

Constitution of the Association of Mining Industry Human Resources Practitioners (AMIHRP)

1. PREAMBLE

The Association of the Mining Industry Human Resource Practitioners, has since its formation in 1919 addressed numerous subjects of great interest and value to its members and;

1.1 RECOGNISES the dynamic environment facing all Human Resource Practitioners in general and specifically those in the Mining Industry;

1.2 ACKNOWLEDGES the meaningful role played by all South Africans in the transformation of South Africa, which has drastically transformed the landscape in which the Mining Industry and the Mining Industry Human Resource Practitioners operates;

1.3 REALISES the huge demand for new thinking, changing role and approach amongst all Human Resource Practitioners, specifically the Mining Industry Human Resource Practitioners; and

1.4 RE-AFFIRMS the objectives of the Association in a manner that ensures that they add value to and transform the Mining Industry.

2. DEFINITION

2.1 Association: - Shall mean the Association of Mining Industry Human Resource Practitioners abbreviated as AMIHRP.

2.2 Council: - shall mean the incumbent President, the First Vice President, the Second Vice President, eight elected Members and six co-opted members.

3. NAME

The Association hereby constituted shall be known as ~~the~~ Association of Mining Industry Human Resource Practitioners.

4. VISION STATEMENT

To contribute towards a sustainable Mining Industry.

5. MISSION STATEMENT

The Association of the Mining Industry Human Resource Practitioners is committed to:

5.1 Promoting, directing and sustaining professionalism and ethical conduct of Human Resource Practitioners in the Mining Industry in the interest of the members of the Association and the Mining Industry in general.

5.2 Facilitating the development of the members of the Association through value adding interventions to ensure that the members are always abreast of developments in the Human Resource Field and the Mining Industry in general.

5.3 Safeguarding the interest of the Mining Industry Human Resource Practitioners in general.

6. OBJECTIVES OF THE ASSOCIATION

6.1 To promote and advance the status and professional standing of the members and profession.

6.2 To foster an enterprising spirit necessary for the success of the Mining Industry amongst the members.

6.3 To maintain a forum for constructive discussion, communication and networking for the benefit of all members.

6.4 To safeguard and promote the interests of the Mining Industry employees in a manner that is best implemented to maintain job satisfaction and business efficiency.

6.5 To further and promote best practice in the Mining Industry and Communities within which the Mining Industry operates.

6.6 To ensure that the Association champions the transformation of the Mining Industry.

6.7 To enable members of the Association to add value in the Mining Industry.

6.8 To monitor and report on developments amongst the Mining Industry employees which are in the interest of the Mining Industry or the general public.

6.9 To adopt and comply with the code of conduct of the South African Board for Personnel Practice and to retain membership of the Human Resources Council of South Africa.

7. LEGAL PERSONA

7.1 The Association is a legal entity with the power to sue and to be sued in its own name.

7.2 All Powers of Attorney, Bonds, Deeds and other formal documents shall be executed by the Secretary or Acting Secretary on behalf of the Association under the authority of a resolution by the Council.

8. HEAD OFFICE

The Head Office of the Association shall be at Johannesburg or at such other place as the Council may from time to time determine.

9. MEMBERSHIP

9.1 Categories of membership shall consist of the following: Ordinary Membership, Honorary Life membership and Retired membership.

9.2 ORDINARY MEMBERSHIP

9.2.1 A candidate nominated or applying for Ordinary Membership shall satisfy the following conditions:

- i. Shall be employed in the Mining Industry as a Human Resource Practitioner in an Human Resource related function, and
- ii. Shall be nominated and seconded by two current members of the Association, and
- iii. Shall be accepted as an Ordinary Member at a Council meeting, and
- iv. Membership fees shall be payable within 30 days of their admission to the Association.

9.2.2 When an Ordinary Member ceases to be employed in a Human Resource capacity and/or leaves the Mining Industry he/she shall automatically cease to be a member of the Association, unless the Council decides otherwise.

9.3 RETIRED MEMBERSHIP

9.3.1 Any past member who has retired from an active Human Resource function in the Mining Industry may apply to be admitted as a Retired Member of the Association.

9.3.2 The admission of any Retired member to the Association shall be done at the discretion of the Council.

9.3.3 A Retired member's membership shall be subject to the payment of membership subscription fees, which will be determined by the Council from time to time.

9.4 HONORARY LIFE MEMBERSHIP

9.4.1 The Council shall have the power to elect to Honorary Life Membership of the Association, any person whose services to the Association, in its opinion, merits such election.

9.4.2 Honorary Members shall be entitled to attend General meetings and to take part in discussions, but shall not have voting rights.

9.5 Any member shall be entitled to resign from the Association by giving notice in writing of the intention to do so.

9.6 The Association shall subject any member who commits or indulges in any action, which in the opinion of the Council discredits, or prejudices or is contrary to the interests of the Association, to a disciplinary process. The Association shall be entitled to impose a sanction, which may include amongst others, termination of the membership of the Association to such member.

