CONSTITUTION AND RULES

of the

SOUTH AFRICAN COLLIERIES HUMAN RESOURCES ASSOCIATION

(As tabled on 4 April 2014)

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DOCUMENT VERSION CONTROL

Version number	Comments	Date Submitted	Name & Signature
1	Reviewed and approved		President:
			Past President
			Secretary:
2			
3			

The Preamble

We, the members of the South African Collieries Human Resources Association (SACHRA), united by a common purpose and shared commitment to advancing the field of human resources within the mining industry, Recognizing the critical role of human resources practitioners and understanding the unique challenges and opportunities presented by the mining sector in South Africa, we strive to support and empower our members through advocacy, education, collaboration, and the sharing of knowledge and resources., hereby establish this constitution to govern our association.

1. ASSOCIATION

1.1. Name of the Association

The name of the Association is the "South African Collieries Human Resources Association" (SACHRA).

1.2. Nature of the Association

SACHRA is a, not-for-profit non-political and voluntary organization that adheres to all applicable rules and regulations of the country.

1.3. Location of the Office

The office of SACHRA will be located at the workplace (mine) of the elected personnel, or at any other location decided by the Council.

1.4. Independence of the Association

SACHRA operates independently and is not affiliated with or governed by any other organization, body, or association.

2. Definitions

(a) Association: Refers to the South African Collieries Human Resources Association (SACHRA).

(b) Member: Any individual, practising or studying/training towards human resources discipline, who has been accepted into the Association as per the membership criteria and is in good standing.

(c) General Assembly: The highest decision-making body of the Association, comprising all members.

(d) Council: A governing body that comprises the President, two Vice Presidents, the immediate Past President and elected members who provide strategic direction and oversight for the Association.

3. The Vision, Mission and Values of The Association

3.1. Vision

To be a strategic partner that empowers and harnesses Human Capital excellence to ensure a sustainable mining industry and stakeholders

3.2. Mission

To inspire and develop Human Capital competencies through various interventions.

3.3. Values

- Ethical Leadership
- Empowerment
- Excellence
- Collaboration
- Simplicity

4. THE OBJECTIVES OF THE ASSOCIATION

a. To elevate the status and professional standing of human resource practitioners in the mining sector and to foster the entrepreneurial spirit essential for the success of all corporate entities within the industry.

b. To provide a dedicated forum and platform for discussion and communication, benefiting both members and the mining sector, and facilitating the exchange of knowledge and best practices in human resources.

c. To drive innovation, enhance performance, and foster sustainability within the mining sector through active capability engagement by identifying, developing, and leveraging the skills, knowledge, and abilities of our members.

d. To engage with institutions of learning and other stakeholders to promote, advance, and influence the human resources discipline, thereby fostering a knowledgeable and skilled workforce that supports the sustainable development of the mining industry.

e. To build strategic partnerships, promote bench-marking and best practise sharing of human capital issues in the mining industry.

f. 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.

g. To manage and invest the Association's funds under terms and conditions deemed appropriate, ensuring financial sustainability and the ability to support its initiatives.

h. To enter into contracts and perform all necessary actions that align with and further the purpose of the Association, thereby advancing its vision, mission and objectives.

i. To establish by-laws for regulating the Association's operations and to create rules for organizing and conducting meetings, ensuring effective governance and smooth transaction of business.

5. MEMBERSHIP

5.1. Eligibility Criteria:

To qualify for membership, an applicant shall be a Human Capital Development practitioner in the mining industry, or studying/training towards human resources discipline, unless an applicant is a retired human resources practitioner or honorary member.

5.2. Application Process

The applicant shall complete a registration form to join the Association. 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.

5.3. Membership Categories

Categories of Membership of the Association shall consist of:

- Junior/ Student Associates.
- Associate members,
- Full members
- Retired/Honorary members

5.3.1. Junior / Student Associates

(a) Members categorised as Junior / Student Associates shall comprise of students who are registered and studying towards human resources discipline as well those who have completed and are seeking to gain experience, skills and knowledge.

(b) The annual subscriptions for Junior Associate membership of the Association shall be determined by the Council each year.

5.3.2. Associate Membership

(a) Person who does not qualify as Full member in terms of Clause 5.3.3. 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.

(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 5.3.3. (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.

5.3.3. Full Membership

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

(a) Full members of the Association shall comprise of all personnel in the mining industry who *are* directly responsible as practitioners in the human resources discipline.

(b) Candidates must work on an operating mine or hold a 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) A Full member on ceasing to be employed in the capacity as stipulated in (a) and (b) above shall be eligible to apply for transfer to Associate member of the Association, unless the Council decides otherwise.

5.3.4. Retired / Honorary Membership

(a) 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 Honorary member of the Association. Candidates to this class of membership shall be admitted at the discretion of Council.

(b) 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.

(c) The annual subscription of Retired/Honorary members shall be decided by the Council each year.

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

5.4. General Membership Provisions

(a) 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.

(b) Subscriptions are not refundable under any circumstances and no claim shall be made on the Council in this regard.

