



Since 1984

MINE METALLURGICAL MANAGERS ASSOCIATION OF SOUTH AFRICA

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An Association not for gain

CONSTITUTION AND RULES OF THE MINE METALLURGICAL MANAGERS' ASSOCIATION OF SOUTH AFRICA (as amended in October 2017)

THE ASSOCIATION

1. The name of the Association shall be the "Mine Metallurgical Managers' Association of South Africa".
2. The principal object of the Association shall be to promote the common professional interests of persons carrying on the extractive metallurgical profession (by means other than the carrying on by the Association of any trading or other profit- making activities or participation by the Association in the profession carried on by its members to the provision to any of its members of financial assistance or of any premises or continuous services or facilities required by its members or the provision to any of its members of financial assistance or of any premises or continuous services or facilities required by its members for the purpose of carrying on the profession) and to that end to promote the general advancement of extractive metallurgy and to uphold the status of the profession.
3. The Ancillary objects of the Association shall be:
 - (a) To represent generally the views of the extractive metallurgical profession, to discourage dishonorable conduct and practice.
 - (b) To hold conferences and meetings for the purpose of encouraging and promoting full discussion of professional affairs, interest and duties; the reading of papers and the delivery of lectures, professional and other records from time to time available to members of the Association and generally to collect, collate and publish information which may be of service or interest to members of the profession and to the public at large.
 - (c) To invest moneys not immediately required for the Association and to realise such investment.
 - (d) To enter into arrangements or contracts with any persons for the promotion of the objects of the Association.
 - (e) To do all such things to carry out all such undertakings as may be necessary for or incidental to the objects of the Association.

MEMBERSHIP

4. Members of the Association shall consist of Ordinary Members, Associate Members, Affiliate Members, Student Members, Honorary Life Members and Honorary Associate Members.
5. The company name, name and address of every member shall, on admission, be registered with the Secretariat of the Association.

ORDINARY MEMBERSHIP

6. Candidates for transfer or admission to the class of Ordinary Membership shall satisfy the following conditions:
 - a. They shall be sponsored by two Ordinary Members of the Association and shall be admitted at the discretion of the Council.

- b. They shall be responsible for managing a metallurgical processing plant/ concentrator/ smelter or refinery or equivalent operation in the metallurgical research field/metallurgical projects/ academic institution, or in an extractive metallurgical design company, or metallurgical equipment/ reagents supplier situated in Southern Africa. Where, because size or complexity of the operation, there are sub-ordinate managers who have a person or persons who qualify for admission as Associate Members reporting to them, such subordinate managers shall qualify for Ordinary Membership.
 - c. In addition, candidates shall, if so required, satisfy the Council that their position carries a degree of authority and responsibility sufficient to warrant their admission to this class of membership.
 - d. A candidate who, by virtue of his senior position within the head office staff of a mining metallurgical company, research/academic institution, extractive metallurgical design company, metallurgical equipment/ reagents supplier and who has had previous experience managing a metallurgical plant/research unit/academic department, extractive metallurgical design project team, metallurgical equipment/reagents supplier team but is not involved in active metallurgical management, may be admitted to Ordinary Membership at the discretion of Council.
 - e. Previously practicing as a senior metallurgical professional situated in South Africa for a period not less than 3 years, and employed as an academic, research, commercial and/or design metallurgical facility.
- 7.** The annual subscription of Ordinary Members shall be decided by the Council each year.
- 8.** An Ordinary Member, on ceasing to fulfill the requirements of Clause 6(b), (c), or (d) shall automatically become an Associate Member or Affiliate Member of the Association, unless the Council decides otherwise.

