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PERIODIC

COMMONWEALTH OF AUSTRALIA

ROYAL CHARTER OF THE
AUSTRALASIAN INSTITUTE OF MINING AND METALLURGY

AMENDMENTS TO ROYAL CHARTER BYE-LAWS

I, WILLIAM PATRICK DEANE, Governor-General of the Commonwealth of Australia, acting with the advice of the Federal Executive Council and under Clause 15 of the Royal Charter of The Australasian Institute of Mining and Metallurgy, approve the amendments of the Bye-laws of The Australasian Institute of Mining and Metallurgy set out in the attached Schedule, being amendments of those Bye-laws made by postal vote on 14 March 2000 and reported to the Extraordinary General Meeting on 27 April 2000.

Dated 7 JUN 2000 2000

WILLIAM DEANE

Governor-General

By His Excellency's Command

Bill Heffernan
Parliamentary Secretary to Cabinet



SCHEDULE

The following Bye-laws are amended in part and replaced by the Bye-law in this Schedule:

Bye-law 1, 2, 3, 4, 5, 7, 8, 10, 18, 20, 28(1), 28(3), 28(7), 37, 38, 40, 41, 43, 44, 45, 47, 49, 56, 59, 64, 65, 71, 77, 80, 81(i), 82, 89, 94, 103, 104.

The following Bye-laws are amended in part as indicated in the Schedule:

Bye-law 53, 54, 61, 66, 67, 68, 70.

The following Bye-laws are deleted:

Bye-law 39, 46, 52, 57, 79, 101.

The following Bye-laws have been inserted:

Bye-law 49A, 49B, 49C, 49D, 49E.

The following Bye-laws are amended by substituting "Board" for "Council:

9, 11, 12, 13, 15, 16, 17, 18, 19, 21, 22, 23, 25, 27, 28(5), 28(6), 28(8), 28(9), 28(10), 28(12), 28(13), 28(14), 28(16), 30, 31, 33, 34, 35, 36, 42, 48, 50, 51, 55, 58, 60, 62, 69, 72, 75, 76, 78, 81(ii), 83, 85, 87, 88, 89, 90, 92, 93, 96, 97, 98, 99 and 100.

Bye-law 1

"The Register" shall mean the register of members to be maintained at the Central Services of The Institute in the keeping of the Board.

"Central Services" shall mean the registered office for the time being of The Institute.

"Board" means the Council referred to in Article 8 of the Charter.

"Congress" means the body referred to in Bye-law 49A.

"Directors" mean those members elected to the Board under Bye-law 40.

"Secretary" means the person referred to in Bye-law 51.

"Strategic Plan" means the plan prepared setting out The Institute's goals, policies and strategies.

Bye-law 2

In these Bye-laws "member" shall, except where the subject or context clearly indicates that such term is used to indicate a person belonging to a particular grade of membership, or a member of the Board, Congress or any Committee, or where the subject or context will not so permit, be deemed to include all persons being or becoming members of any of the grades of membership hereinafter referred to.

Bye-law 3

Branches may be formed throughout the Commonwealth of Australia and New Zealand and any other country or place if approved by the Board, either:

- (a) upon the request of a sufficient number of Corporate Members; or
- (b) at the instigation of the Board.

Bye-law 4

Members may be organised by the Board into Societies which shall be groups of members whose primary interest is one of similar professional discipline or activity within The Institute in order to carry out more effectively all or any of the objects of The Institute. Regional Sub-Divisions of Societies may be created as required. Members may register their preferred interest in a Society as shall be defined by the Board from time to time.

- (a) Appropriate societies and professional bodies active in the minerals and extractive industries may also be formed within or become affiliated with The Institute as the Board may determine. Societies' members may be admitted in the normal way to appropriate grades of membership of The Institute.
- (b) Recognition of current professional competence may be given to members through The Institute granting Chartered Professional Status (CPS) to them in their particular areas of competence. The standards required and the methods of administration shall be set by the Board through appropriate Committee/s appointed by the Board. An appropriate Register of such competent persons will be established and maintained by The Institute.

Bye-law 5

The Board shall have the power to appoint a local correspondent, in places where there is no Branch, whose functions shall be to keep the Board informed on local conditions affecting The Institute and to investigate and advise the Board on any matter of local importance.

