings and the AGM.
- 9.5.2. Take part in discussions and activities of the Association, but they shall not have the right to vote.
- 9.5.3. Do not have to pay any subscriptions.

9.6. HONORARY ASSOCIATE MEMBERS

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.

- 9.6.1. Honorary Associate Members shall be entitled to attend General Meetings and the AGM of the Association and take part in discussions.
- 9.6.2. They shall not have the right of voting.
- 9.6.3. Do not have to pay any subscriptions.

9.7. HONORARY LIFE MEMBERS

The Council shall have the power to elect persons for Honorary Life Membership of the Association, due to the person's service to the Association and in the opinion of the Council merits such decision.

- 9.7.1. Honorary Life Members shall be entitled to attend General Meetings and the AGM. They may take part in discussions.
- 9.7.2. They shall not have the right of voting.
- 9.7.3. Do not have to pay any subscriptions.



10. LETTERS OF DESIGNATION

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

- 10.1. Associate Member: A.M.A.M.M. (S.A)
- 10.2. Ordinary Member: M.A.M.M (S.A)
- 10.3. Honorary Associate Member: Hon.A.M.A.M.M. (S.A)
- 10.4. Honorary Life Member: Hon.M.A.M.M. (S.A)

11. GENERAL MEMBERSHIP PROVISION

The financial period of the Association shall end on 31 December of each year.

- 11.1. All annual subscriptions are due on 1 January for each year. In the year commencing 1 January, subscriptions for that year must be paid before 1 April of that year.
- 11.2. Junior Associate Members, Associate Members and Ordinary 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 where the Council may in its discretion decide to accept a smaller subscription for a shorter period.
- 11.3. Any member whose subscriptions or portion thereof is in arrear for a period of three months or more may be at the discretion of Council, struck off the list of members.
- 11.4. The Council shall have the power to restore such person to all privileges of membership on payment of all arrears and receiving a written request from such person for his/her membership to be restored.
- 11.5. 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 after a unanimous vote of the Council.
- 11.6. Any member so dismissed shall have no claim whatever on the Association.
- 11.7. Any member may resign his/her membership provided all amounts due by him/her to the Association are paid up to date.

12. NOTICES

- 12.1. The notice for an upcoming General meeting shall be sent by the Secretary to all members at least five days before the planned date of the meeting.
- 12.2. The notice for the Annual General Meeting (AGM) of the Association shall be sent to all members by the Secretary at least seven days before the planned date of the meeting.
- 12.3. For Special General Meetings all members shall be notified by the Secretary at least seven days before the planned date of the meeting.
- 12.4. In cases of urgency such meetings may be called at a shorter notice at the discretion of the President of the Association.
- 12.5. Notices for Council Meetings shall be sent by the Secretary at least twenty-four hours before the time fixed for such a meeting.
- 12.6. In cases of urgency, emergency Council meetings may be called at shorter notice at the discretion of the President of the Association.



- 12.7. All notices of meetings shall be accompanied by an agenda indicating the business to be transacted at the meeting.
- 12.8. District meeting minutes, schedules, dates, times and agenda points will be the responsibility of the Council members that represents the district.

13. GENERAL MEETINGS

- 13.1. General Meetings of the Association shall be held at such times and places as may be determined by the Council.
- 13.2. The Secretary shall give notice of such upcoming meetings as specified in Clause 12 of this document.
- 13.3. A quorum at a General Meeting, Special General Meeting or at the AGM shall consist of at least twenty Ordinary members.
- 13.4. After thirty minutes has passed following the allocated starting time for a General Meeting, Special General Meeting or the AGM and a quorum is not present the meeting shall be dissolved.
- 13.5. All matters which might if a quorum had been present have been transacted at such a General Meeting or AGM, other than a Special General Meeting so dissolved may be done on behalf of the Association by the Council.
- 13.6. The President, or in his/her absence the Vice-President, shall take the chair at all General Meetings and Special General Meetings. If at any of these meetings neither of them is present the 2nd Vice President must chair the meeting. If none of them is available, then the meeting is dissolved.
- 13.7. The President, or in his/her absence the Vice-President, shall take the chair at the AGM.
- 13.8. 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 Ordinary members, the Secretary shall give notice of such meeting to the members as herein provided.
 - 13.8.1. The notice shall specify the nature of the business to be transacted and no other business shall be transacted at that meeting.
- 13.9. 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/her intention to raise the matter at the next General Meeting.
- 13.10. Any member may submit in writing an item for discussion at least three weeks before the date of the General Meeting, for attention to the Council.
- 13.11. In cases claimed to be urgent by the mover, a motion shall be considered without any prior notice at any General Meeting provided that the majority of the Ordinary members present are of the opinion that the matter is actually urgent.
- 13.12. In no case shall the alteration or amendment of the Constitution and Rules be claimed to be of urgent nature.
- 13.13. General Meetings shall have the following as a minimum requirement on the agenda:
 - 13.13.1. The minutes of the last General Meeting and confirmation of such minutes.
 - 13.13.2. Items arising out of the minutes.



