



CONSTITUTION AND RULES

OF THE

SOUTH AFRICAN COLLIERY MANAGERS' ASSOCIATION

(as amended in October 2018)

THE ASSOCIATION

1. The name of the Association shall be "The South African Colliery Managers' Association".

HEAD OFFICE

2. The Head Office of the Association shall be at such place as may be fixed by the Association from time to time.

3. VISION

(To be revised each year within one Month of the New Council Taking Office)

Vision



The Acknowledged Association in the Coal Mining Industry

◆ *Acknowledged Association*

◆ *Coal Mining professionals, recognised by Stakeholders, recognised by members, credibility, respect, sought after, proud, trusted, pro-active, innovative, perseverance, communicative, give direction, good listeners, involved, champion, understanding, force to be reckoned with, forceful, flexible, adaptable, supportive*

◆ *Coal Mining Industry*

◆ *South African Coal Mining Industry, other regions in Southern Africa*

Our sphere of Influence

SACMA members and affiliates, aspects that will effect the operation of coal mines in South Africa, in collaboration with the Chamber of Mines and the respective Mining Houses



4. MISSION

(To be revised each year within one Month of the New Council Taking Office)

Mission



To empower members through effective interaction and to promote professionalism

- ◆ Empower
 - ◆ Grow, develop, having power, opportunity, strengthen, pride, capacity, integrity & trust, loyalty as member, acknowledged, involved, participate, recognise, passionate
- ◆ Members
 - ◆ SACMA, Existing and potential, affiliate associations, member's companies
- ◆ Effective interaction
 - ◆ All relevant stakeholders, direction, communication, transferring of knowledge and best practices, fellowship, relevant to members, networking, fun, structured, planning, spirit
- ◆ Professionalism
 - ◆ Honesty, integrity, ethical, code of conduct, industry recognition, internationally recognised, corporate governance, qualifications, pride and image, loyalty, beneficial to all



5. STRATEGIC GUIDING PRINCIPLES

(To be revised each year within one Month of the New Council Taking Office)

Strategy Guiding Principles



To achieve our vision:

- ◆ ***As members, we abide by The SACMA Code of Ethics***
- ◆ ***Success is achieved through win-win partnering***
- ◆ ***We recognise the importance of competitiveness, and the benefits of collective learning***
- ◆ ***We value member involvement***
- ◆ ***Demonstrate inspirational leadership***
- ◆ ***Enjoy SACMA fellowship***



THE OBJECTIVES OF THE ASSOCIATION

6. To uphold the status of the Coal Mining profession, protect its interests and provide for the mutual assistance of members.
7. To promote the general advancement of coal mining and the interests of the Coal Mining Industry, in South Africa.
8. To represent generally the views of the profession, to suppress dishonourable conduct or 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.
9. To promote the sharing of best safe and operational practice between members.
10. To promote Safety, Health, Environmental, Community interaction and the associated best practices between members.
11. To promote Industry Benchmarking between members.
12. To actively engage in any legislative changes which might affect the Coal Mining Industry, and to petition / negotiate with the government, any provincial, municipal or other administrative body on any matters directly or indirectly affecting the interests of the Association or member Collieries.
13. To receive from and submit suggestions to the Collieries Committee or an alternative forum of the Chamber of Mines of South Africa or their appointed nominees.
14. On any matters affecting the interests and objectives of the Association, to invite the co-operation of and to co-opt persons not members of the Association, but members of mines, relevant Stakeholders or Industries allied with the Coal Industry or interested directly or indirectly.
15. Facilitate and ensure the Quality of education and training in the Coal Mining Industry.
16. The Association is aware of its responsibilities in terms of the Competition Act No. 89 of 1998 (the “Act”) and adopts a policy of strict compliance with all aspects of such Act.
17. Accordingly, the Association will not, and will now allow its resources or facilities to be used by Members to, engage in or otherwise encourage, tolerate or permit any activity or behaviour which is contrary to the



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provisions of the Act. Without detracting from the foregoing, the Association will not, allow its resources or facilities to be used by Members to, engage in any restrictive horizontal practices, restrictive vertical practices or to abuse a dominant position. The Association may, from time to time, adopt and implement such policies or procedures as the Council deems appropriate to achieve the necessary level of awareness of and/or compliance with the a foregoing, but it is the responsibility of each Member to ensure both that he does not contravene the provisions of the Act or cause the Association to contravene the provisions of the Act.

