



CONSTITUTION AND RULES OF THE ASSOCIATION OF MINE RESIDENT ENGINEERS OF SOUTH AFRICA



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**CONSTITUTION AND RULES OF
ASSOCIATION OF MINE RESIDENT ENGINEERS
OF SOUTH AFRICA**

1. PREAMBLE

- 1.1 “Resident Engineer shall mean the Certified Engineer appointed in terms of Regulations 2.6.1 or 2.13.1 and/or sections 3.1 (a) of the Mines Health and Safety Act 29 of 1996.
- 1.2 “Any reference in the Constitution and Rules, unless inconsistent with the context to words importing the masculine gender shall include the feminine and vice versa; words importing the singular shall include the plural and vice versa.”
- 1.3 “Certified Engineers shall mean Mechanical or Electrical Engineers’ who obtained a Certificate of Competency under the Mines Health and Safety Act.

2. THE ASSOCIATION

- 2.1 The name of the Association shall be the “Association of Mine Resident Engineers of South Africa.’

3. THE OBJECTS OF THE ASSOCIATION

- 3.1 To consider, originate and promote the general advancement of all matters appertaining to the work of engineers, to encourage continuing professional development, to uphold the status and to protect the interests of its members.
- 3.2 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; to issue copies of papers, 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.
- 3.3 To further the interests of the engineering profession, to secure better conditions of employment and security of tenure for all members and to obtain for them such definite professional standing as may assist them in the discharge of their duty.
- 3.4 To represent generally the views of the profession, to suppress dishonourable conduct and practice, to provide for the amicable settlement, or adjustment, of professional disputes, and to consider and deal with all matters affecting the professional interests of members.
- 3.5 To pass by-laws for the regulations of the business of the Association and to make such regulations as may be thought fit and proper as to summoning and holding meetings of the Association and the transaction of the business thereof.
- 3.6 To assist the Mining Industry as far as possible in collaboration with the Minerals Council South Africa and/or the Mines Professional Associations' Secretariat or any kindred body.

- 3.7 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.
- 3.8 To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. MEMBERSHIP

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

4.2 Student Members

- 4.2.1 Graduate and diplomat students studying towards a certificate in Mechanical or Electrical Engineering and who are employed on a mine as Junior Engineers and/or Engineers in Training shall be eligible for Student Membership of the Association.
- 4.2.2 Student Members shall be entitled to attend and take part in discussions at District and General Meetings of the Association but shall not have any right to voting, neither shall they be eligible for membership of the Council. However a student member may be appointed to any committee or sub-committee representing the Association if so deemed by Council.
- 4.2.3 Candidates for election shall be proposed by the Resident Engineer of the mine and shall be admitted at the discretion of the Council.
- 4.2.4 A Student member, on ceasing to be employed on a mine, shall automatically cease to be a member of the Association.

4.3 Associate Members

- 4.3.1 Any person who is a Certified Engineer who has no legal appointment, but who is employed by a mining group or who is employed by an organisation which has a major mechanical, electrical and/or civil interest in the mining industry shall be eligible for membership of the Association.
- 4.3.2 Associate members shall be entitled to attend District and General Meetings and to take part in discussion. Furthermore, the Associate member shall have the right to vote and shall be eligible for membership of the Council or any position within the Council.
- 4.3.3 Each application for transfer or election to Associate membership shall be proposed and seconded by an Ordinary member of the Association and shall be admitted at the discretion of Council.

4.4 Ordinary Members

4.4.1 Any certificated Mechanical or Electrical Engineer who holds an appointment on a mine under Regulation 2.6.1 or 2.13.1 or Regulation 2.13.3.1 or 2.13.3.2 and/or appointed under Section 3.1 (a) 7.2, 7.4 of the Mine Health and Safety Act, or any Certificated Mechanical or Electrical Engineer who, though not appointed in terms of the Regulations, is employed directly on a mine or works directly related to a mine as a member of its engineering department, shall be eligible for membership of the Association.

4.4.2 Each application for transfer or election to Ordinary membership shall be proposed and seconded by two Ordinary members of the Association and approved by the Council.