- 13.13.3. The minutes of any Special General Meeting held since the last General Meeting and confirmation of such minutes.
 - 13.13.4. Items arising out of the minutes.
 - 13.13.5. New business as per the notice convening the meeting.
 - 13.13.6. General business.
- 13.14. The AGM of the Association shall be held within six months of the financial year end.
- 13.15. The AGM will be held on a date and at such time and place as the Council may decide with at least the following agenda points:
- 13.15.1. The minutes of the last AGM and confirmation of such minutes.
 - 13.15.2. Action items arising out of the minutes.
 - 13.15.3. Report from Council on the activities and state of the Association.
 - 13.15.4. The annual financial statement.
 - 13.15.5. Introduction of the new President, new Vice President, new 2nd Vice President and Council members for the next year.

14. VOTING

- 14.1. Council must ensure if voting is going to take place at any meeting, that it is understood that only Ordinary Members may vote. Ordinary members present must be verified before voting.
- 14.2. At any District, General Meeting, Special General Meeting or AGM of the Association alternates of Ordinary members under Clause 9.4.6 and 9.4.7 shall be entitled to vote on behalf of such Ordinary member.
- 14.3. Each Ordinary Member of the Association shall be entitled to one vote only.
- 14.4. Decisions/Disputes at any district meeting, General meeting, Special General meeting or AGM shall be decided by vote with a majority show of hands.
- 14.5. The Chairperson shall have in addition to his/her ordinary vote a second or casting vote in case of an equality of votes.
- 14.6. If ten or more Ordinary members at any meeting are in dispute of the “show of hand” outcome they may demand a ballot decision. They must raise their dispute during the meeting, followed with a written motivation submitted to Council for consideration.
- 14.7. The Chairperson of the meeting shall direct when and in what manner the ballot shall be taken relating to the dispute.

15. FUNDS

The funds of the Association shall be banked in the name of the “Association of Mine Managers of South Africa”.

- 15.1. Council will decide from time to time what bank is appropriate as the banker for the Association.
- 15.2. The Association account will operate under the signatures of the Secretary and Honorary Treasurer and their duly appointed alternates.
- 15.3. All subscriptions received under Clause 9.4.9 shall be paid into a Special Account at the bankers of the Association.



15.4. Withdrawals out of this Special Account shall only be done when receiving written approval following a resolution of Council.

16. ACCOUNTS

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.

17. PROPERTY

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

18. LIQUIDATION

The Association may be liquidated and wound up by resolution of not less than two-thirds of the Ordinary members present at a Special General 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.

19. LEGAL PROCEEDINGS

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 of the Association under the authority of a resolution by Council.

20. ALTERATION OF RULES

This Constitution and these Rules shall not be altered or amended except by a resolution duly constituted where at least two-thirds of the Ordinary members present at the meeting that are entitled to vote in terms of Clause 14.1, 14.2 and 14.3 have done such a vote in favour of the amendment at a General Meeting. Written notice indicating the proposed additions or amendments shall be given as part of the notification for a General Meeting. If a vote as per Clause 14, is in favour of such alteration, amendments or additions then it must be incorporated into this document and presented for final approval at the next AGM. The requirements of this constitution and rules as captured in this document shall be binding upon all members of the Association.