(c) Any member failing to pay his subscription within three months as prescribed by Clause 5.4(a) shall be liable to exclusion from membership.

(d) 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.

(e) Any Council member or member failing to attend 50% of all meetings or give a written apology will not be allowed to attend the Yearly Presidential Function.

5.5. Termination of Membership

5.5.1. Grounds for Termination

Membership in the Association may be terminated under the following circumstances:

(a) **Resignation**: A member may voluntarily resign from the Association by submitting a written notice to the Secretary.

(b) **Non-Payment of Dues**: Failure to pay membership dues or any other financial obligations to the Association within the prescribed time frame, as determined by the Council.

(c) **Breach of Code of Conduct**: Violation of the Association's Code of Conduct or any actions deemed detrimental to the interests or reputation of the Association.

(d) **Inactivity**: Failure to participate in the Association's activities for a period of time determined by the Council.

(e) **Other Reasons**: Any other reason as determined by a resolution of the Council.

5.5.2. Procedure for Termination

(a) **Notification:** The member shall be notified in writing of the grounds for potential termination and provided with an opportunity to respond.

(b) **Response Period:** The member shall have 30 days from the date of notification to submit a written response or to rectify the issue (e.g., payment of overdue dues).

(c) Council Review: The Council shall review the response and make a decision regarding termination. The member may be invited to present their case in person or in writing.

(d) **Decision:** The Council's decision shall be communicated to the member in writing. If termination is confirmed, the effective date of termination shall be specified.

6. Structure of the Association

The structure of the Association shall comprise of:

- The Council
- The General Assembly (General Meetings)
- Sub-Committees

6.1. THE COUNCIL

(a) The Council shall comprise of the President, two Vice Presidents, the immediate Past President and elected members.

(b) The Council shall provide strategic direction and oversight for the Association.

6.1.1. Election of Office Bearers

(a) A President and two Vice-Presidents shall be elected every second year 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.

(c) 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.

(d) 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.

(e) 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.

(f) 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.

(g) 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.

(h) The provision of Clause 6.1.1. (h) shall not apply to any member appointed as President or Vice-Presidents.

6.1.2. Council Meetings

(a) Council meetings shall be held once every two months 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.

(b) 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.

(c) 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.

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

(e) 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.

(f) 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.

6.2. The General Assembly

(g) A quorum at a General Meeting and an Annual General Meeting shall consist of twelve members.

(h) 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.

(i) The Annual General Meeting of members shall be held yearly. It must be the first meeting after the Presidential Function unless otherwise determined by the Council at such time and place as the Council may decide. The Secretary shall give notice of such meeting to the members as herein provided.

(j) If within fifteen minutes of the time fixed for holding a meeting a quorum is not present, such meeting, shall be rescheduled.

(k) 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.

(l) 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.

6.2.1. Meeting Procedures

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.

6.3. Notice of Meetings

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

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

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

(d) 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.

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

6.4. Sub- Committees

(a) The Council may from time to time appoint Sub-Committees for specific purposes, and such Sub-Committees shall be granted such powers as may be needed.

(b) Any representations or recommendations by a Sub-Committee shall reach the Council through the channel of the Chairman of such a Sub-Committee.

7. Voting

(a) Each Ordinary member shall be entitled to one vote only.

(b) 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.

(c) 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.

(d) Majority vote, two-thirds majority shall be required for constitutional amendments.

8. Finance

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

8.1. Accounts

(a) An account shall be established in the name of the Association with a local bank to be selected by the Council. All transactions pertaining to this account shall require the signatures of any two of the following designated individuals:

The Secretary / The alternate to the Secretary

or

Two members nominated by the Council

(a) 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.

8.2. Sources of Funding

(a) **Membership Fees**: Collection of annual membership fees from members as a primary source of revenue.

(b) **Fundraising Events**: Use events such as Golf Day, Seminars, Conferences etc to raise funds.

(c) **Donations and Sponsorships**: Seek donations and sponsorships from individuals, corporations, and other entities to support the Association's activities.

8.3. Financial Reporting and Auditing Requirements

(a) Quarterly Reports: Quarterly financial reports shall be produced for review by the Council, detailing income, expenditures, and financial position.

(b) **Annual Audit**: An annual audit shall be conducted by an independent auditor to verify the accuracy of financial records and ensure compliance with financial management policies.

(c) **Annual Financial Statements**: Annual financial statements shall be prepared and presented to the General Assembly at the Annual General Meeting, ensuring transparency and accountability to members.

9. Legal Proceedings

(a) All suits in law by or against the Association shall be instituted or defended in the name of the Association.

(b) 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.

10. Dissolution

(a) The Association may be dissolved 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.

(b) The meeting shall appoint liquidators, the surplus assets of the Association after satisfaction of its debts shall be donated to a like-minded organization.

(c) 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.

11. Interpretation Of The Constitution And Rules

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.

12. Amendment of the Constitution and Rules

(a) 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.

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

(c) 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.