

THE CONSTITUTION AND BY-LAWS

OF THE INSTITUTE OF GEOLOGY, MINING AND METALLURGY IN ZAMBIA

(IGMMZ)

THE INSTITUTE OF GEOLOGY, MINING AND METALLURGY IN ZAMBIA

(IGMMZ)

CONSTITUTION AND BY-LAWS

June, 2024

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THE INSTITUTE OF GEOLOGY, MINING AND METALLURGY IN ZAMBIA (IGMMZ) CONSTITUTION AND BY-LAWS

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Preamble

We, the Members of The Institute of Geology, Mining and Metallurgy in Zambia (IGMMZ), declare and establish this constitution to secure and preserve the principles of our aims and to govern the Institute in an orderly manner.

We ACKNOWLEDGE the responsibility to actively contribute to the advancement of Geology, Mining, Metallurgy and related professions and their roles in fostering growth within Zambia's mining industry and broader sectors of the economy.

The official copy of the constitution, as verified by the Council, shall be the version in the custody of the Secretary. This official copy will be stored in the Institute's records.

We, the members of the Institute of Geology, Mining and Metallurgy in Zambia (IGMMZ) submit ourselves to the constitution here established.

PART 1 – CONSTITUTION

1. Name of the Institute

- 1.1 The Institute shall be called “The Institute of Geology, Mining and Metallurgy in Zambia (IGMMZ)” (therein referred to as Institute).
- 1.2 The Institute is and shall remain a corporate and autonomous body with perpetual succession and with the power and capacity consonant with the provisions of this Constitution of acquiring rights and incurring obligations and of acquiring, holding and alienating property of all kinds and of suing and being sued in its own name, independent of its members.
- 1.3 The income and property of the Institute shall not, directly or indirectly, be distributed to its members or any other person but shall be used by it or invested by it solely for use in the furtherance of its objectives, and no member shall, directly or indirectly, have any interest in the Institute. The whole of the activities of the Institute shall be directed to the furtherance of its main objective and not for the specific benefit of an individual member or minority group. The Institute shall not have any share or interest in any business, profession, or occupation carried on by its members.
- 1.4 The Head Office of the Institute shall be in Kitwe, Copperbelt Province, Zambia.

2. Definitions

- 2.1 **Allied Disciplines** – When related to the fields of Geology, Mining, Metallurgy, Soil Mechanics, Rock Mechanics, Chemical Analysis, Chemical Engineering, Control Engineering, Production Engineering and Environmental Protection are included, this list not being exclusive of other activities.
- 2.2 **Council** – The sole direction and management of all affairs of the Institute shall be vested in the Council as constituted in the By-laws.
- 2.3 **Geology** – Includes Mineral Exploration and fields such as Geophysics, Geochemistry, Mineralogy, Climatology, Hydrology, Agro-Geology and the allied disciplines.
- 2.4 **Mining** – Covers all aspects and methods of extracting minerals including underground and open-pit mining, quarrying, dredging, solution mining and extraction of

hydrocarbons and the allied disciplines. It covers mining operations such as boring, tunneling and shaft sinking for whatever reasons.

2.5 Metallurgy – Includes recovery of minerals from their ores, processing of minerals and their preparation for markets by refining, fabrication and alloying of metals and the study of their properties, structures and applications and the allied disciplines.

2.6 ZamIMM – The Zambia Institute of Mining and Metallurgy.

3. Objectives

The key objectives of the Institute are to:

3.1 Identify, represent, and promote the common interests and needs of its members.

3.2 Advance the science and practice of geology, mining and metallurgy in the Mining Industry.

3.3 Disseminate scientific and technical knowledge to the benefit of the mining and metallurgical industries, and

3.4 Develop and disseminate best practices and industry standards in mining and metallurgy, and promote operational efficiency for sustainable national development.

4. Compositions

4.1 The Institute shall comprise Member and Corporate Affiliate categories as stipulated in the By-laws.

5. Membership

5.1 Membership to the Institute shall be open to all persons suitably qualified in Geology, Mining, Metallurgy and other allied disciplines and to such other persons and practicing scientists and engineers as the Institute may consider eligible for Member or Corporate membership as stipulated in the By-Laws.

5.2 The Institute shall consist of Members and Corporate affiliates, all of whom shall be entitled to speak at meetings of the Institute, subject to the right to vote being limited to Members.

Members shall comprise the following categories:

- Fellow

- Member
- Retired Fellow
- Retired Member
- Honorary Life Fellow
- Honorary Fellow
- Associate
- Student

5.3 Corporate membership shall comprise the following categories:

- Company Affiliate

5.4 The Council shall determine the requirements for the different categories of membership, to be contained in By-laws and published in the records of the Institute and such other means of publication as deemed appropriate by the Council.

5.5 Applications for election to transfer into the different categories of membership shall be handled in accordance with the By-laws.

5.6 Every candidate for election to membership of the Institute, or for transfer from one category to another, shall be duly notified, in writing, by the Secretary of the decision of the Council regarding his/her application.

The Council shall issue to every Fellow, Member and Associate a certificate showing the category to which he/she has been elected. Students shall be issued with a certificate as proof of membership. A special certificate shall be issued to all Corporate Affiliates.

5.7 A member of the Institute shall be entitled to use the following authorized letters designating his/her category of membership of the Institute:

- Fellow: FIGMMZ
- Member: MIGMMZ

5.8 The Council shall have the right to either suspend from participation in the privileges of membership or to expel from the Institute any member who has been found guilty of a breach of the Code of Professional Conduct, this only after giving the member due notice and affording such member the opportunity of being heard.

5.9 A member may resign from the Institute by sending his/her written resignation to the Secretary, together with payment of any monies due. Any person who has so resigned

may be re-admitted to membership at the discretion of the Council on payment of such fees as the Council may decide.

5.10 Cessation of membership of the Institute shall entail forfeiture of all voting and other rights and benefits of membership of the Institute.

5.11 The liability of members for the debts and engagements of the Institute shall be limited to the amount of any unpaid subscriptions.