Bye-law 7

All members shall be equally entitled to the privileges of membership, provided that Corporate Members only are entitled to vote at Annual and Extraordinary General Meetings.

Bye-law 8

Honorary Fellows, Fellows, Members, Associates, Graduates and Students having occasion to designate themselves as belonging to The Institute, shall state the grade to which they belong according to the following abbreviated forms respectively: HonFAusIMM, FAusIMM, MAusIMM, AAusIMM, GAusIMM, SAusIMM.

Bye-law 10

FELLOW--All candidates for election or transfer to this grade shall--
EITHER

- (a) be qualified for election as Members; and
- (b) have been engaged in practising their profession in the minerals and extractive industries or in government, educational, research, professional or commercial organisations concerned with those industries for at least ten years, during which period they shall have occupied a position of major responsibility for at least five years.
OR
- (c) have held a position of major responsibility in the minerals and extractive industries, government, educational, research, professional, or commercial organisations concerned with those industries for a minimum of 15 years during which time they have achieved distinction by some definite personal contribution to the science and practice of these industries either through personal participation in technical activities or through administrative direction and leadership of qualified technical personnel.
Any candidate may be required to pass an examination before a board of examiners appointed by the Board.

Bye-law 18

Every proposal for admission as Fellow, Member, Associate, Graduate or Student or for transfer from one grade to another shall be in accordance with the prescribed form on which, over the signature of the candidate, the name, age, usual residence and qualifications shall be distinctly stated.

Bye-law 20

Every proposal for admission as Student shall be signed by the appropriate Principal or Instructor under whom the Student is studying, or by one Corporate Member of The Institute.

Bye-law 28(1)

- (1) In this Bye-law, "Ethics complaint" means a complaint that a member of The Institute has breached any obligation in the Bye-laws, the Code of Ethics or any other Code of The Institute, or any rule published by the Board prevailing at the relevant time or any alleged unprofessional conduct by a member. "Ethics Committee" means a committee of not less than five Fellows of the Institute, the majority of whom must be Directors appointed by the Board from time to time to hear and determine ethics complaints. Three members shall constitute a quorum for a meeting of the Ethics Committee.

Bye-law 28(3)

- (3) A member against whom an ethics complaint is made shall be entitled to notice in writing of the grounds of the complaint and to a reasonable opportunity to be heard in respect of such complaint before the Ethics Committee, and the procedure to be adopted in respect of an ethics complaint shall be at the discretion of the Ethics Committee.

Bye-law 28(7)

The Board shall proceed to hear and determine an appeal from a decision from the Ethics Committee as expeditiously as is reasonable. The member appealing shall be given a reasonable opportunity to be heard on the appeal, but otherwise the procedure to be adopted shall be at the discretion of the Board. The Board shall decide the appeal by ordinary resolution, and shall in reaching a decision as to what should be the outcome of the ethics complaint giving rise to the appeal have all of the powers of the Ethics Committee, and may, within those powers, decide to vary the appeal that was imposed by the Ethics Committee.

Bye-law 37

There will be a Board of nine (9) Directors, plus the President and the immediate Past President if they are not currently elected members of the Board.

- (a) The Board (and all other Institute Committees) may conduct its meetings, either wholly or partly, by using the modern means of communication, including video link and telephone conference hook-up, or the like, in "real time", with votes being able to be cast in this manner.

Bye-law 38

PRESIDENT. After reconstitution of the Council as the Board, the President of The Institute shall be elected annually from the Board of Directors by the Congress (but a President previously elected by the Council shall take office in accordance with the Bye-laws in effect at the time of the election). The President shall hold the office for one year and may be re-elected for the succeeding year but shall then not be eligible for re-election as President until after an interval of one year.

A President elected under Bye-law 45 to fill a vacancy during a Presidential term shall be eligible for re-election for both the succeeding year and the next.

Bye-law 39

Omit the Bye-law.

Bye-law 40

ELECTION AND RETIREMENT OF DIRECTORS.

