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## **CONSTITUTION**

**Revision 8 dated 6<sup>th</sup> November 2017**

### **1. NAME AND OBJECTIVES**

The name of the Society shall be “The Southern African Coal Processing Society”.

The Southern African Coal Processing Society is a registered Section 21 company with registration number 2009/015236/08.

The Society is a non-profit organization of coal processing engineers and associated disciplines.

The Society’s primary objectives are:

- 1.1 to provide a forum for the exchange of knowledge related to coal processing by means of meetings, conferences, seminars and colloquia.
- 1.2 to further the education and understanding of coal processing by Society members and industry personnel.
- 1.3 to foster co-operation with appropriate educational institutions and other similar organizations for the furtherance of coal processing knowledge.
- 1.4 to distribute any accumulated funds to support the objectives as outlined above.

### **2. MEMBERSHIP**

The Society shall consist of the following categories of members:

- 2.1 **Student** - shall be a person who is studying an approved course in the field of Coal Processing or an associated science that is acceptable to the Committee.
- 2.2 **Ordinary** - shall be a person who has been educated and trained in Coal Processing or an associated science to a standard that is acceptable to the Committee.
- 2.3 **Honorary life member** - shall be a person whom the Society wishes to specifically honor in recognition of their services to the Society and of their contribution to the field of Coal Processing as embodied in this Constitution.
- 2.4 **Company membership** - shall be available to:
- those companies involved in the production, processing, utilization or selling of coal
  - those institutions involved in the fields of education and research of coal processing
  - those companies involved in the supply of equipment and services to the coal processing industry.
- 2.5 Membership of the Society shall be terminated in the event of non-payment of the subscription fee and after due notice to the member by the Committee.
- 2.6 The liability of members for the debts and engagements of the Society is limited to the amount of any unpaid subscriptions.
- 2.7 Application for membership will be on the prescribed form.

### 3. **THE COMMITTEE**

- 3.1 The affairs of the Society will be managed by a Committee that is composed of the following elected office bearers who shall endeavor to ensure proper and fair representation of the interests of the industry:

Chairperson  
Vice Chairperson  
Treasurer

and Committee members, who are Ordinary members of the Society.

and the immediate past Chairperson.

- 3.2 Secretarial services will be provided on a formal, but part time basis, by a person who is appointed by the Committee.
- 3.3 The Committee may co-opt additional members as it sees fit.
- 3.4 A quorum for a Committee meeting will be two office bearers or directors and a minimum of two Committee Members.
- 3.5 The Chairperson may serve a maximum term of office of two years.
- 3.6 The Committee members may serve a period of three years; thereafter they must apply for re-election.
- 3.7 The Chairperson and Vice Chairperson will be nominated from within the Committee and presented to the Annual General Meeting for approval.
- 3.8 The Committee members will be nominated by the members and approved by the Annual General Meeting.
- 3.9 A member may not be nominated for office without the prior consent of the member.
- 3.10 If a committee member does not attend 50% of the committee meetings without an apology during any 12 month financial year he/she will be considered to have automatically resigned from the committee. (i.e. 3 meetings out of 6 meetings per year).
- 3.11 The society shall have a minimum of two (2) directors or an adequate number to comply with the laws of the republic of South Africa pertaining to not for profit, Section 21 Company. (As an essentially public-type company, a Section 21 requires 2 directors and 7 members. Members are not owners / shareholders as no-one owns a Section 21 company. It is controlled by the members, managed by the directors for the benefit of society.).

#### 4. **ADMINISTRATION**

- 4.1 The Secretary will record the proceedings of all meetings of the Committee and will ensure that the minutes of such meetings are approved by the Committee and signed off by the Chairperson.
- 4.2 The Secretary will be responsible for the management of the Society's membership data base and subscriptions.
- 4.3 Any adjustments to membership fees will be agreed by the Committee and presented to the Annual General Meeting for approval.
- 4.4 All assets, property and funds of the Society shall be held and registered in the name of the Society.
- 4.5 The Treasurer shall administer the funds of the Society in accordance with the directions of the Committee to whom he/she shall be responsible.
- 4.6 The Committee shall have the power to buy, sell, improve, manage, lease, mortgage or dispose of all or any property, whether movable or immovable; to raise, borrow and secure payment of money, and to accept donations in furtherance of the objects of the Society.
- 4.7 True accounts shall be kept of all monies received and expended by the Society and of the assets and liabilities of the Society.
- 4.8 The Committee shall have the power to open such banking accounts as it deems necessary for the purpose of the good operation of the Society.
- 4.9 The funds of the Society shall be applied to the promotion of the objects of the Society.
- 4.10 Distribution of funds and the conditions pertaining thereto will be controlled by the Committee and communicated to the membership.
- 4.11 Any single expenditure above R100 000.00 shall be approved by the Committee with a minimum three-quarter vote by those present in favor of the said expenditure.
- 4.12 Any change to the expenditure limit must be approved at the Annual General Meeting or a specially convened General Meeting with a minimum three-quarter vote by show of hands of those present in favor of the said change.