6. Council

6.1 Subject to the Constitution and in accordance with the provisions of the relevant By-laws, the management and administration of the affairs of the Institute and the power to conduct the key objectives, shall be vested in and exercised by the Council.

6.2 The five (05) Committee members of the Council shall be nominated, elected and/or removed bi-annually in accordance with the provisions of the relevant By-laws and shall hold office until their successors have been elected.

6.3 A minimum of three (3) of the five (05) elected Committee members shall be persons who are not 'connected persons' in relation to one another.

6.4 No single person shall, directly or indirectly, control the decision-making power of the Institute.

6.5 The Council shall consist of the following elected, invited and co-opted members:

6.5.1 The President

6.5.2 The Vice President

6.5.3 The Secretary

6.5.4 The Vice Secretary

6.5.5 Treasurer

6.5.6 The Vice Treasurer

6.5.7 The five (05) elected Committee members.

6.5.8 Two student members (male and female), who shall not be entitled to vote on matters concerning the policy of the IGMMZ, if he/she is not a Corporate member, and who shall also represent the interests of Associate and Student members of the Institute.

- 6.6 Only members of the Council who are in good standing with the Zambia Institute of Mining and Metallurgy shall be entitled to vote on matters deemed by the Council to relate to the affairs of their respective registration category.
- 6.7 Members of the Council retire biennially after conclusion of the AGM but shall be eligible for re-election in the same or another capacity for the second term only.
- 6.8 The Council shall have the power to fill any vacancy on the Council in case of a vacancy during the term of tenure. A member so elected shall hold office for the remaining portion of the current year.
- 6.9 The Council may, to ensure adequate representation based on the identified needs, such as diversity, and the balance of the practice areas of geology, mining and metallurgy, nominate, elect and co-opt not more than three (3) additional members to the Council in accordance with the provisions of By-laws. Such additional members shall have the privileges and responsibilities of elected members of the Council and shall hold office for that current session.
- 6.10 Should any member of the Council be absent without prior approved leave from the Secretary, for more than two (2) consecutive meetings, he/she may, at the discretion of the Council, forfeit his/her seat on the Council.
- 6.11 Should any member of the Institute have reason to lodge a complaint against another member he/she must do so by referring it to the Integrity and Ethics Committee.
- 6.12 A member of the Council, or an Official of the Institute may be removed from office:
 - 6.12.1 Should he/she be found to infringe any of the provisions of the Constitution or any of the By-laws;
 - 6.12.2 Should he/she act in a manner which is detrimental to the interests of the Institute.
- 6.13 No member of the Council, or an Official of the Institute may be removed from office unless he/she has been afforded the opportunity to be heard personally at a meeting of the Integrity and Ethics Committee or any other appropriate manner determined after consultation with the member. This must be done within a time frame stipulated by the Integrity and Ethics Committee.
- 6.14 A member of the Council, or an official of the Institute who has appeared before the Integrity and Ethics Committee and who is dissatisfied with the decision of the Integrity and Ethics Committee, shall have the right to appeal to the first ensuing meeting of the

Council. Notice of appeal shall be submitted, in writing, in the prescribed format, to the Secretary within a period not exceeding thirty (30) days of the date on which the decision of the Integrity and Ethics Committee was communicated to the person concerned. The decision of the Council in this regard shall be final.

- 6.15 The Council shall cause minutes of the proceedings of all meetings of the Institute, the Council, and all various committees, to be kept by the Institute.
- 6.16 All assets and property of the Institute, both moveable and immovable, shall be vested in and registered in the name of the Institute. True accounts and asset registers shall be kept by the Institute. The Treasurer shall administer the funds of the Institute in accordance with the directives of the Council, to which he/she shall be responsible.
- 6.17 All donations received or that may be received for providing awards shall be held by the Institute in special Trust Accounts. The Council, in the name of the Institute, shall invest the monies. Changes in investment policy shall be implemented only with the consent of the Council. The yearly income from the funds may be devoted to one or more of the following objectives:
 - 6.17.1 Providing medals or other prizes as the Council may direct from time to time.
 - 6.17.2 Providing any means whereby research in connection with geology, mining and metallurgy may be stimulated and encouraged.
- 6.18 The Institute will receive the majority of its funding from conference fees, annual membership subscriptions, revenue from advertising or other fees, donations, and contributions.
- 6.19 The accounts of the Institute shall be audited annually by Auditor/s whose appointment shall be ratified by the members present at the AGM for the ensuing year based on the recommendation of the Council. No member or official of the Institute shall be eligible for the position of Auditor. Should the Auditor position become vacant it shall be filled by the next meeting of the Council.
- 6.20 The Council shall submit, at each AGM, a report on the affairs of the Institute together with the audited Financial Statements as at 31st March of that year.
- 6.21 All deeds, documents, and correspondence requiring execution on behalf of the Institute shall be signed by the President and Secretary or by any other members of the Executive duly authorized by resolution of the Council.

6.22 No sum of money exceeding a limit set by the Council each year shall be paid except by order of the Council. On those occasions when an amount in excess of the set amount is required to be paid prior to the next Council meeting, then such amounts shall be approved by at least two of the Council Members and be confirmed by the Council at the following meeting. All payments, regardless of the amount shall be authorized by a minimum of three (3) of the following signatories, as prescribed in the By-laws:

- President
- Vice President
- Secretary
- Vice Secretary
- Treasurer
- Vice Treasurer

6.23 The Council may frame By-laws, which must be consistent with the provisions of the Constitution, for the conduct of the business and the management of the affairs of the Institute. Such By-laws may, at any time, be added to, repealed, or amended by the Council. All members shall be notified of such alterations and/or additions in a manner to be decided upon by the Council.

6.24 Each member of the Council shall be accountable only in respect of his/her own actions and shall not be held accountable for any actions done or authorized to which he/she has not expressly assented. No members of the Council shall incur any personal liability in respect of any loss or damage incurred through any action or undertaking done in good faith, authorized, or suffered by him/her for the benefit of the Institute, even if in excess of his/her legal power.