THE POWERS OF THE ASSOCIATION

18. To invest and hold and to improve, sell, let or mortgage, dispose of, or otherwise deal with any property whether movable or immovable for the purpose or benefit of the Association.
19. To open and operate a banking account in the name of the Association and 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.
20. To borrow and raise money for the purposes of the Association and to pledge as security for the repayment of such monies all or any of the property or the assets of the Association.
21. To grant subsidies to any Association or Institution connected with the Coal Mining Industry of South Africa. To subscribe money for any charitable or useful purpose that may in the opinion of the Council enhance the position of the Association.
22. To enter into such contracts and do all such lawful acts and deliverables as may be expedient for the purpose of the Association.
23. To frame byelaws for the regulation of the business of the Association and to make such regulations as may be thought proper as to the summoning and holding of meetings of the Association and the transaction of the business thereof.



MEMBERSHIP

- 24.** Membership of the Association shall consist of Candidate Members, Associate Members, Ordinary Members, Retired Members, and Honorary Life Members.

No Candidate Member, 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 the Council.

The name and address of every member shall, on admission, be registered with the Secretary of the Association and each member shall be solely responsible for keeping the Secretariat informed of changes in contact details and changes in job status that could affect grade of membership or membership entitlement.

ORDINARY MEMBERS

- 25.** A candidate for transfer from Candidate, Associate, or election, to the class of Ordinary Membership shall satisfy the following conditions:

- (i) They shall be the holder of a Coal Mine Manager's Certificate of Competency issued in terms of the Mines and Health and Safety Act and Regulations 1996 of the Republic of South Africa, or hold other qualifications acceptable to Council;
- (ii) Be registered with the Engineering council of South Africa (ECSA).

Existing ordinary members will need to be registered with ECSA by January 2010 to be able to maintain their ordinary status.

In the event of an ordinary member no longer being registered with ECSA or members not registering in terms of this clause, their ordinary membership status will be revoked, and they will become Associate members.

- (iii) Be in employment on a working Colliery;
- (iv) Be the general manager, manager or a subordinate manager of such Colliery or hold a position equivalent

Or



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They shall meet at least two out of the following three Criteria:

- be mine-based;
- The principal decision maker with respect to operations;
- Legally appointed or have a legally appointed person reporting to them.

In addition, the position referred to in (iii) above must be a line management position on the mine and must carry a degree of authority and responsibility sufficient to warrant their admission to this class of membership.

Once a person acquired ordinary membership status, they shall retain that status irrespective of changing circumstances. Should there be, in the opinion of the Council, a conflict of interest in the matters of the association as a result of the position of the member concerned, Council may revoke the Ordinary membership to that of an Associate.

Any member who has had their membership revoked in this manner may apply for reinstatement to Ordinary membership once the situation causing the membership withdrawal has, in the opinion of the Council, been resolved.

Any person retired or having been granted Honorary life membership, who was an ordinary member and retains their membership of ECSA and continues to be active in the industry on application, may at the discretion of Council retain their ordinary membership status.

ASSOCIATE MEMBERS

26. Subject to the terms of Clause 25, any person who does not qualify as an Ordinary Member in terms of Clause 25, shall be eligible for Associate membership of the Association provided, he/she satisfies the following conditions:

(i) They shall be the holder of a Coal Mine Manager's Certificate of Competency issued in terms of the Mines and Health and Safety Act and Regulations 1996 of the Republic of South Africa,

or

(ii) The holder of a Qualification acceptable to the SACMA Council. In addition, their position and qualification must be such as to warrant, in the opinion of the Council, their admission as an Associate Member to the benefit of SACMA.



CANDIDATE MEMBERS

- 27.** Subject to the terms of Clause 25, a candidate for election to the class of Candidate Member must be studying for a Coal Mine Manager's Certificate and satisfy the following conditions:

Have obtained a BSc (Mining) Eng degree, B Tech (Mining), or a National Higher Diploma in Coal Mining or have obtained the A part of a Coal Mine Manager's Certificate and be registered as a Candidate with ECSA. Existing Candidate members will need to be registered with ECSA by January 2010 to be able to maintain their registration.

A Candidate Member shall not have any right of voting nor shall they be eligible as a member of Council, but they shall be entitled to participate in Meetings of the Association and to attend Technical Visits.