- 4.13 The fiscal year shall be the calendar year.
- 4.14 The accounts of the Society shall be audited annually and presented to the Annual General Meeting for approval.
- 4.15 All documents and instruments required to be signed on behalf of the Society shall be signed by three persons duly authorised by a resolution of the Committee.
- 4.16 Each member of the Committee shall be accountable only in respect of his own acts and shall not be accountable for any acts done or authorised to which he shall not have expressly assented, and no member of the Committee shall incur any personal liability in respect of any loss or damage incurred through any act, matter or thing done, authorised or suffered by him, being done in good faith for the benefit of the Society, although in excess of his legal power.
- 4.17 The Committee may, upon receipt of a request to that effect from any organisation with objectives kindred to those of the Society, arrange for the incorporation of such organisation into the Society on such terms and conditions as may be agreed upon, provided that any such incorporation shall be subject to sanction by a Special General Meeting of the Society convened for such purpose.

## 5. **MEETINGS OF THE SOCIETY**

### 5.1 **Annual General Meeting**

The Annual General Meeting shall receive and consider the Annual Report of the Society, the audited Revenue and Expenditure Account and Balance Sheet, an announcement of the proposed membership fees of the Society for the ensuing year, and to conduct such other business as the Committee may propose.

A minimum of ten members in good financial standing must be in attendance at the Annual General Meeting to constitute a quorum.

### 5.2 **Special General Meeting**

The Society may at any time convene a Special General Meeting. The Society shall convene a Special General Meeting within thirty days of the receipt of a written application from not less than ten members in good standing, provided that such application specifies the reason(s) for which the meeting is required.

### **5.3 Notice of Annual General and Special General Meeting**

Notices convening Annual General and Special General Meetings shall be dispatched to members at their registered addresses or by electronic mail not less than fourteen days prior to the date specified for such meetings.

### **5.4 Committee meetings**

Meetings of the Committee will be held every two months to progress the affairs of the Society.

Special meetings of the Committee may be called when the need arises.

## **6. VOTING**

6.1 All members, other than Student members, in good standing shall be entitled to vote.

6.2 A member who is unable to be present at an AGM or Special General Meeting may vote by proxy. The person appointed as proxy shall be a member of the Society in good standing and such appointment shall be made in writing to the Committee Secretary.

## **7. AMENDMENTS TO THE CONSTITUTION**

Should the Committee consider it expedient to propose any change to the Constitution in the way of addition, alteration, or repeal, or should not less than twenty Members express in writing a desire for such change, the same shall be considered at a Special General Meeting convened for that purpose, when it shall be necessary for the adoption of any amendment to the Constitution that not less than two-thirds of the votes cast shall be in favour thereof.

## **8. LIQUIDATION OF THE SOCIETY**

8.1 The Society may be liquidated and its affairs wound up, or it may be amalgamated with any similar body by a resolution submitted to and adopted at an Annual General Meeting, at which not less than three quarters of the votes cast are in favour of such dissolution or

amalgamation, subject to confirmation by a postal ballot, in which not less than one quarter of the members entitled to vote cast their votes, and not less than two-thirds of the votes cast, are in favour of dissolution or amalgamation.

- 8.2 In submitting the resolution to liquidate to members, it shall be necessary to decide the manner in which any surplus assets of the Society, after settlement of its debts, shall be distributed. Disposal of such surplus shall be approved by the membership as per 8.1

## 9. **AWARDS**

- 9.1 A Certificate shall be awarded, if appropriate, on an annual basis at the discretion of the Committee to the best student in Coal Processing at a tertiary institute of learning.
- 9.2 The Merit Award for outstanding contribution to Coal Processing shall be awarded, if appropriate, on an annual basis at the discretion of the Committee.
- 9.3 The Professor David Horsfall Memorial Lecture shall be awarded, if appropriate, on an annual basis to a guest speaker of notable standing within the International Coal Preparation industry who in the opinion of the Committee is deserving of such recognition.