6.25 In case of doubt as to the meaning and import of any portion of the Constitution and By-laws, the interpretation of the Council shall be binding upon the members.

6.26 The Council shall meet in person or virtually, as often as deemed necessary for the proper execution of its duties, but not fewer than six times per year. In the period between meetings, urgent decisions may be taken in a manner prescribed for this purpose by the Council.

The Council shall cause professional papers to be published by the Institute in accordance with the By-laws.

7. Subordinate Structures

- 7.1 The Council may establish Committees to perform some of the duties of the Council. Non-exclusive examples of such Committees are those for publications, complaints events organization, membership, and young professionals.
- 7.2 The Council may, upon receipt of a request to that effect from any organization with objectives comparable to those of the Institute, arrange for the incorporation of such organization into the Institute on such terms and conditions as may be agreed upon, provided that any such incorporation shall be subject to sanction by an Extraordinary General Meeting of the Institute convened for that purpose.
- 7.3 The Council may, on its instruction, cause the establishment of Trusts and Funds pursuant to the interests of the Institute.

8. The Executive Committee

To be read in conjunction with the provisions of By-law.

- 8.1 The Executive Committee shall consist of:
- The President
 - The Vice President
 - The Secretary
 - The Vice Secretary
 - The Treasurer
 - The Vice Treasurer
 - Up to two (2) members may be co-opted to the Executive Committee.
- 8.2 The Council shall have the right to co-opt up to two (2) additional members to the Executive Committee if good reason to do so exists.
- 8.3 The Executive Committee shall advise the Council on matters related to the functioning of the Institute and the attainment of its goals.
- 8.4 In periods between the Council meetings, the Executive Committee shall receive reports from the various Committees of the Institute on behalf of the Council and shall then report to the Council at the next Council meeting.

- 8.5 The Council may, as the only valid decision-making body of the Institute, delegate some or all of its powers to the Executive Committee or any other Subordinate Structure of the Institute if such delegation of powers is considered to be in the best interests of the Institute. Any such delegation shall be valid only for the current term of office for the Council or such shorter period as deemed appropriate by the Council.
- 8.6 No member of the Executive committee may be appointed to the same position for more than four (4) years in succession. An Immediate Past President may not be re-appointed to the Executive Committee in any position for the term immediately following the one in which he/she served as Immediate Past President.

9. Duties of the Executive Committee

9.1 The President

The following are the duties of the President:

- 9.1.1 represent the Mining and Metallurgical Engineering professions in Zambia and internationally;
- 9.1.2 to preside at Council meetings and General Meetings of the Institute;
- 9.1.3 to serve on the Integrity and Ethics Committee as a member;
- 9.1.4 to enhance the Mining and Metallurgical Engineering professions.
- 9.1.5 to develop and implement programmes for the advancement of the Mining and Metallurgical Engineering professions and related professionals;
- 9.1.6 to co-operate with other societies and institutes in advancing public recognition of the professional status of the Institute;
- 9.1.7 to develop programmes which promote the understanding and appreciation of the Mining and Metallurgical Engineering to the public;

9.2 The Vice President

The Vice President shall have the following duties:

- 9.2.1 to develop and maintain a system of publications such as, books, journals and scientific communications and newsletters to meet the needs of mining and metallurgical engineering and allied professions;
- 9.2.2 to supervise publication operations;

9.2.3 to consult with editors concerning editorial policy; and

9.2.4 to receive publication suggestions and to make recommendations to the Council concerning publications.

9.2.5 to deputize the President

9.3 The Secretary

The Secretary shall have the following duties:

9.3.1 to review all applications in collaboration with the Membership Committee;

9.3.2 to be a permanent member of Membership Committee;

9.3.3 to review the Application Policy for the approval of the Council;

9.3.4 to maintain the Register of persons registered in accordance with the constitution;

9.3.5 to sign, issue, renew and cancel certificates of registration and licences as may be decided by the Council;

9.3.6 attend the meetings of the Institute and of Committees; to circulate or read the minutes of the proceedings of previous meetings and such Communications as may be ordered to be circulated or read;

9.3.7 to have charge of the library of the Institute

9.3.8 to be responsible for administration of the Secretariat and to conduct all ordinary business of the Institute.

9.4 The Vice Secretary

9.4.1 To deputize the Secretary

9.4.2 Duties may include but are not limited to assisting the Secretary in managing the operations of the Institute.

9.5 The Treasurer

The Treasurer shall:

9.5.1 To Oversee the preparation of annual budget, strategic plans, action plans and any other related plans useful for the Institute;

9.5.2 To oversee on matters of collection of subscriptions, entrance fees and any other monies due to the Institute;

- 9.5.3 To ensure that the Secretary timely prepares and pays accounts of expenditure;
- 9.5.4 Present the audited accounts to the General Assembly for inspection and approval;
- 9.5.5 To be a Signatory to the accounts of the Institute;
- 9.5.6 Undertake any other duties assigned to him/her by the Council.
- 9.5.7 To effect the collection of subscriptions, fees, grants and other revenues and the preparation of accounts of receipts and expenditure;
- 9.5.8 to incur expenditure authorised by Council;
- 9.5.9 to present all accounts to the Council for inspection and approval.
- 9.5.10 It shall be the duty of the Treasurer under the direction of Council to prepare for approval a statement of estimated revenue and expenditure for the new financial year and to present to the Annual General meeting the Statement of Accounts for the previous financial year.
- 9.5.11 He/She shall also prepare such other reports as may be required from time to time in respect of the Council's finances.

9.6 The Vice Treasurer

- 9.6.1 to deputise the treasurer.
- 9.6.2 to assist the treasurer with a variety of technical and administrative duties related to supervising investments, risks, and financial operations.

10. Meetings of the Institute

- 10.1 Meetings of the Institute shall be held virtually or in person. In person meetings shall normally be held in Kitwe but may be held at such other places in Zambia as the Council may decide.
- 10.2 The supreme authority of the Institute is vested in the members as shall be exercised by them at the General Meeting. The General Meeting shall be either the Annual General Meeting (AGM) or Extraordinary Annual General Meeting (EGM).
- 10.3 At any General Meeting, a quorum shall consist of two third of members in good standing.