ASSOCIATE MEMBERSHIP

- 9.** Candidates for transfer from Affiliate, or admission, to Associate membership shall be sponsored by two Ordinary Members of the Association and shall be admitted at the discretion of the Council.
- 10.** To be eligible for Associate membership candidates must have completed their graduate training programs and be practicing as process/ metallurgical engineers in either a plant/concentrator/ smelter/ refinery, research/academic institution, extractive metallurgical design company, metallurgical equipment/reagents supplier. In addition, candidates shall, if so required, satisfy the Council that their position carries a degree of authority and responsibility sufficient to warrant their admission to this class of membership.
- 11.** The annual subscription of Associate Members shall be decided by the Council each year.
- 12.** Associate Members shall not have any right of voting nor shall they be eligible for membership of the Council, but shall be entitled to take part in all discussions at General Meetings of the Association.
- 13.** An Associate Member, on ceasing to fulfill the requirements of Clause 10, shall automatically cease to be an Associate Member of the Association unless the Council decides otherwise.

AFFILIATE MEMBERSHIP

- 14.** Candidates for admission to Affiliate Membership shall be graduates or diplomates in extractive metallurgy/chemical engineering or any other relevant discipline approved by the Council and shall be employed in extractive metallurgy field either in a mine, research/academic institution, extractive metallurgical design company, metallurgical equipment/reagents supplier. Suitable candidates without a tertiary qualification but who are deemed competent by means of other qualification and experience shall be admitted to Affiliate membership at the discretion of Council.



15. Candidates for election shall be sponsored by one Ordinary Member of the Association and shall be admitted at the discretion of the Council.
16. The annual subscription of Affiliate Members shall be decided by the Council each year.
17. Affiliate Members shall not have any right of voting nor shall they be eligible for membership of the Council, but shall be entitled to take part in all discussions at General Meetings of the Association.
18. An Affiliate Member, on ceasing to be employed in metallurgy, shall automatically cease to be a member of the Association unless the Council decides otherwise.

STUDENT MEMBERSHIP

19. Candidates for Student Membership shall be students at acknowledged educational institutions, registered to study for a recognised degree or diploma in extractive metallurgy/ chemical engineering/mineral processing or any other relevant discipline approved by the Council, and shall be sponsored by an Ordinary Member of the Association.
20. The annual subscription of Student Members shall be decided by the Council each year.

HONORARY LIFE MEMBERSHIP

21. The Council shall have the power on such conditions as it may decide 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 MEMBERSHIP

22. Any member who has ceased to participate in the active metallurgical field may be elected by the Council on such conditions as it may decide 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.

GENERAL MEMBERSHIP PROVISIONS

23. Any member who has ceased to participate in the active metallurgical field, as a consequence of having taken retirement, may apply to be admitted as a Retired member of the Association. Retired members shall be entitled to take part in all activities of the Association but shall not have the right to voting.
The annual subscription of Retired Members shall be decided by the Council each year.
24. The financial year of the Association shall end on the 31 December in each year.
25. All annual subscription shall fall due on the 1st January in each year for the year then commencing and must be paid before 1st April in that year,
26. Ordinary, Associate or Affiliate Members admitted after the end of June in each 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, at its discretion, decide to accept a smaller subscription for a shorter period.
27. Any member whose subscription or portion thereof is in arrears for a period of three months may at the discretion of the Council be struck off the register of members, and the Council shall have the power to restore such person to all privileges of membership on payment of all such arrears.



- 28.** Any member who commits any act which in the opinion of Council may reflect discredit on or be prejudicial or antagonistic to the interests of the Association shall be liable to summary termination of his membership by a unanimous vote of Council; and any member so dismissed shall have no claim whatever on the Association.
- 29.** Any member may resign his membership provided that he shall remain liable for all amounts due by him to the Association.
- 30.** Any member ceasing to be a member under Clause 28 shall not be entitled to readmission.
- 31.** The liability of members shall be limited to the amount, if any, payable by way of subscription or otherwise to the Association.
- 32.** Any member whose subscription or portion thereof is in arrears shall have no right of voting.