4.5 Any member on ceasing to meet the requirements of Ordinary, Associate or Student membership, Shall automatically cease to be a member unless Council decides otherwise.

4.6 Honorary Associate Members

4.6.1 The Council shall have the power to elect any member past or present who leaves or has left the mining industry for whatever reason to Honorary Associate membership. Honorary Associate members shall have the privilege of attending General and District meetings of the Association and of taking part in discussions, but they shall not have the right of voting. The list of Honorary Associate members shall be subject to an annual review by Council.

4.6.2 Honorary Associate Membership may be granted by Council to any individual deemed appropriate by Council. Such application must be in writing to the President giving supporting information to substantiate the request. By the nature of the status of Honorary Associate Members no membership fees are applicable or payable.

4.7 Honorary Life Members

4.7.1 The Council shall have the power to elect or award to honorary membership of the Association any person whose service to the Association, in its opinion, merits such action. Honorary Life Members shall be entitled to attend District and General Meetings and to take part in discussions, and shall have the right to vote should they be active members of the Association. By the nature of the status of Honorary Life Member no membership fees are applicable or payable.

4.8 Affiliate Members

4.8.1 Any person employed by a mining company or any other company which has a major mechanical, electrical and/or civil interest in the mining industry but who is not a Certified Engineer may apply for Affiliate membership of the Association

- 4.8.2 Candidates for election shall be sponsored by two Ordinary Members and shall be admitted at the discretion of the Council.
- 4.8.3 Affiliate Members shall not have any voting rights nor shall be eligible for membership of the Council. They shall be entitled to attend District and General Meetings and take part in discussions.

4.9 Retired Members

- 4.9.1 “Retired Membership status shall be awarded to any member who is an ordinary member and has ceased practising as an engineer as defined within membership classes of this constitution. This class of membership shall only be granted upon written request to the President. Retired members may attend meetings and seminars at 25% of the seminar fee, but will not have the right to vote. Membership fees for retired members will not exceed 25% of the Ordinary membership fee.”

5. ANNUAL SUBSCRIPTIONS AND BURSARY FUND

- 5.1 The annual subscription for Ordinary, Associate, Affiliate and Student members shall be determined by the Council and shall be due by the 1 January in each year and shall be paid before 31 March in that year.
- 5.2 In addition to the annual subscription referred to in 5.1, a donation or donations to the Association could be levied against the members. This, if in the interests of the Association it is so deemed necessary by the Council.
- 5.3 All donations received under this clause (5.2) shall be paid into a separate fund entirely distinct from the general funds of the Association, and the control of this fund shall be in the hands of the Council.
- 5.4 The financial year of the Association shall end on the last day of December each year.
- 5.5 No member whose subscription is in arrears shall be entitled to attend any meetings of the Association.
- 5.6 Members admitted after the 1st July in any year shall pay pro rata subscriptions in respect of the year in which they are admitted, except in cases in which the Council may, at its discretion, decided to accept for a shorter period a smaller subscription.
- 5.7 Any member whose subscription or portion thereof, shall be in arrears 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 power to restore such person to all privileges of membership on payment of all arrears.
- 5.8 Any member may resign his membership provided all amounts due by him to the Association shall have been paid.