- 10.4 Should a quorum not be formed within thirty minutes of the published time of any General Meeting, the meeting shall reconvene one week from the first appointed date of the meeting. Should a quorum not be formed within thirty minutes of the date of the reconvened meeting, the members present shall proceed with the business of the day including elections but precluding any proposals to alter the Constitution or disadvantage the whole membership.
- 10.5 The annual business session of the Institute shall be from 1 April of any year to 31st March of the succeeding year. The Annual General Meetings of the Institute shall be held within two months of end of financial year, on a date decided by the Council to receive and consider the report of the Council, the audited Financial Statements, election of the Thirteen (13) members of the Council and to conduct such other business as the Council may decide.
- 10.6 All general meetings of the Institute, other than the Annual General Meeting shall be designated as Extraordinary General Meetings, and only such business as that specified in the notices convening these meetings shall be transacted at such meetings.
- 10.6.1 The Council may, at any time, convene an Extraordinary General Meeting.
- 10.6.2 The Council shall convene an Extraordinary General Meeting within thirty (30) days on receipt of a written application from twenty (20) members in good standing, provided such application specifies the objectives for which the meeting is required. If the Council fails to convene such an Extraordinary General Meeting within the prescribed period, any of the signatories to the request may convene the meeting. This may be held at any time within six (6) weeks of the receipt of the request by giving notice as hereinafter prescribed.
- 10.7 Notices convening Annual General Meetings and Extraordinary General Meetings shall be dispatched to members not less than fourteen (14) days prior to the dates decided for such meetings.
- 10.8 The accidental omission to give notice of any meeting of the Institute to any member shall not invalidate any resolution passed at such meeting.
- 10.9 A member unable to be present at any Annual General Meeting or Extraordinary General Meeting may vote by proxy. The person appointed as proxy shall be a member of the

Institute and such appointment shall be duly made in writing and reported to the Chairperson of the meeting prior to the commencement of the meeting.

- 10.10 Should the Council consider it expedient to propose any changes to the Constitution such as additions, alternations, or repeals and should not fewer than twenty (20) members express, in writing, to the Council, a desire for such changes, the same shall:
 - 10.10.1 Be considered at an Extraordinary General Meeting convened for that purpose where, should it be necessary for the adoption of any amendment to the Constitution, not fewer than two-thirds of the votes cast must be in the affirmative, or
 - 10.10.2 If deemed desirable by the Council, be submitted to all members for a decision by postal or electronic vote.
- 10.11 The business of the Annual General Meeting shall be:
 - 10.11.1 Receive Council report on the operations of the Institute in the previous year.
 - 10.11.2 Receive duly audited Accounts of the Institute for the previous year.
 - 10.11.3 Elect the Council and appoint an Auditor for the coming year.
 - 10.11.4 Resolve any other matters put before it.
- 10.12 Notice of the Annual General Meeting stating the appointed date, time and venue as well as calling for nominations for the election of office bearers for the ensuing year shall be sent out by the Secretary not later than twenty one (21) days before the appointed date of the meeting.
- 10.13 The Council may at any time call an Extraordinary General Meeting of members for a specific purpose. The requisition for the Extraordinary General Meeting shall specify the nature of the business to be transacted and no business other than that specified on the notice shall be transacted at such meetings.
- 10.14 The Council may call an Extraordinary General Meeting on the requisition of ten members in good standing within thirty days (30) of such requisition who shall state the business for which the meeting is sought. No business other than the business specified on the notice calling for the Extraordinary General Meeting shall be transacted at such a meeting.
- 10.15 Notice of and the agenda for the Extraordinary Meeting shall be sent to all members at least 14 days prior to the day appointed for the meeting.

- 10.16 Minutes of the business conducted at each Extraordinary General Meeting shall be sent to all members within thirty (30) day of the meeting.
- 10.17 Invited guests may attend and participate in the deliberations of the meeting at the pleasure and discretion of the council.

11. Administration

- 11.1 All administration and business matters of the Institute shall be vested in the Council which shall be elected at the Annual General Meeting (AGM) every two (2) years. The Council shall conduct the affairs and business of the Institute as the By-laws of the Institute shall stipulate.
- 11.2 The Institute shall use its funds only to accomplish the objectives and purposes specified in the Constitution and By-laws, and no part of the said funds shall be shared or distributed to the members of the Institute, any funds remaining shall be distributed to one or more regularly organised and qualified charitable, educational, scientific, or philanthropic organisations to be selected by the Council.

12. Amendments of the Constitution

- 12.1 This constitution may be amended at an Annual General Meeting of the Institute, or at an Extraordinary General Meeting called for the purpose of amending the constitution.
- 12.2 A notice of an intended amendment to the constitution by a member or group of members shall be made, in writing, to the Secretary and shall be supported by at least fifty (50) members entitled to vote at a general meeting, ten of whom shall be Fellows.
- 12.3 A notice to amend the constitution may also be made by a resolution of the Council.
- 12.4 The Secretary shall ensure that the notice to amend the constitution is sent to an ad hoc Constitution Review Committee to:
- 12.4.1 ensure that the proposed amendment is not already covered by the constitution or in conflict with relevant law;
 - 12.4.2 where necessary, propose further amendments to the constitution to harmonise the proposed amendment with other already existing Articles.

THE INSTITUTE OF GEOLOGY, MINING AND METALLURGY IN ZAMBIA (IGMMZ) CONSTITUTION AND BY-LAWS

- 12.5 The Secretary shall, on completion of the review by Constitution Review Committee, call for an Extraordinary General Meeting or include the item on the agenda of the next Annual General Meeting of the Institute, as appropriate.
- 12.6 A resolution amending the constitution shall only be effective if it is passed by a majority of at least two thirds (2/3) of the members entitled to vote at a meeting of the Institute.
- 12.7 An amendment made to the constitution shall become effective immediately after the General Meeting and the updated version of the Constitution shall be accessible to all members, together with a record of the amendments.