9.7 Any member against whom disciplinary action is being taken by the Association shall be entitled to all rights envisaged by the Labour Relations Act in so far as procedural and substantive fairness of a disciplinary enquiry is concerned.

9.8 The name and address of every member shall, on admission be registered with the Secretary of the Association, and it shall be the responsibility of every member to advise the Secretary, in writing of any change of address or designation.

10. TENURE AND FUNCTIONS OF THE COUNCIL

10.1 The Council shall consist of the President, , the First Vice President, the Second Vice President, eight elected Members and six co-opted members.

10.2 The tenure of the Council shall be one year.

10.3 The President and the Second Vice President shall be appointed annually from sitting members of the Council by the outgoing Council.

10.4 The First Vice President shall be a member of the Council for the year following the year of office as President and shall have full rights of an elected member of the Council.

10.5 The elected members of the Council shall be elected from Head of Departments annually by postal ballot in which Ordinary members shall be entitled to vote.

10.6 Each Region, into which the Association is divided for purposes of re-presentivity, shall endeavour to have at least a representative on the Council excluding the Presidents.

10.7 If such representation has not been secured through the ordinary process of election, the candidate from each Region 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.

10.8 Of the eight members of the Council, four 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. The provisions of this clause do not apply to Presidents.

10.9 If a retiring member has held office as a result of his appointment as a member of the Council in terms of paragraph 10.8 below, he shall be eligible for re-election.

10.10 The Council may fill any vacancy occurring in the Council during the Council year, and any person so appointed shall hold office until the following Annual General Meeting.

10.11 The office of President and Second Vice President shall not be held by the same member for two consecutive years, except where such holding of such an office for the second consecutive year is as a result of the position being/having been rendered vacant through resignation or any unforeseen vacation of the position, in which event the President and the Second Vice President can hold office for the second term or until the following Annual General Meeting.

10.12 The co-opted members shall be elected by the newly appointed Council at a meeting that must be held not later than one week after the Annual General Meeting and shall hold office until the next Annual General Meeting.

10.13 The choice of candidates to be elected as Co-opted members to the Council shall be made by the Company representatives whose Head of Departments are members of the Association to ensure that all major mining Groups associated with the Chamber of Mines of South Africa are represented on the Council.

10.14 Only Ordinary members of the Association who are employed in the Mining Industry, members of Chamber of Mines of South Africa or under the administration of a Group associated therewith, shall be eligible to hold office or be members of the Council as envisaged in clause 9.4 above.

10.15 Ordinary Council meetings shall be convened once every two months (bi-monthly) at a place and time as will be considered appropriate by the President failing whom at a place and time nominated by the Council. Such meetings shall be convened by giving 7 days notice of such meetings to the Council members personally or by electronic mail/ post to the Council members registered addresses.

10.16 Eight members including the President or one of the Vice Presidents shall constitute a quorum at any Council meeting, and the President or in his absence any one of the Vice Presidents shall preside over the Council meetings.

10.17 If at any meeting, the President, the First Vice President and the Second Vice President are not present at the meeting, the meeting shall be postponed.

10.18 Special meetings of the Council may be called at such time as the Council deem such meetings necessary, or may be called by the President after a written request from any three members of the Council.

10.19 The Council shall be entitled to discharge its duties irrespective of the existence of a vacancy in its structure.

10.20 Council members shall endeavour to attend all meetings. In the case of a member absenting him/herself from three (3) consecutive Council meetings the member shall ipso facto cease to be a member of Council.

10.21 The Council shall be entitled to refer any resolution passed at a General Meeting of the members, where in the opinion of the Council such resolution is against the best interest of the Association. Such a resolution must be reconsidered finally by a Special General Meeting or by the next ordinary General Meeting of the members of the Association.

11. GENERAL MEETINGS

There shall be three categories of General Meetings of the Association, namely;

11.1 General Meetings/Workshops at a frequency to be determined by the Council and the Secretary shall give 15 days notice of such meetings to the members either personally, by electronic mail or by post at the members registered address.

11.2 The Annual General Meeting of members shall be held annually in the month of August, or as soon thereafter as may be expedient, at such time and place as the Council may decide. The Secretary shall give 30 days notice of such meeting to the members personally or by post at the members registered address.

11.3 A Special General Meeting shall be convened at the written request of no less than six members, and may be convened by the Council by giving 7 days notice of such meeting to the members personally or by post at the members registered address through the Secretary.

11.4 In cases of exceptional urgency Special General Meetings may be convened at shorter notice to the members, at the discretion of the President.