6. CONSTITUTION AND FUNCTIONS OF THE COUNCIL

- 6.1 The affairs of the Association shall be conducted by a Council consisting of the President, the First Vice-president, the Second Vice-President, the Immediate Past-President, six elected members, and one delegate from each of the districts into which the Association is, for the time being, divided. Each District Representative shall be an Ordinary or Associate Member of the Association.
- 6.2 The First Vice-president shall on appointment assume the duty to act as Treasurer.
- 6.3 The President, the First Vice-President and Second Vice-President shall be elected by the Council. These appointments however must be held by current Ordinary or Associate members of the Association.
- 6.4 The President, the First Vice-President, the Second Vice- President and six elected members of the Council shall be elected annually from amongst the members of the Association at the Annual General Meeting and shall hold office for one year. The District representatives and alternates shall be nominated by their respective Districts and shall also hold office for one year concurrent with the year of office of the elected members.
- 6.5 Any vacancy occurring in the Council during the year, including the office of President or First Vice-President and Second Vice-President may be filled by the Council, and any person so appointed shall hold office until the next Annual General Meeting.
- 6.6 Ordinary meetings of the Council shall be held once a month, unless otherwise decided by the Council.
- 6.7 If any member of the Council be absent from four consecutive Ordinary Meetings of the Council, he shall ipso facto cease to be a member thereof.
- 6.8 Four 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 the First Vice-president and / or Second Vice- President but, should neither be present, the meeting shall proceed to elect a Chairman from amongst the members present.
- 6.9 The Chairman shall have, in addition to his ordinary vote, a second or casting vote in case of an equality of votes in all matters concerning the Council and/or the Association.
- 6.10 Special Council Meetings may be called at such times as the Council may appoint, or on a requisition in writing of any three members of the Council.
- 6.11 Leave of absence shall not be granted to any member of the Council for a longer period than six months.
- 6.12 The Council shall have the power to co-opt additional members who, although they may or may not hold a legal appointment nor are directly employed on a mine, are warranted to be of sufficient seniority to serve on the Council.

7. POWERS OF THE COUNCIL

- 7.1 The management of the business and the control of the Association and all of its property and assets shall be vested in the Council.
- 7.2 In the event of the Council being of opinion that any resolution passed at any General meeting of members is against the best interests of the Association, the Council shall refer such resolution back to a special or the next ordinary General meeting of members for reconsideration and final decision.
- 7.3 The 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 their pleasure.
- 7.4 All powers of attorneys, bonds, deeds and other formal or legal documents shall be executed by the Secretary or Acting Secretary for the time being, of the Association under the authority of a resolution of the Council.

8. ACCOUNTS

- 8.1 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 audited by one or more of its members or as the Council may decide. By virtue of an income tax exemption granted to the Institute under the Income Tax Act, 58 of 1962
- 8.2 (the Act), certain provisions are binding on the Association as being the bare minimum requirements for this constitution. These requirements may not be altered except where allowed by law, and any provision elsewhere in this constitution which may be inconsistent with these requirements is void to the extent of any such inconsistency; and any such void requirement is deemed to be replaced by a provision complying with the stipulated requirements, mutatis mutandis. These requirements are that:
- 8.2.1 the Association must have a committee, board of management or similar governing body consisting of at least three persons who are not connected persons in relation to each other (e.g. family, business partners, etc.),
 - 8.2.2 to accept the fiduciary responsibility of the Association; no single person may directly or indirectly control the decision-making powers relating to the Association;
 - 8.2.3 the Association may not directly or indirectly distribute any of its funds or assets to any person other than for the furthering of its objectives;
 - 8.2.4 the Association is required to utilise its funds for the sole objectives for which it has been established;
 - 8.2.5 no member may directly or indirectly have any financial interest in the Association;
 - 8.2.6 the whole of the activities of the Association must be directed to the furtherance of its objectives and not for the specific benefit of an individual member or minority group;
 - 8.2.7 the Association may not have a financial interest in any business, political party, profession or occupation which is carried on by its members;

- 8.2.8 the Association must not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule of the Act, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;
- 8.2.9 substantially, the Associations funding must be derived from its annual or long-term member fees, events, donations or an appropriation by the government of the Republic in the national, provincial or local sphere;
- 8.2.10 the Association must as part of its dissolution transfer its assets to—
 - 8.2.10.1 another entity approved by the Commissioner for the South African Revenue Service (the Commissioner) in terms of Section 30 of the Act;
 - 8.2.10.2 an established or newly formed public benefit organisation (PBO) approved in terms of Section 30 of the Income Tax Act;
 - 8.2.10.3 an institution, board or body that is exempt from tax under Section 10(1) (cA)(i) of the Act; or
 - 8.2.10.4 the government of the Republic in the national, provincial or local sphere.
- 8.2.11 the persons contemplated in paragraph (i) above must submit any amendment of this constitution of the Association to the Commissioner within 30 days of its amendment;
- 8.2.12 the Association must comply with such reporting requirements as may be determined by the Commissioner from time to time; and
- 8.2.13 the Association is not knowingly and will not knowingly become a party to and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III of the Act, or a transaction, operation or scheme contemplated in Section 103(5) of the Act.
- 8.2.14 no donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A: Provided that a donor (other than a donor which is an approved organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