PART II – BY-LAWS

1. Membership Committee

- 1.1 In accordance with Clause 6 of the Constitution, the Council may delegate some or all of its duties and responsibilities related to membership to a Membership Committee.
- 1.2 The Membership Committee shall be constituted bi-annually and shall be chaired by the President and in his/her absence by his/her delegate, provided such delegate is a member of the Membership Committee.
- 1.3 The members of the Membership Committee shall comprise members of the Institute who have served at least one full term on the Council prior to being appointed to the Membership Committee, provided that the said full term took place within the last four (4) years.
- 1.4 A quorum shall consist of two thirds (2/3) members of the committee of which a minimum of two are to meet with a minimum of three (3) members allowed to participate via teleconferencing or such similar technology.
- 1.5 The Council shall have the right to request a member of the Membership Committee to forfeit his/her position or to resign if there is proof of unacceptable behaviour and/or that he/she is unable to perform his/her duties.
 - 1.5.1 The Membership Committee shall discuss and agree on the process to remove a member of the Membership Committee in the absence of the affected member.
 - 1.5.2 After consultation and engagement with the affected member of the Membership Committee, a request, in the form of a letter setting out the reasons for the recommendation, shall be submitted for consideration and finalisation to the Council.
 - 1.5.3 The Secretary shall circulate the letter for consideration, comment and/or ratification to all members of the Council.
 - 1.5.4 Members of the Council shall be requested to approve or ratify this decision at the next meeting of the Council.

2. Requirements for Membership

2.1 An **Honorary Life Fellow** shall be a person whom the Institute specifically desires to honor in consideration of services rendered to the Institute, or to science or to industry.

Honorary Life Fellows shall have all the privileges of other members.

2.1.1 The election of an Honorary Life Fellow shall take place at a Council meeting; due notice having been given at the preceding Council meeting of the Council's intention to nominate a person as an Honorary Life Fellow. The election shall require the majority vote of members of the Council present at a Council meeting.

2.1.2 The election of an Honorary Life Fellow shall be announced at the following Annual General Meeting of the Institute.

2.1.3 An Honorary Life Fellow will have all membership fees and subscriptions waived.

2.2 A candidate for admission to or transfer into the category of **Fellow** shall:

2.2.1 Have been a Member in good standing for five (5) years;

2.2.2 Have a minimum of ten years relevant post qualification industrial experience;

2.2.3 Have, in the last five (5) years, been practising in a senior position in the business of mining or metallurgical firms, or in governmental, educational, or research or consultancy organizations concerned with mining or metallurgy; and

2.2.4 Submit to the Council a detailed biography that contains:

- Copies of all relevant tertiary qualifications;
- Details of the positions and roles that he/she has filled in the previous ten years;
- Details of membership and activities with other professional organisations, if any;
- References to any papers, reports or articles that he/she has written or co-written and peer reviewed by a reputable national or international professional body;
- Details of his/her continuous professional development; and
- The biography must be verified and supported by 2 (two) current Fellows of the IGMMZ.

- 2.2.5 Where a Fellow or equivalent of any local or international reputable organization wishes to join to the IGMMZ, clauses 2.2.2, 2.2.3 and 2.2.4 shall apply except that the biography in 2.2.4, shall be supported by two (2) Fellows of IGMMZ.
- 2.3 A candidate for admission to or transfer into the category of **Member** shall:
- 2.3.1 Be in possession of a tertiary qualification relevant to the mining/minerals or associated industries;
- 2.3.2 Have two (2) years relevant working experience post qualification; or
- 2.3.3 Be in possession of a valid and relevant Government Certificate of Competence; Have five (5) years working experience in the relevant minerals or associated industries; and
- 2.3.4 Be practising in his/her profession at the time of his/her application; satisfy the Council that he/she is a fit person to become a Member, and the Council shall be satisfied that his/her qualification, training and technical experience justifies such professional status; and
- 2.3.5 Has obtained the signatures of both the proposer and supporter of the application (the proposer and supporter must be either a Member or a Fellow of the Institute).
- 2.4 A **Retired Fellow** or **Retired Member** shall be a person who is at least sixty-five (65) years of age and has retained membership at a reduced subscription, provided he/she has been a member of the Institute for at least ten (10) years.
- 2.5 **Honorary Fellows** shall be persons of distinction in public service, science, or the arts and shall be elected or re-elected by the Council for the current year. They shall enjoy all the privileges and rights of members, except those of holding office and voting.
- 2.6 A candidate for admission into the category of **Student** shall:
- 2.6.1 Be a person, in the third or further year of being educated or trained in a manner approved by the Council to occupy a technical position in or be associated with the minerals or metals industries.
- 2.6.2 Confirm their eligibility to continue as a Student at the beginning of each academic year by submitting proof of registration at their applicable tertiary institute. Failure to submit proof of registration will result in the termination of their Student membership.

2.6.3 Not remain a Student member after the end of the Institute's financial year in which he/she attains the age of above twenty-eight (28) years. The Council may relax the provisions of this clause in such individual cases as it considers appropriate.

2.7 A candidate for admission into the category of **Associate** shall:

2.7.1 Be at least eighteen (18) years of age; and

2.7.2 Be involved in minerals and metals industry undertakings or in governmental, service, educational or research organisations concerned with those industries, but is not in a position to meet the requirements to be registered as a Corporate member;

3 Requirements for Corporate Membership

3.1 Companies involved in or associated with the geology, mining and metallurgical industries are eligible for admission to the category of **Corporate Affiliate**.

4 Election to Membership

4.1 All applications for election or transfer to any category of membership shall be managed and processed in accordance with this By-law.

4.2 The election or transfer of candidates to any category of membership of the Institute shall be actioned by the Membership Committee.

4.3 A candidate for election to the Institute, other than Student, Associate, or Company Affiliate, shall be proposed and seconded by corporate members who have personal knowledge of the candidate's character, qualifications, and experience.