A Candidate Member, whom are no longer employed in the Coal Mining Industry, shall automatically cease to be a member of the Association unless the Council decides otherwise.

A Candidate Member shall cease to be a member after four years if they have failed to pass the Mine Manager's Certificate.

CO-OPTED MEMBER

- 27.** The Council shall have the power to select any class of Members of the Association to serve on Council, provided such person adds value to the Council, and would contribute positively to the Association's affairs subject to ratification by Ordinary and Associated Members at a General Meeting.

A co-opted member who is not an ordinary member shall be afforded a period not exceeding their first year in office to convert to ordinary membership and have the full rights of an elected member of Council. Such member shall hold office for one year and shall NOT be eligible for re-appointment unless they satisfy the requirements for ordinary membership.

The Council may terminate the appointment of co-opted members at its discretion.



RETIRED MEMBERS

28. Any member who retires from the Mining Industry on account of age or incapacitation shall, subject to the approval of Council, be eligible for Retired Membership of the Association. Retired members shall be entitled to attend all meetings and to take part in discussions, but they shall not have the right to vote, unless they have been granted continued ordinary membership status for a period by Council.

HONORARY LIFE MEMBERS

29. The Council have the power to select to Honorary Life Membership of the Association, any person it may consider appropriate. Honorary Life Members shall be entitled to attend all meetings of the Association and to take part in any discussions, but shall not have the right of voting, unless they have been granted continued ordinary membership status for a period by Council.

GENERAL MEMBERSHIP PROVISIONS

30. Every applicant for Membership shall be sponsored by two Ordinary Members of the Association and shall be admitted at the discretion of the Council, consistent with the terms of this constitution and the SACMA code of conduct.
31. Applications for admission to membership shall be made in such manner as determined by the Council.
32. The annual subscription for Candidate Members, Associate Members, Ordinary Members, and Retired Members shall be determined by the Council. Subscriptions shall be due on the 1st January in each year and must be paid before 31st March in that year.
33. Candidate Members, Associate Members and Ordinary members, admitted after the 30th June in any year, shall pay half the annual subscriptions in respect of the year in which they are admitted.

Any member failing to pay their subscriptions within three months from due date shall have their name erased from the list of members, whereupon they shall cease to be a member of the Association. The Council shall have the power to restore such person to all privileges of membership on payment of all arrears.



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- 34.** 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 summary dismissal by a unanimous vote of the Council; and any member so dismissed shall have no claim whatsoever to the Association.
Any member, whose conduct is being enquired into in terms of this Clause, shall be entitled to produce evidence and call witnesses on his/her behalf.
- 35.** In the event of an Ordinary Member relinquishing or retiring from the managerial position as defined in Clause 25 above, their subscription for the current financial year having been paid, the person appointed in their stead shall, upon formal request to the Secretary, not be required to pay subscription for the unexpired portion of the current financial year.
- 36.** Any member may resign from membership by giving notice in writing to the Secretary of their intention to do so, provided all amounts due by him/her to the Association shall have been paid.
- 37.** Any member who, for any reason at any time ceases to hold the qualifications of membership laid down in these rules, shall thereupon cease to be a member of the Association.
- 38.** No member shall publish or give their consent to the publication of any papers, statements, or communications made to the Association without the previous consent of the Council. In urgent cases the President may, at their discretion give such consent, subject to the matter being reported to the next General meeting of the Council.
- 39.** In the event of the Association being wound up, no liability shall be incurred by any member other than in respect of their unpaid subscriptions and any other money they may then owe to the Association.

COMPOSITION AND FUNCTIONS OF THE COUNCIL

- 40.** The affairs of the Association shall be conducted by a Council consisting of a President, Vice-President, 2nd Vice President, the immediate past President, eight elected members, any co-opted members and one delegate, (exclusive of the President, Vice-President, 2nd Vice President and the immediate past President), from each of the Regions into which the Association is, for the time being, divided.



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41. Each member of the Council shall be an Ordinary Member, Associate member or a co-opted member.
42. The President, Vice-President, and 2nd Vice President shall be appointed by the outgoing Council from within its existing ranks.

