

# **CONSTITUTION AND RULES**

of the

## **SOUTH AFRICAN COLLIERIES HUMAN RESOURCES ASSOCIATION**

(As tabled on 16 May 2007)

## TABLE OF CONTENTS

1.	THE ASSOCIATION.....	1
2.	THE OBJECTIVES OF THE ASSOCIATION .....	1
3.	MEMBERSHIP .....	1
	Ordinary Membership .....	2
	Associate Membership .....	2
	Retired Membership .....	2
	Honorary Membership .....	3
	General membership Provisions.....	3
4.	COMPOSITION AND FUNCTION OF THE COUNCIL.....	4
5.	GENERAL MEETINGS.....	5
6.	LEGAL PROCEEDINGS.....	6
7.	ACCOUNTS.....	6
8.	NOTICE .....	7
9.	LIQUIDATION .....	7
10.	INTERPRETATION OF THE CONSTITUTION AND RULES ..	8
11.	ALTERATION OF THE CONSTITUTION AND RULES.....	8

## 1. THE ASSOCIATION

- 1.1 The title of the Association shall be the "South African Collieries Human Resources Association."
- 1.2 The Association shall be non-political.
- 1.3 The office of the Association shall be at the office (mine) of the elected personnel or at such other place as the Council may from time to time determine.
- 1.4 The Association shall not be allied with or under the aegis of any other body, organisation or association.

## 2. THE OBJECTIVES OF THE ASSOCIATION

- 2.1 To promote the status and professional standing of its members and to foster an enterprising spirit so necessary to the success of all corporate bodies.
- 2.2 To provide a forum for discussion and communication for the benefit of members and industry.
- 2.3 To further and promote in every way the interests of the mining industry and the communities that serve them.
- 2.4 To discuss any development among mine employees which may be regarded as inimical to their own interests, to those of the mining industry or of the general public.
- 2.5 To invest any money of the Association on such terms and conditions as may from time to time be determined.
- 2.6 To enter into such contract and do all such acts and things as may be expedient for the purpose of the Association.
- 2.7 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 meetings of the Association and transacting the business thereof.

## 3. MEMBERSHIP

- 3.1 Categories of Membership of the Association shall consist of Ordinary members, Associate members, Honorary members and Retired members.

To qualify for membership, an applicant shall hold a Senior Human Resources position on a mine, or shall be in a training position on a mine, or mining operation, or *at an associated*

*Head Office* unless an applicant is a Retired or Honorary member.

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

### 3.2 Ordinary Membership

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

- (a) Ordinary members of the Association shall comprise such Mine Officials in senior capacity, i.e. Head of Department (i) or Section Head (ii) who *are* directly responsible as a practitioner in the human resources discipline:
  - (i) Head of Department shall mean the equivalent of Human Resources Manager, Personnel Manager, Industrial Relations Manager or Training Manager, Personnel Superintendent, Accommodation Manager or Community Services Superintendent.
  - (ii) Section Head shall mean the equivalent of Accommodation Manager or Senior / Chief Personnel Officer.
- (b) Candidates must work on an operating mine or hold a senior position *at* a mining group head office (staff) or equivalent Chamber of Mines department.
- (c) Candidates shall, if so required, satisfy the Council that their positions carry a degree of authority and responsibility sufficient to warrant their admission to this class of membership.
- (d) The annual subscriptions for Ordinary membership of the Association shall be determined by the Council each year.
- (e) An Ordinary member on ceasing to be employed in the capacity as stipulated in (i) and (ii) above shall be eligible to apply for transfer to Associate member of the Association, unless the Council decides otherwise.

### 3.3. Associate Membership

- (a) Person who does not qualify as an Ordinary member in terms of Clause 3.2. shall be eligible for Associate membership of the Association provided he/she is a graduate or diplomat in a training position, working on an operating mine or in a training position at an *associated Head Office*.
- (b) The annual subscription for Associate membership shall be determined by the Council each year.
- (c) An Associate member in ceasing to be employed in the capacity as stipulated in 3.3.(a) above shall automatically cease to be a member of the Association.
- (d) In the event that an Associate member become eligible for Ordinary membership of the Association, such transfer in membership status may be effected upon the written advice of two Ordinary members.