4.3.1 The candidate shall forward his/her application to the Secretary of the Institute on the application form as prescribed by the Council from time to time, duly completed in writing or electronically and accompanied by any prescribed supporting documents.

4.3.2 The Secretary shall list the names of all candidates for election, together with the relevant information, in a notice that is circulated to members.

- 4.3.3 During the period of twenty-one (21) days from the date of such notice it shall be opportune for any members to communicate confidentially in writing or electronically to the Secretary, any information whatsoever which will assist the Council when considering the application.
- 4.3.4 After the 21 days have lapsed the Membership Committee shall consider the applications of and any communications relative thereto and shall decide, in accordance with the provisions of the Constitution and this By-law, the category of membership, to which a candidate is elected.
- 4.3.5 A candidate shall be declared elected by a simple majority of the vote cast by the members of the Membership Committee at the meeting at which the application is submitted. Membership shall commence from the date of election, subject to compliance by the candidate with the requirements as laid down in clause 4.3.
- 4.4 A candidate for election as a Student member shall be recommended by a corporate member or by a professor or a senior lecturer at the institute of tertiary education. The application shall be made on the prescribed application form for consideration by the Membership Committee.
 - 4.4.1 Each application shall be considered by the Council, which shall thereafter declare and approve the candidate elected.
- 4.5 In the event of a candidate's application for membership being rejected, it shall not be incumbent upon the Council to give its reason for so doing.
- 4.6 The Council may, in exceptional circumstances only, exercise its discretion in waiving the requirements of Clause 4.3 as regards the required signatures of Corporate members if a candidate is prevented from obtaining the specified number of signatories for his/her application, either by reason of his/her place of residence or for any other valid reason beyond his/her control.
 - 4.6.1 In such instances, the candidate must assist the Council by submitting the names of suitable persons who can vouch for his/her character, qualifications, and experience and with whom the Membership Committee may communicate.
- 4.7 A company that applies for election as a Company Affiliate shall apply on the prescribed application form, which requires details of the standing of the company and its association with the geology, mining and metallurgical industries. The Council

shall consider each application at the earliest opportunity and shall notify the company of its decision in writing.

4.8 Notwithstanding Clause 3.4, any person who attends an IGMMZ conference shall qualify for election as an Associate member if application is made at the conference and the application form is signed off by the respective Conference Convener.

4.8.1 Membership granted in terms of Clause 4.8 shall be free of charge until the end of the financial year in which the conference was held.

5 Membership: List of Notices

5.1 A register of the names, qualification(s) and relevant contact details of each member shall be kept as the Council may direct.

5.2 It is incumbent upon all members of the Institute to notify the Secretary, in writing or electronically, of any changes of address or employer. If this is not done, then the member shall be deemed to have waived service of any notices or copies of the Journal etc. and the onus of notification of non-service shall rest with the members. A notice in writing sent by registered letter to the address last registered with the Institute, or electronically, shall be deemed to have been duly served on the members. Such non-service shall not exempt the members from the liability for all payments due by them to the Institute.

5.3 A list of all Company Affiliates shall be published in each edition of the Institute's Journal.

6 Fees and Subscriptions

6.1 The Council shall decide membership subscriptions. A list of subscriptions shall be distributed to members and such a list, as amended and circulated from time to time, will be published and maintained on the Institute's records.

6.2 With the exception of Student members transferring to Associate, any member who applies for a transfer to the next level of membership shall not be charged for the increase in membership fee at the time of transfer. No transfer fee will be levied. The applicable membership fee will then be invoiced in the new financial year.

- 6.3 The first subscription shall be due on receipt by the candidate of the category of membership to which he/she has been elected. Such notice shall include advice of the amounts of the subscription(s) which must be paid before the election of the candidate can be confirmed.
- 6.3.1 Payment of the amounts due must be made within three (3) months of the date of issue of the notice referred to in Clause 6.3. If payment is not made within the prescribed period, the application and election shall be deemed to have lapsed and the candidate has to re-apply.
- 6.4 All subscriptions shall become due on the first day of April in each year and shall be payable in advance.
- 6.5 Fellows and Members who are at least sixty-five (65) years of age may retain membership at a reduced subscription (as provided for in Clause 6.1) provided they have been a member for at least ten (10) years.
- 6.6 Should a member be elected on a date other than 1 April, his/her subscription shall be determined on a pro-rata basis for the remainder of the current financial year.
- 6.6.1 When a member is elected during the last month of the financial year, his/her first subscription shall cover the period to the end of the succeeding year.
- 6.7 Should a member be transferred to another category after 1 April of the current financial year, he/she shall not be invoiced for the difference between the existing and future subscription. The new membership category fee shall be invoiced in the next financial year.
- 6.7.1 Notwithstanding Clause 6.7 above, a member transferring from the membership category of Student to Associate shall be invoiced in full or pro-rata based on his/her election date.
- 6.7.2 Should a member be transferred to the Retired category of membership, he/she shall not be entitled to a refund of subscriptions fees already paid for the current financial year. The appropriate membership fees shall be invoiced in the next financial year.
- 6.8 A member whose annual subscription is unpaid after 31 March of any year shall cease to be in good standing and shall not be entitled to receive the notices, publications, or awards of the Institute nor to exercise any of the rights and privileges of membership.

- 6.8.1 The membership of a member whose annual subscription remains unpaid for one year may, by resolution of the Council, be suspended and his/her name be removed from the membership register. The notice of this suspension shall be published by the Institute in the Journal and/or in the Institute records with the number of this By-law being quoted as the reason for such suspension. Notice of this effect shall be sent to the member in writing by the Secretary at his/her last registered address, three (3) months prior to the intended date of suspension.
- 6.8.2 Such suspension shall not relieve him/her from liability for the payment of any monies due by him/her, but any person whose membership has so ceased may, at the discretion of the Council and on payment of all outstanding fees due, be reinstated within one (1) year from the date of the resolution of the Council suspending him/her. Thereafter, he/she may be readmitted only on such conditions as the Council may decide.
- 6.9 The Council may, in exceptional circumstances, reduce or remit the current or arrear subscriptions due by any member.