- (a) Subject to Bye-law 47:
- (i) Directors shall be elected for a term of three years; and
 - (ii) no Director may serve more than two successive complete terms of three years, but this subparagraph does not prevent a Director appointed to complete a term following a casual vacancy serving for two further terms after completion of the term in which the vacancy occurred.
- (b) [this paragraph has been deleted]
- (c) In the event of insufficient nominations being received for the vacancies in any year, the Board will use all reasonable endeavours to obtain nominations prior to the election.

Bye-law 41

The Directors to retire at the end of any year shall be those Directors who have served for a period of three years since their last election, or who have completed, after appointment to fill a casual vacancy, the unexpired portion of that term.

Bye-law 43

- 43(a). The members of the Council will cease to hold office upon the reconstituting of the Council as the Board in accordance with these Bye-laws unless they are elected or appointed to officiate on the Board in accordance with these Bye-laws.
- (b) Except in the case of the first Board election, Directors shall be elected prior to November of each year by postal ballot by all Corporate Members entitled to vote, but shall not take office till 1st January of the following year.
- (c) The first Board election will be held at a time approved by the Council for nine (9) positions with the three (3) candidates receiving the highest number of votes elected for three (3) years, the next three (3) highest elected for two (2) years and the next three (3) highest elected for one (1) year. If there is an equal number of votes among more than three (3) candidates for any three (3) positions, then the decision for those 3 positions will be made by drawing lots among those candidates, and in the case of the first six positions, the remaining candidates will be eligible for the next three positions. Those elected at the first Board election will take office upon a declaration of the ballot and will hold office for the balance of the year in addition to the period of office for which they were elected.
- (d) After the first Board election, each annual election will be for the three vacancies which arise pursuant to Bye-law 41.

Bye-law 44

Any Corporate Member may nominate a candidate for the position of Director provided that the nomination be supported by at least three other Corporate Members. The nomination, which must be in writing and endorsed by the person nominated, must be in the hands of the Secretary not later than 1st August and the Secretary shall, not less than forty (40) days before the date fixed for the closing of the ballot, post to every Corporate Member a list of all nominations received.

Bye-law 45

If through any cause the office of President becomes vacant, the Board shall elect a successor from among the existing Directors for the unexpired portion of the term.

Bye-law 46

Omit the Bye-law.

Bye-law 47

Any vacancy in the office of a Director shall be filled for the unexpired portion of the term by the candidate at the preceding election who received the next highest number of votes, or if there is no such candidate, by the Board.

Bye-law 49

Should a Director be unable to attend to duty and fail to resign, or to obtain leave, the Board after due warning may remove that Director and appoint another person in accordance with Bye-law 47.

Bye-law 49(A)

The Congress will be responsible for:

- (a) electing the President of The Institute in accordance with Bye-law 38;
- (b) reviewing the progress in implementation of the Strategic Plan for the current year and making recommendations to the Board for change if required;
- (c) reviewing and approving, with modifications if necessary, the Strategic Plan for the following year; and
- (d) identifying and discussing any existing or emerging issues of interest or concern to the members.

Bye-law 49(B)

The Congress will consist of:

- (a) the Chair, or a nominee of the Chair, of each Branch;
- (b) the Chair, or a nominee of the Chair, of each Society;
- (c) the Chair, or a nominee of the Chair, of The Minerals Industry Consultants Association;
- (d) one student member and one young professional who are members of The Institute;
- (e) the Board; and
- (f) one member representing overseas members, other than New Zealand.

Bye-law 49(C)

If there is any inconsistency between a resolution or decision of Congress and a resolution or decision of the Board, the resolution or decision of the Board will prevail. (This Bye-law does not apply to any resolution or decision of Congress made under Bye-law 81).

Bye-law 49(D)

The proceedings of Congress shall be governed as far as practicable as if a meeting of the Congress were a general meeting of the Institute. The Board may make additional regulations not inconsistent with these Bye-laws for the conduct of meetings of the Congress, and, subject to Bye-law 49E, may prescribe the number of votes that may be exercised by specified members of the Congress at a meeting of the Congress.

Bye-law 49(E)

For the purposes of Bye-law 49D, Directors may only exercise one vote at a meeting of Congress.

Bye-law 52

Omit the Bye-law.

Bye-laws 53 & 54

Bye-laws 53 and 54 be amended by replacing "Headquarters" with "Central Services" and "Council" with "Board". (Refer to Bye-law 1 (Definitions)).