9. GENERAL MEETINGS

- 9.1 A quorum at a General Meeting shall consist of at least fifteen members.
- 9.2 General Meetings shall be held as determined by the Council, and the Secretary shall give notice of such meetings to the members as provided for in Article 13.2.
- 9.3 The Annual General Meetings of the Association shall be held on such date and place as the Council may decide, to receive and deliberate upon the Report of the Council on the state of the Association, with the Annual Statement of the Accounts, and to elect officers for the ensuing year. The Secretary shall give notice of such meetings to the members as herein provided for in Article 13.2.

- 9.4 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 provided for in Article 13.3 and the notice shall specify the nature of the business to be transacted and no other business shall be transacted at that meeting.
- 9.5 If within thirty minutes after the time fixed for holding a 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.
- 9.6 The President, or in his absence the First Vice-president, and / or the Second Vice-President shall take the Chair at all meetings, and if at any such meeting neither of them be present, members shall choose someone of their number to be Chairman of the meeting.
- 9.7 Each Ordinary and Associate Member of the Association shall be entitled to one vote only.
- 9.8 Questions at any meeting shall be decided by a majority of votes 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 scrutinisers by whom the result of the ballot shall be declared.
- 9.9 Members wishing to bring before the Association important business not shown on the agenda shall in all cases give notice of such motion 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. In cases claimed to be urgent by the mover of the motion, the same shall be considered without notice at any meeting, provided that two-thirds of the members present be of opinion that the matter is urgent, but in no case shall alteration or amendments of the Rules be claimed or considered urgent.

10. MEETINGS

- 10.1 District meetings shall be held at least once every calendar month, unless otherwise decided by the Council.
- 10.2 The host mine for such meetings will be selected on a roster basis and the Resident Engineer (see 1.1) of the host mine shall chair such District Meeting.
- 10.3 Proper minutes of these meetings and attendance records shall be kept at all times and a copy sent to the Secretary of the Association within one week of the meeting being held.
- 10.4 A quorum at District meetings shall consist of five members.

11. PROPERTIES

- 11.1 All property and effects belonging to or acquired by the Association shall be vested in the Council for the time being in trust for the members of the Association.

12. FUNDS

- 12.1 The funds of the Association shall be banked in the name of the Association of Mine Resident Engineers with the 60 Main Street branch of First National Bank Limited, or such other Bank or Financial Institution as the Council may from time to time appoint, and shall be operated upon by the signatures of any two of the following: the Secretary, the Assistant Secretary, two nominated members of the Council.

13. NOTICE OF MEETINGS

- 13.1 Notices of Meetings shall be served by the Secretary at least five days before the date appointed for such meetings, upon any member, either personally or by post in a prepaid letter addressed to each member at his registered address.
- 13.2 Notices of the Annual General or General Meetings of the Association shall be served as aforesaid at least one month before the date appointed for such meeting.
- 13.3 Notices of Special General Meetings of the Association shall be served as aforesaid at least three days before the date appointed for such meetings. In such cases of urgency such meetings may, however, be called at shorter notice at the discretion of the President of the Association.
- 13.4 Notices of Council Meetings shall be served 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.
- 13.5 All notices of General Meetings shall show an agenda of the business to be transacted at the meetings.

14. DISSOLUTION

- 14.1 This Association may be dissolved by resolution of the Council, specially converted for that purpose, provided that at resolution shall not be taken unless the membership falls below fifteen in number.

15. LIQUIDATION

The Association may be liquidated and wound up by resolution of not less than two-thirds of the Ordinary & Associate 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 & Associate 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 & Associate 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 members is not present then those

Ordinary & Associate members who are present may transact the business for which the meeting was called.

16. ALTERATION OF RULES

- 16.1** This Constitution and these Rules shall not be altered or amended save by special resolution duly carried by a two-thirds majority vote of the members present at a General Meeting and provided notice of the proposed additions or amendments have been given to at previous meeting.
- 16.2** 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.

MPAS Manager

Association Secretary.

Date: _____

Date: _____



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