7 Duties and Meetings of the Council

- 7.1 The Council shall meet as often as the business of the Institute requires, but not less than six times per year.
- 7.2 At meetings of the Council, nine (09) members of the Council present at the meeting shall constitute a quorum.
- 7.3 All matters shall be decided by vote of a simple majority of corporate members of the Council who are eligible to vote.
- 7.4 The President as chairperson of the Council meetings shall have a deliberative vote and, in the event of a tied ballot, a casting vote. The President or, in his/her absence, the President Elect, or, in the absence of both parties, a member of the Executive Committee shall take the Chair at all meetings of the Council.
- 7.5 During the period between the Council meetings, urgent decisions may be taken in a manner prescribed for this purpose by the Council.
- 7.6 At the request of any three (3) corporate members present, any item on the agenda may be postponed until the next meeting and then shall be decided by a simple majority of

members present at the meeting who are eligible to vote. The notice calling for the subsequent meeting must clearly indicate that there is a subject on the agenda that requires discussion and a decision.

- 7.7 When the Council appoints Committees, such appointments and/or representatives may be made from members of the Institute or from such other persons as the Council may select to further the interests and work of the Institute. The President shall be, ex-officio, a member of all Committees.
- 7.8 The President or, in his/her absence, the President Elect, may extend the privileges of the Institute to members of recognised professional bodies with comparable status who are visiting Zambia.

8 Nomination, Election, and Removal of the 13 Elected Members of the Council

- 8.1 The Secretary shall invite members of the Council not later than the first day of January in each year to submit nominations for the thirteen (13) elected members of the Council. Such nominations shall be lodged with the Secretary not less than sixty (60) calendar days prior to the date of the Annual General Meeting (AGM).
- 8.1.1 Only Corporate members of the Institute are eligible to be nominated as one of the thirteen (13) elected members of the Council;
- 8.1.2 Each nomination for the thirteen (13) elected members of the Council must be proposed and seconded by at least two (2) Corporate members on the prescribed official nomination form; and
- 8.1.3 The members of the Council shall be provided with the nomination criteria which apply to the thirteen (13) elected members of the Council.
- 8.2 Upon receipt of the nominations, the Secretary shall:
- 8.2.1 Check that each nominee complies with the approved nomination requirements;
- 8.2.2 Obtain a copy of an abridged CV per nominee, highlighting his/her contribution to the Institute; and
- 8.2.3 Notify each nominee and request his/her acceptance or otherwise of such nomination within ten (10) calendar days. Failure by the nominee to accept such nomination will make it null and void.

- 8.2.4 All members of the Council shall be elected to their offices at an Annual General Meeting by members present or by such a proxy as may be described.
- 8.3 Should the list of nominees for 11 (eleven) members to be elected to the Council not include the names of as many members as are required to fill the vacancies on the incoming Council, the outgoing Council shall, after scrutiny of the ballot list, nominate eligible Corporate members to complete the list and the members thus nominated shall be declared elected at the next AGM.
- 8.4 The Council shall have the right to request a member of the Council to forfeit his/her position or to resign if there is proof of unacceptable behaviour and/or that he/she is unable to perform his/her duties.
- 8.4.1 The Council shall discuss and agree on the process to remove a member of the Council in the absence of the affected member of the Council;
- 8.4.2 After consultation and engagement with the affected member of the Council a request shall be submitted for consideration and final resolution to the Council in the form of a letter setting out the reasons for the recommendation;
- 8.4.3 The Secretary shall circulate the letter to the members of the Council for their consideration, comment and/or ratification;
- 8.4.4 Members of the Council shall be requested to approve or ratify this decision at the next Council meeting; and
- 8.4.5 Should any position on the Council become vacant, the same process as detailed here-in before shall be implemented immediately following the resignation of /or forfeiture of the position of a member of the Council.

9 Election petition

- 9.1 A candidate who is aggrieved with the results of an election may, within forty-eight hours of the announcement of the results of an election, give notice in writing of the candidate's intention to petition the results.
- 9.2 A candidate who is aggrieved with the results of an election may, in addition to sub-rule (9.1) and within seven days of the announcement of the results of an election, submit the petition to the Secretary stating the candidate's grievances.

- 9.3 The Secretary shall, on receipt of the petition under sub-rule (9.2), submit the petition to the Ethics and Integrity Committee that shall make a ruling based on the evidence presented by the aggrieved candidate.
- 9.4 The Ethics and Integrity Committee's ruling shall be final.
- 9.5 An election petition shall be disposed of within three months from the date of the petition.

10 Executive Committee

10.1 Duties and Meetings of Executive Committee

10.1.1 The duties of the Executive Committee shall include but not be limited to:

- Assisting the President to promote the aims of the Institute;
- Formulate recommendations to the Council regarding the functioning of the Institute;
- Oversee the day-to-day business of the Institute.

10.1.2 During periods between the Council meetings, the Executive Committee shall receive reports from the various Committees of the Institute on behalf of the Council and shall then report to the Council at the next meeting of the Council.

11 Annual General Meetings (AGM) and Extraordinary General Meetings (EGM)

11.1 The quorum for all AGM and EGM of the Institute shall be two thirds of corporate members personally present. A simple majority of votes of Members present at the AGM or EGM shall carry any business before the meeting.

11.2 Unless otherwise laid down, every question, other than amendments to or additions to the Constitution, submitted to any meeting, shall be decided by a show of hands of the members entitled to vote.

11.3 The President or, in his/her absence, a member of Executive, or, in the absence of all Executive members, a member elected by the meeting shall take the Chair at the AGM or EGM of the Institute.

- 11.4 Invited guests may be registered through Secretariat to attend the Annual General Meeting. With the consent of the Chairperson, invited guests may take part in any discussion but may not participate in any voting.