Bye-law 56

There shall be at least six meetings of the Board per annum and five members of the Board shall form a quorum. A Board meeting is one to which all members of the Board or their nominees are summoned to attend.

Bye-law 57

Omit the Bye-law

Bye-law 59

The Board may appoint a Finance and Audit Committee. It shall consist of a Chairman elected from the Directors, the Chief Executive Officer, one other Director and, when required, an external appointment of particular expertise. The Finance and Audit Committee shall submit its recommendations for approval to the Board unless already charged by the Board to take that decision. Two Board members of the Finance and Audit Committee shall constitute a quorum.

Bye-laws 61, 66, 67, 68 & 70

Bye-laws 61, 66, 67, 68 and 70 be amended by replacing "Council" with "Board" and "Preferred Interest Division" with "Society".

Bye-law 64

Each Society shall be managed by a Committee known as a Society Committee, elected annually by the Corporate Members of that Society.

Bye-law 65

A Chair and a Secretary of each Branch and/or Society shall be elected annually by the Committee of such Branch and Society respectively.

Bye-law 71

The election of Directors or any matter which in the opinion of the Board affects the welfare or policy of The Institute shall be decided by postal ballot of all Corporate Members. In the latter case a statement prepared by the Board giving the arguments for and against shall be posted to each Corporate Member together with a ballot paper.

Bye-law 77

NOTICES OF MEETINGS. There shall be at least two (2) meetings of The Institute in the course of the year, viz:

- (a) an Annual Meeting; and
- (b) one Congress Meeting.

At least thirty (30) days notice of Annual and Congress Meetings shall be sent to members by the Secretary. The non-receipt of a notice by or the accidental omission to give notice to any of the members of the meeting shall not invalidate any resolution passed by such meeting.

Bye-law 79

Omit the Bye-law.

Bye-law 80

CONGRESS MEETINGS. Congress Meetings may be called by either:

- (a) the Board; or
- (b) a simple majority of those members of Congress who are not Directors.

The quorum for a Congress Meeting shall be eight members of Congress who are not Directors.

Bye-law 81 (i)

The Board or Congress may at any time call an Extraordinary General Meeting of Corporate Members for a specific purpose relative to the concerns of The Institute; and the Board shall be bound to do so within sixty (60) days of the receipt by the Secretary of a requisition in writing from not fewer than twenty-five (25) Corporate Members. This requisition shall specify the nature of the business to be transacted. Notice of an Extraordinary General Meeting shall be posted to all Corporate Members (subject to Bye-law 33) at least forty (40) days before the date on which it is to be held, together with a form of proxy for such Corporate Members to sign. The notice shall state the business for which the meeting is called, and no other business shall be transacted at such Meeting.

Twenty (20) Corporate Members present in person shall constitute a quorum; and in the event of a quorum not being present within thirty (30) minutes of the hour fixed for the commencement of the Meeting, the Meeting shall be adjourned for one week at a time and place to be determined at the Meeting, when the Corporate Members present, whatever their number, shall constitute a quorum.

Bye-law 82

The President shall take the chair at all meetings of The Institute when present. In the absence of the President the meeting may elect any member of the Board or in the absence of such any Corporate Member present to take the chair.

Bye-law 89

No duplicate copies of the Proceedings nor any portion of them shall be issued to any member or others unless by permission of the Board.

Bye-law 94

An author wherever practicable shall have an opportunity to personally correct proofs of the paper before it is printed. For multi-authored papers, proofs need to be sent only to the person who submitted the paper. If proofs have not been returned within fourteen (14) days of the date of postage by The Institute, it may be considered that the author or any co-author has no corrections to make.

Bye-law 101

Omit the Bye-law.

Bye-law 103

If the Board or any member thereof or any officer of The Institute shall become personally liable for the payment of any sum primarily due from The Institute, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of The Institute by way of indemnity to secure the persons or person so becoming liable as aforesaid from any loss in respect of such liability.

Bye-law 104

Every Director, Auditor, Chief Executive Officer, Secretary and other officer for the time being of The Institute shall be indemnified out of the assets of The Institute against any liability incurred by any of them arising out of the conduct of their office in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation thereto in which relief is granted by the Court.