The President and Vice-President shall fill the following criteria:

- be of appropriate rank within the Coal Mining Industry;
- be conversant on Industry matters;
- be able to fulfil a full term as Vice-President and President;
- have served one full term on Council prior to nomination as Vice-President

In the event of a co-opted member proposed to be appointed as the President or Vice-President by Council, such selection shall be ratified by Ordinary members at a General Meeting.

43. The immediate past President shall be a member of the Council for the year following his year of office and shall have the full rights of an elected member of the Council.
44. Past Presidents can be co-opted onto Council for their specific skills and/or to ensure the uncompromised continuation of the strategic objectives of the Association
45. Elected members shall each be nominated in writing by 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 and Associated Members. The written nomination will have to include a short Resume (CV) of the nominated member.
46. Regional delegates shall be appointed by their respective Regions and shall hold office for one year but shall be eligible for re-appointment by their respective Regions.
47. Regional Chair- and Vice-Chairpersons shall be nominated from the floor by any member/s of the Association attending a nominated regional meeting as close as possible to the expiry of the term of office of the current incumbent representative. The nominations will be put to a vote by show of hands and the member with the highest votes will be appointed to Council as Regional representatives whose duties will be to facilitate Association activities for their Regions and preside over Regional meetings. The member with the second highest votes will be appointed as deputy Regional representative and not be seconded to Council. Nominees will be asked to leave the venue during voting proceedings and only called back in for announcement of results. A



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nominated senior member of Council shall preside over the nomination and election process as the recognised Electoral officer and report the results back to Council for noting and ratification.

48. The office of President or Vice-President 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 being rendered vacant through resignation or otherwise during any year, 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.
49. Any member elected to Council shall serve for a period of two years, after which they will retire but shall be eligible for re-election.
50. 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, Council, at its discretion may elect and co-opt a suitable person. Any such person shall hold office for the unexpired period of the term of office of the person so replaced.
51. The provisions of Clause 49 shall not apply to any member appointed as President or Vice-President.
52. Any member of the Council is absent from three consecutive Ordinary meetings of Council without leave, shall *ipso facto* cease to be a member thereof.
53. The Ordinary meetings of the Council shall be held once a month unless otherwise decided by the Council.
54. Six members shall constitute a quorum at any Council meeting and the chair shall be taken at all meetings by the President, or in their absence by the Vice-President. Should neither be present, the meeting shall elect a Chairperson from amongst the members present.
55. Special Council meetings may be called at such times as the Council may appoint or may be called by the President or on a requisition in writing by any three members of the Council.
56. The Council may act notwithstanding any vacancy in their number.
55. Leave of absence shall not be granted to any member of the Council for a period no longer than six months.
56. In cases of a tied vote, the President shall have the deciding vote.



POWERS OF THE COUNCIL

- 57.** The management of the business and the control of the Association and all of its property and assets shall be vested in the Council.
- 58.** Any resolution passed at a General meeting of members must be ratified by the Council. If such resolution is considered by the Council to be against the best interests of the Association, it may be referred to a Special or the next Ordinary General meeting for reconsideration and final decision.
- 59.** 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.

The Council shall have the power to appoint special committees for such purposes as may be thought fit, under the administration of a Member of SACMA or Member of any of the affiliated Associations and may delegate to such committees such powers as the Council deem advisable. A committee so appointed shall report to the Association from time to time. If any vacancy occurs on any committee so appointed, the committee shall have the power to co-opt a member to fill the vacancy. A committee so appointed may invite any member or other person to attend its meetings as an adviser.

- 60.** Negotiations affecting the Association shall be left in the hands of the President and the Vice-President, but in all matters of broad principle affecting the interest of members, the President and Vice-President shall act only in terms of the decision of a General Meeting.

GENERAL MEETINGS

- 61.** A quorum at a General meeting shall consist of twenty-five Ordinary members.
- 62.** Ordinary General Meetings of the Association shall be held at such times and places as may be determined by the Council and the Secretary shall give notice of such meetings to the members as herein provided.
- 63.** The Annual General Meeting of the Association shall be held in the month of February of each year on a date, place, and time as the Council may decide. The business of this meeting shall be, to receive and deliberate upon the report of the Council as to the state of the



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Association, together with the annual audited statement of the accounts, to receive the result of the ballot for the election of, or to elect members to the Council for the ensuing year and to conduct any other business the nature of which shall be specified in the notice of the meeting. The Secretary shall give notice of such meeting to the members as herein provided.