12 Professional Conduct

- 12.1 Any member shall at all the times so order his conduct as to uphold the dignity and reputation of his/her profession and safeguard the public interest in the matters of safety, health and the environment.
- 12.2 The Council of the Institute shall from time to time make and publish regulations or the professional code of conduct which shall be in accordance with the By-laws. The council shall have powers to vary and rescind or consider proposals from corporate members and make final judgement on such proposals. The Council may institute such regulations as they think fit for the professional conduct of the members.
- 12.3 The Council of the Institute shall make regulations for the enforcement of the code and regulations for professional conduct.
- 12.4 A member shall not accept from a third party without the consent of his principals any trade commission, discount, allowance, gift or indirect profit in connection with any professional work in which he/she is or has been engaged.
- 12.5 A member shall, whenever called upon to give an opinion in his professional capacity, give an opinion which is objective and dependable to the best of his ability.
- 12.6 A member shall neither communicate to a third party nor publish any information of a confidential nature concerning the business of a client or employer without the express authority of that client or employer unless he is required to do so by law.
- 12.7 A member shall be guilty of improper conduct if he is convicted by a competent Integrity and Ethics Committee of an offence which in the opinion of the Council renders him/her to be unfit to be a member.

13 Committees

- 13.1 Such committees as from time to time be formed by the Council shall be subject to the Council in all respects.

14 Publications

14.1 The Institute shall publish such matters as deemed necessary to advance its objectives.

15 Financial Management

15.1 The Treasurer will be the responsible officer for all financial transactions of the Institute and will be held responsible to the Executive Committee and the General Meeting for the financial viability of the Institute.

15.2 The Institute shall maintain only one bank account and no other account may be opened or operated unless the General Meeting in a duly constituted quorum meets and approves such amendment to these By-laws.

15.3 Three (3) of the six (6) signatories approved by the Executive Committee may sign or transact the legitimate or legal documents of the Institute, provided that each signatory is from one of the three panels outlined below, and that either the Treasurer or Vice Treasurer is one of the three.

- Panel A - President and Vice Treasurer;
- Panel B - Secretary and Vice President;
- Panel C - Treasurer and Vice Secretary.

All transactions will be closely monitored and supervised by the incumbent Treasurer. No member of the Audit Committee may be an authorized signatory above.

15.4 The Executive Committee shall cause the books of the Institute, to be examined by an independent auditor for the benefit of the General Meeting where the Annual Financial Report shall be tabled.

15.5 The Treasurer will Chair the Finance Committee.

15.6 The Fees

15.6.1 The Council shall prescribe as may be determined by the Finance Committee and shall cause such fees to be published after adoption by the General Committee. All fees shall become payable as and when prescribed.

15.6.2 The annual subscription fees payable by Fellows, Members, Associate Members and Student members shall be at rates fixed by the Council from time to time and confirmed by vote of members at a General Meeting of the Institute.

16 Application Forms

16.1 The Council shall prescribe the content of the various application forms for election to the various categories of membership and election to the Council (Annexures 1 and 2).

17 Records

17.1 The Secretariat shall ensure the maintenance and establishment of records for both the Institute and its various Committees. These records shall include:

17.1.1 Minutes of the Annual General Meetings and Extraordinary General Meetings.

17.1.2 A Register containing the name and address of each member, the date of admission to membership and the category of membership to which the member belongs.

17.1.3 An Indexed book/file of resolutions made by the Executive Committee and the General Meetings.

17.1.4 An Indexed book/file of resolutions made by the Committees.

17.2 All books and records of the Institute may be examined by any member Elections

18 Elections

18.1 Elections of the Executive shall be conducted biennially as specified in the Constitution.

18.2 The President will be elected first and his/her election will be supervised by the Secretariat.

18.3 On election the incoming President will then Chair the meeting and supervise the elections for all other members of the Executive Committee.

18.4 Procedures for voting by proxy will be communicated to each member at the time of notice of the General Meeting is duly given.

18.5 The Executive Committee will stipulate rules for the election and appointment to various Committee.

THE INSTITUTE OF GEOLOGY, MINING AND METALLURGY IN ZAMBIA

Nomination Form

Annexure 1

1. POSITION APPLIED FOR: _____
2. NAME & SIGNATURE: _____
3. ADDRESS: _____

4. PROPOSER'S NAME & SIGNATURE: _____
5. ADDRESS: _____

6. SECONDER'S NAME & SIGNATURE: _____
7. ADDRESS: _____

- NOTE:**
1. Both the Proposer and Secunder must be in good standing with the Institute.
 2. Forms to be submitted to the Secretary or to any member of the Membership Committee before 12:00hours on 30th May in the particular year.

RECEIVED BY: _____

D ATE: _____

THE INSTITUTE OF GEOLOGY, MINING AND METALLURGY IN ZAMBIA

MEMBERSHIP APPLICATION FORM

Annexure 2

(See last page of application form for instructions)

1. Personal Information

Title.....

Surname.....

Other names.....

Date of birth.....

Gender.....

Nationality.....

ID No. [] NRC or [] Passport.....

Contact address.....

Phone number.....

Email address.....

2. Profession information

Current Employer.....

Job title/position.....

Business address.....

Professional qualification.....

Years of experience.....

Field of specialization.....

3. Membership Category

Please select the membership category [tick]

Honorary Life Fellow		Honorary Fellow		Retired Fellow		Fellow	
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Retired Member		Member		Associate		Student	
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4. References

1st Referee

Name.....

Address.....

Relationship to Applicant.....

2nd Referee

Name.....

Address.....

Relationship to Applicant.....

5. Declaration

I hereby certify that the information I have provided in this application is true and correct to the best of my knowledge. I agree to uphold the Institute’s standards and contribute to its mission.

Signature

Date

For Official Use Only

Date Received.....

Application reviewed by.....

Date reviewed.....

Membership approved? Yes/No.....

Membership No.....

Instructions

- a) Complete and sign the application form (Sections 1-5)
- b) Attach copies of personal identification document (NRC or passport)
- c) Attach copies of relevant professional qualifications
- d) Submit the completed form and attachments physically to ZamIMM Secretariat or via email to@.....
- e) Payment details will be provided upon approval of your application.