CONSTITUTION AND FUNCTIONS OF THE COUNCIL

- 33.** The affairs of the Association shall be conducted by a Council consisting of the President, the Senior Vice-President, the Junior Vice-President, the Immediate Past-President, elected members, and one delegate from each of the districts into which the Association is, for the time being, divided by the Council on such basis as it may decide, each of whom shall be an Ordinary Member of the Association.
- 34.** A member of the Council (including the President and two Vice-Presidents) shall be either:
 - a. A senior mine-based employee in the metallurgical discipline: Or
 - b. A senior mining metallurgical company employee who has had previous experience managing a metallurgical operation.A majority in favour of mine-based Council members must be maintained.
- 35.** The Council shall appoint one of its members to act as Honorary Treasurer.
- 36.** The elected members shall be nominated in writing by any two Ordinary Members at least one month before the Annual General Meeting each year, and shall be elected by sealed written ballot of all Ordinary Members. The outgoing Council shall appoint the President and two Vice-presidents from within the existing members of the Council. The President and the two Vice-presidents shall hold office for two years, and of the elected members three shall retire every two years 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 because of his appointment in terms of Clause 37 he shall be eligible for re-election. The District Representatives shall be nominated in writing by any two Ordinary Members of their District, at least one month before the Annual General Meeting each year and shall be elected by sealed written ballot of all Ordinary, Associate and Affiliate Members within their District. The district committee to be made up of sub-district committee as accepted by members at the district meeting.
- 37.** Any vacancy occurring in the Council during the year may be filled by the Council, and any ordinary member so appointed shall hold office until the next Annual General Meeting.
- 38.** The office of President shall be held by the same member for 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 reelection as President for a further period of one year.
- 39.** The office of either the Senior or Junior Vice-presidents shall be held by the same member for two years in succession: provided, however, that if such office is held because of the position having been rendered vacant through resignation or otherwise during any year, the holder shall be eligible for reelection as Vice-president for a further period of one year.
- 40.** If any member of the Council be absent without leave from three consecutive Ordinary Meetings of the Council, he/she shall ipso facto cease to be a member thereof.



- 41.** The Ordinary Meeting of the Council shall be held every 2nd month, unless otherwise decided by the Council.
 - a. Five members shall constitute a quorum at any Council Meeting, and the Chair shall be taken at all such meetings by the President or, in his absence, by one of the Vice-presidents, but, should neither be present, the meeting shall proceed to elect a Chairman from amongst the members present
 - b. The Chairman shall have, in addition to his ordinary vote, a second or casting vote in case of an equality of votes.
 - c. If there is not quorum at a council meeting or urgent matters arise, voting will take place by e-mails.
- 42.** Special Council Meetings may be called at such times as the Council or the President may appoint or on a requisition in writing of any three members of the Council.
- 43.** Leave of absence shall not be granted to any member of the Council for a longer period than six months.

POWERS OF THE COUNCIL

- 44.** The management of the business and the control of the Association and all its property and assets shall be vested in the Council.
- 45.** The Secretariat, 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 the Council's pleasure.
- 46.** All powers of attorneys, bonds, deeds and other formal or legal documents shall be executed by the Secretariat, or Secretariat for the time being, of the Association under the authority of a resolution of the Council.

ACCOUNTS AND REFUNDS

- 47.** The Council shall cause true accounts to be kept of all 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 audited annually duly by Auditors appointed by the Council.
- 48.** The funds of the Association shall be banked in the name of the Association with such Bank or Financial Institution as the Council may from time to time, and shall be operated upon by the signatures of the Secretariat and the Assistant Secretariat, or two members of Council appointed by Council for this purpose, or by two of these signatories: provided that all transactions so executed shall be reported to the Council at its ordinary monthly meeting.
- 49.** The profits or gains of the Association shall not be distributed to any person and the funds of the Association shall be utilised solely for investment or the objects for which the Association has been established.