11.5 Notices of all meetings shall show an agenda of business to be conducted at meetings.

11.6 In all cases where there is no quorum to constitute a meeting, thirty minutes after the time designated for the start of the meeting, such a meeting shall lapse if it is a meeting convened at the request of the members. In cases where such a meeting is convened as an Ordinary General meeting, the meeting shall be dissolved and all matters on the agenda for such Ordinary General meeting so dissolved shall be dealt by the Council on behalf of the Association.

11.7 In the absence of the President, one of his Vice Presidents shall preside at all meetings. Where all the Presidents are not present at the meeting, the members shall elect the Chairperson for the meeting from the members present at the meeting.

11.8 Every Ordinary member of the Association shall be entitled to one vote at the meetings of the Association.

11.9 The Presiding Officer/ Chairperson of a meeting shall be entitled to a casting vote in the event of the equality of votes, over and above his ordinary vote.

11.10 At the request of at least five members present at the meeting, voting on any matter submitted to the meeting may be done by balloting, and the Chairperson of the meeting shall direct the process that will be followed when such a ballot is conducted, including the appointment of scrutiners who will declare the outcome of the ballot.

11.11 Members wishing to bring before the Association important business not shown on the agenda notice, shall in all cases give notice at the previous meeting of the Association or submit notice in writing to the Council at least fourteen days before the date of the meeting at which it is proposed to bring such business forward.

11.12 In all cases where the mover of the motion is of the opinion that business not shown on the agenda notice are exceptionally urgent, that business shall be considered without notice at any meeting provided that three fourths of the voters present are of the opinion that the matter is urgent.

11.13 The process outlined in 11.3 and 11.4 above shall not be followed in instances where the matter alleged to be urgent has to do with the alteration or amendment to the Constitution and Rules of the Association.

11.14 Proper minutes of all meetings shall be kept by the Secretary and will be distributed to all members fourteen days before the date of the following meeting. These minutes shall be confirmed as accurate at the respective meetings and shall be signed by the Chairperson.

11.15 The General Meetings/Workshops will be conducted in the following manner:

(a) The Meeting/workshops will start at such hour and place as appointed by notice convening the meeting.

(b) The minutes of the last General Meeting/Workshop(s) previously held will be read and confirmed as accurate.

(c) Any matter arising out of the minutes, thereafter agenda items and or the topic of the workshop shall be presented and discussed.

(d) General business if any will be discussed.

12. FINANCIAL RECORDS

12.1 The Financial year of the Association shall end on the 30th of June of each year.

12.2 The Council shall determine the cost of annual membership subscription from time to time, and will communicate any changes in subscription fees to all members in writing.

12.3 Annual membership subscription shall become due and payable on the first day of January each year.

12.4 Any member who fails to pay his/her subscription, three months after the due date will be liable for exclusion from the membership of the Association.

12.5 Members joining after July of any year shall only be required to pay 50% of the annual fee.

12.6 Subscriptions shall not be refundable and no claim shall be made against the Association in this regard.

12.7 The Council shall keep or cause to be kept, books of account showing monies received and spent on behalf of the association, details of all receipt and expenditure done on behalf and /or in the name of the Association.

12.8 The Council shall open or cause to be opened a banking account with one of the local banks, where in monies collected on behalf or paid to the Association shall be deposited.

12.9 All cheques and withdrawals made against such an account shall be signed by any two of the following:

- i. The Secretary
- ii. The Alternate Secretary
- iii. Two members of the Council

12.10 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 be engaged at the Council's discretion.

12.11 The secretary shall produce a detailed financial statement, which reflects an accurate financial state of the Association, as well as the banking position borne out by a signed certificate issued by the bank, and procured by the Secretary in time for the monthly meeting.

13. PROPERTY

All property and effects belonging to the Association shall be vested in the Association in its name.

14. WINDING UP OF THE ASSOCIATION

14.1 The Association may be liquidated and wound up, by resolution of no less than two thirds of the members present at a Special General Meeting, called specifically for the liquidation or winding up of the Association.

14.2 The Special General Meeting referred to in 11.3 above shall be called by giving members thirty days written notice of such a meeting.

14.3 In the event that the number of members present does not constitute the required two thirds of the membership, the meeting shall be adjourned to the same place, time and day of the following week.

14.4 Where the adjournment date is a public holiday or a Sunday the meeting shall take place on a day after the said public holiday or Sunday.

15. DISPUTE RESOLUTION

In the event of any dispute arising about the interpretation of this Constitution, the dispute shall be referred to the Council for a decision. Should the decision of the Council be unacceptable to two thirds of the paid up members, the dispute shall be referred to a mutually agreed upon Private Arbitrator, alternatively a Private Arbitrator voted for by the majority of the members through a secrete ballot. The Arbitrators decision shall be final and binding on all the parties to the dispute.

16. AMENDMENT / ALTERATION TO THE CONSTITUTION

Any amendment to this Constitution shall be effected by a special resolution duly carried by a majority vote of at least two thirds of members in good standing (paid up) at the time of the amendment and present at a General Meeting. An amendment so effected will be binding on all members.