64. 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 five Ordinary Members, the Secretary shall give notice of such meeting to the members as herein provided, and the notice shall specify the nature of the business to be transacted and no other business shall be transacted at that meeting.
65. If within thirty minutes of the time fixed for the holding of a General meeting, excluding an Annual General Meeting or a Special 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 may be done, on behalf of the Association by the Council. In the case of the Annual General Meeting or a Special General Meeting, the meeting shall be adjourned, and the provision of Clause 87 shall *mutatis mutandis* apply.
66. The President, or in his/her absence the Vice-President, shall take the Chair at all General meetings and, if at any meeting neither of them be present, the members present shall choose one of their members to be Chairman of the meeting.
67. Each Ordinary Member of the Association shall be entitled to one vote only.
68. Questions at any General meetings shall be decided by a majority of votes of Ordinary and Associated Members present, by a show of hands. In the case of an equality of votes, the Chair shall have a second or casting vote. Any five Ordinary 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.
69. 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, provided that two-thirds of the members present be of the



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opinion that the matter is urgent, and provided that alteration or amendment of the Constitution and Rules shall in no case be claimed or considered to be urgent.

- 70.** 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 Ordinary or Annual General Meeting as the case may be, and of any Special General meeting since held, to be read or taken as read and confirmed.
 - c) The business arising out of the notice calling the meeting, or the previous minutes to be next taken.
 - d) General business will be dealt with last.

NOTICES OF MEETINGS

- 71.** Notices of Ordinary General Meetings shall be given in writing by the appropriate expedient means to every member by the Secretary at least five days before the date appointed for such meetings.
- 72.** Notice of the Annual General Meeting of the Association shall be given as aforesaid at least seven days before the date appointed for such meeting.
- 73.** Notices of Special General Meetings of the Association shall be given as aforesaid at least three days before the date appointed 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.
- 74.** 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.
- 75.** All notices of meetings shall show an Agenda of the business to be transacted.



BOOKS AND ACCOUNTS

76. The Association shall cause true accounts to be kept showing all monies received and expended on behalf of the Association and the matters in respect of which such receipts and expenditure take place, and the assets, credits and balances of the Association, which shall be audited annually by auditors appointed by the Council.
77. The financial period of the Association shall end on 31st December in each year.

PROPERTY

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

LEGAL PROCEEDINGS

79. 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 formal documents shall be executed by the Secretary for the time being of the Association under the authority of a resolution of the Council.

FUNDS

80. There shall be opened, in the name of the Association, a banking account with a Bank or Financial Institution as the Council may from time to time appoint.
81. The banking account shall be operated upon by the signatures of any two of the following;
- a) The Secretary
 - b) The President
 - c) Or any of two nominated members of Council



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82. All subscriptions and other monies received by the Association from whatever source shall be paid into the bank account. All monies shall only be used for the purpose of the Association or Regions with the authority of the Council.
83. The profits or gains of the Association shall not be distributed to any person and the funds of the Association shall be used for investment or for achievement of the Association's objectives, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration and expenses to any officer or servant of the Association or to any member thereof in return for services actually rendered to the Association.
84. Regions may open and operate a Regional banking account on the authority of the Council.

LIQUIDATION

85. The Association may be liquidated and wound up by a resolution of not less than two-thirds of the Ordinary Members present at a Special General meeting called for that 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 the Ordinary Members of the Association are present.
86. 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.
87. 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 first business 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.
88. Upon winding-up of the Association for any reason, the Assets of the Association remaining after the satisfaction of all its liabilities shall be given or transferred to some other Association or Institution or Associations or Institution having objects similar to those of the Association, to be determined by the members of the Association at or before the time of its dissolution or failing such determination by the liquidators or, failing then, by the Court.



ALTERATIONS OF CONSTITUTION AND RULES

- 89.** The Constitution and Rules of the Association shall not be altered or amended unless by a special resolution duly carried by a majority of a least two-thirds of the Ordinary Members present at a General meeting, and provided notice of the proposed alterations, additions or amendments shall, have been given to members in writing at a previous General meeting.
- 90.** Subject to the provision of Clause 53, such alterations, additions or amendments being made as aforesaid, the same shall be deemed and taken to be incorporated in and form part of the Constitution in the same manner and in all respects as though recorded therein, and shall be binding upon all members of the Association, without any further or special of asset thereto.