GENERAL MEETINGS

- 50.** A quorum at a General Meeting shall consist of ten members whom five shall be Ordinary Members.
- 51.** Ordinary General /Regional Meetings shall be held once per month unless otherwise determined by the Council, and the Secretariat shall give notice of such meetings to the members as provided for in Clause 59.
- 52.** The Annual General Meetings of the Association shall be held in place of the Ordinary General Meeting, if any, normally held in the month concerned at such place as the Council may decide, to receive and deliberate upon the Report of the Council on the state of the Association, an audited statement of income and expenditure for the past financial year and an audited balance sheet and the report of the Auditors thereon. Notice of such meetings shall be given to the members as herein provided for in Clause 60.



- 53.** 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 that such a meeting be called, the Secretariat shall give notice of such meeting to the members as provided for in Clause 61 and the notice shall specify the nature of the business to be transacted. No other business shall be transacted at that meeting.
- 54.** If, within thirty minutes after the time fixed for holding a General Meeting, excluding an Annual General 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 the meeting (other than a Special General Meeting) may be done on behalf of the Association by the Council. In the case of a Special General Meeting or an Annual General Meeting the meeting shall be adjourned, and the provisions of Clause 66 shall mutatis mutandis apply.
- 55.** The President, or in his absence the Vice-president, shall take the Chair at all General Meetings, and if at any such meeting neither of them be present, the members present shall choose one of their number to be Chairman of the meeting.
- 56.** Each Ordinary Member of the Association shall be entitled to one vote only.
- 57.** Questions at any General Meeting shall be decided by most votes of Ordinary Members present by a show of hands.
The Chairman shall have, in addition to his ordinary vote, a second or casting vote in case of an equality of votes, but any five 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.
- 58.** Members wishing to bring before the Association important business not shown on the agenda shall in all cases give notice of such business at the previous meeting of the Association, or submit notice of such motion in writing to the Council at least fourteen days before the date of the meeting at which such business is proposed to be brought forward. Matters claimed to be urgent may be considered without notice at any meeting, if two-thirds of the members present be of opinion that the matter is urgent, and, if alternation or amendment of the Constitution and Rules shall in no case be claimed or considered to be urgent.
- 59.** Notices of Ordinary General Meetings shall be given in writing to every member by the Secretariat at least five days before the date appointed for such meetings, either by delivery by hand or by e-mail.
- 60.** Notices of the Annual General Meeting of the Association shall be given as aforesaid at least seven days before the date appointed for such meeting.
- 61.** Notices of Special General Meeting of the Association shall be given as aforesaid at least three 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.
- 62.** Notices of Council Meetings shall be given as aforesaid at least three days before the time fixed for such meetings. In cases of urgency such meetings may, however, be called at shorter notice at the discretion of the President of the Association.
- 63.** All notices of Meetings shall show an agenda of the business to be transacted.

LIQUIDATION

- 64.** 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 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. Notice must be given in the manner described in Clause 59 to all members of the Association.



- 65.** The meeting shall appoint liquidators and, upon its winding up, the assets of the Association remaining after satisfaction of all its liabilities shall be given or transferred to some other association or institution or associations or institutions with objects like those of the Association to be determined by the members of the Association or, failing such determination, by the court.
- 66.** In the event of the required number of Ordinary Members not being present, the meeting shall stand adjourned to the same day in the following week at the same time and place, unless such day shall be a public holiday, in which case it shall be adjourned to the next following day which is not a Sunday or public holiday 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 is called.

ALTERATION OF RULES

- 67.** This Constitution and these Rules shall not be subject to alterations, additions or amendments save by special resolution duly carried by a two-thirds majority vote of the Ordinary members present at a General Meeting and provided notice of the proposed alterations, additions or amendments have been given to members in writing at a previous General Meeting, or at least five weeks before the date of the meeting.
- 68.** Upon such alterations, additions or amendments 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 originally inserted therein and shall be binding upon all members of the Association without any further or special act or assent thereto.