### 3.4 Retired Membership

Any member who has ceased to participate in an active human resource function on a mine, or mining operation may apply to be admitted as a Retired member of the Association. Candidates to this class of membership shall be admitted at the discretion of Council.

Retired members shall be entitled to take part in all activities of the Association but shall not have the right of voting.

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

### 3.5 Honorary Membership

The Council shall have the power to elect to Honorary membership of the Association any person whose service to the Association, in its opinion, merits such action. Honorary members shall be entitled to attend General meetings and to take part in discussion, but shall not have the right to vote.

### 3.6 General Membership Provisions

- (a) The Financial period of the Association shall end on 31 December each year.

- (b) The annual subscriptions payable by members shall be determined by the Council each year and shall become due and payable on the first day of January in each year.
- (c) Subscriptions are not refundable under any circumstances and no claim shall be made on the Council in this regard.
- (d) Any member failing to pay his subscription within three months as prescribed by Clause 3.5(b) shall be liable to exclusion from membership.
- (e) Any member, provided that such members are under no liability to the Association, shall be entitled to resign as a member on giving notice in writing of the intention to do so.
- (f) 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 interests of the Association, shall be liable to disciplinary action which could include summary dismissal from the Association by a unanimous vote of the Council; and any member against whom such action has been taken shall have no claim whatever on the Association.
- (g) Any member against whom disciplinary action has been taken in terms of Clause 3.5(f) and who has cause to request and enquire into same, shall be entitled to produce any supporting evidence and to call upon such witness as may be considered necessary / qualified.

#### 4. COMPOSITION AND FUNCTIONS OF THE COUNCIL

- 4.1 The management and control of the Association shall be vested in a Council consisting of the President, two Vice Presidents, the immediate Past President, seven elected members and any co-opted members as deemed necessary.
- 4.2
  - (a) The President and two Vice-Presidents shall be elected annually from serving members of the Council.
  - (b) Elected members shall each be nominated in writing by two Ordinary members at least one month prior to the Annual General Meeting, and shall be elected by sealed written postal ballot of all Ordinary members.

- (b) Any vacancy occurring in the Council during the Council year may be filled by the Council and any person so appointed shall hold office until the following Annual General Meeting.
- (c) The office of President or Vice-Presidents shall not be held by the same members two years in succession provided, however, that if such office is held as a result of the position have been rendered vacant through resignation or otherwise during any year, or circumstances exist that Council decides it necessary that the President should remain in office for a second term, the holder shall be eligible for re-election as President or Vice-President for a further period of one year at the next Annual General Meeting.
- (d) Any member elected to Council shall serve for a period of two years, after which he/she will retire but shall be eligible for re-election.
- (e) Any vacancy occurring on the Council during the year shall be filled, by the candidate securing the greatest number of votes, at the ballot conducted annually prior to the Annual General Meeting, in the event that there are no candidates, by the Council at its discretion. Any such person shall hold office for the unexpired period of the term of office of the person so replaced.
- (f) The Immediate Past President shall be a member of Council for the year after vacating office, shall have the full rights of an elected member of Council and on completion of his/her term of office shall be eligible for re-election to Council.
- (g) The provision of Clause 4.2.(e) shall not apply to any member appointed as President or Vice-Presidents.

4.3 Council meetings shall be held bi-monthly at such time and place as may be considered necessary by the President, unless otherwise decided by the Council. Special meetings of the Council may be called at such time as the Council deems such meetings necessary, or may be called by the President, or on a requisition in writing of any three members of the Council.

Five members shall constitute a quorum at any Council meeting and the chair shall be taken at all meetings by the President, or, in the absence of the President, by a Vice-President and if at any meeting neither of them be present, members present shall proceed to elect a Chairman from amongst those members present.

4.4 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 the next Meeting of members of the Association.

4.5 The Secretary, auditors and attorneys of the Association shall be appointed by the Council and paid out of the funds of the Association.

4.6 The Council shall cause to be kept books of accounts showing all moneys received and expended on behalf of the Association, and of the matters in respect of which such 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.

4.7 The Council may from time to time appoint, Special Sub-Committees for specific purposes, and such Sub-Committees shall be granted such powers as may be needed. Any representations or recommendations by a Sub-Committee shall reach the Council through the channel for the Chairman of such Sub-Committee.

4.8 Any member of Council who is absent from three consecutive Ordinary meetings of Council without leave shall *ipso facto* cease to be a member thereof.

## 5. GENERAL MEETINGS

5.1 A quorum at a General Meeting and an Annual General Meeting shall consist of twelve members.

5.2 General Meetings of members shall be held quarterly, unless otherwise determined by the Council, and the Secretary shall give notice of such meeting to the members as herein provided.

5.3 The Annual General Meeting of members shall be held yearly in the month of February or March at such time and place as the

Council may decide. The Secretary shall give notice of such meeting to the members as herein provided.

- 5.4 If within fifteen minutes of the time fixed for holding a meeting a quorum is not present, such meeting, shall be rescheduled.
- 5.5 The President, or in the absence of the President, the Vice President, shall take the chair at all meetings, and if at any meeting neither of them present, members shall proceed to elect a Chairman from amongst those members present.
- 5.6 Each Ordinary member shall be entitled to one vote only.
- 5.7 Resolutions at any meetings shall be decided by a majority of votes by a show of hands. The Chairman shall have in addition to the ordinary vote a deciding vote in case of an equal number of votes. Any five members may demand a ballot upon any question submitted at 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 results of the ballot shall be declared.
- 5.8 Proper minutes of all meetings shall be kept, and attendance of members at such meetings shall also be recorded which shall be confirmed at the respective meeting and signed by the Chairman.
- 5.9 The General Meetings shall be conducted in the following manner:
  - (a) The chair to be taken at such hour and place as appointed by the notice convening the meeting.
  - (b) The minutes of the last General Meeting and of any Special General meeting since held to be read and confirmed.
  - (c) The business arising out of the notice calling the meeting, or the previous minutes, as the case may be, to be next taken.
  - (d) General business.

## 6. LEGAL PROCEEDINGS

- 6.1 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 or other formal documents shall be executed by the Secretary or Acting Secretary for the time being of the Association under the authority of a resolution by the Council.

7. ACCOUNTS

7.1 An account shall be opened in one of the local banks to be determined by the Council, and all cheques drawn against such account shall be signed by any two of the following:

The Secretary / The alternate to the Secretary

or

Two members nominated by the Council

7.2 A financial statement shall be produced by the Secretary at each meeting of the Council and the banking position borne out by a signed certificate issued by the bank and procured by the Secretary in time for each meeting.

8. NOTICE

8.1 Notices of General Meetings of members shall be served by the Secretary at least 30 days before the date of such meetings.

8.2 Notices of Annual General Meetings of the Associations shall be served as aforesaid at least 30 days before the date fixed for such meetings.

8.3 Notices of Special General Meetings of the Association shall be served as aforesaid at least 14 days before the date fixed for such meetings.

8.4 Notices of Council meetings shall be served as aforesaid at least seven days before the time fixed for such meeting. In cases of urgency such meeting may, however, be called at shorter notice at the discretion of the President of the Association.

8.5 All notices of meetings shall show an agenda of the business to be transacted at the meeting.

9. LIQUIDATION

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

not less than two-thirds of the total number of the members of the Association are present.

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

In the event of the required number of 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, when it shall be adjourned to the following day at the same time and place. If at such adjourned meeting the required number of members are not present, then the members who are present may transact the business for which the meeting was called.

10. INTERPRETATION OF THE CONSTITUTION AND RULES

10.1 In the event of any dispute arising as to the interpretation of any of the Association's Rules, the same shall be referred to the Council for decision, and their ruling shall be considered as final and binding.

11. ALTERATION OF THE CONSTITUTION AND RULES

11.1 This Constitution and these Rules shall not be altered, amended, modified or deleted save by special resolution duly carried by a majority vote of at least two-thirds of the Ordinary members present at a General Meeting.

At least seven days notice of such proposed alteration, amendment, modification or deletion shall be given to members in writing.

Subject to the provision of Clause 4.4 such alteration, amendment or additions being made as aforesaid, the same shall be deemed and taken to be incorporated and form part of these present in the same manner and in all respects as though inserted therein, and shall be binding upon all members of the Association with any further or special act of assent thereto.