



Approval of Supplemental Royal Charter and By-Laws of the Australasian Institute of Mining and Metallurgy (AusIMM)

Background

The Australasian Institute of Mining and Metallurgy (the AusIMM or the Institute) was founded in 1893 and was later incorporated under Royal Charter in Australia and New Zealand in 1955.

In 2014, the AusIMM began the process of consultation to review its governance and related governing documents. Following an extensive program of member feedback and expert advice, member approval of a proposed supplemental Royal Charter and new By-laws was obtained in accordance with the then applicable requirements of the Royal Charter and By-Laws on 7 August 2017.

On 12 December 2017, the Governor-General of Australia granted a supplemental Royal Charter and approved new By-laws, thereby confirming AusIMM's incorporation under Royal Charter. The supplemental Royal Charter and By-laws came into effect on 1 January 2018.

Explanation of changes

1. Reduce complexity

This was a key driver of the review of the Royal Charter and By-laws as modern governance is integral to ensuring the ongoing relevance and viability of the organisation. Under the supplemental Royal Charter and new By-laws, important aspects of the Institute's structure and operations are enshrined. These include the purpose of the Institute, member rights and eligibility, Board structure and voting procedures. Regulations then sit under the By-laws to guide more specific processes across areas such as management of complaints, membership application requirements and the AusIMM's professional accreditation scheme.

2. Modernise the purpose

The following purpose is included in the supplementary Royal Charter:

Purpose

- *The purpose of the Institute is to advance the sciences applying to the minerals industry for the benefit of the community.*
- *The Institute will achieve its purpose by:*
 - *conducting education and research;*
 - *facilitating the exchange of ideas and information;*
 - *encouraging the development and acquisition of knowledge and competency;*
 - *promoting sustainable and ethical professional practice in the minerals industry;*
 - *setting and maintaining high professional standards for its members;*
 - *providing leadership and service to its members; and*
 - *informing the community about the minerals industry.*

3. Rationalise company engagement

The AusIMM is the leading representative body of professionals working in the minerals sector. While we value the support we receive from companies across many of our activities, there has been consensus from members that membership categories should focus on individual professionals, rather than companies. The grade of Company member has been removed from the Royal Charter and By-laws.

4. *Modify voting eligibility*

Associate membership is open to individual's working in the minerals sector who may not have a tertiary degree, but may be highly experienced in their field of practice. In order to increase engagement and empowerment of these individuals, who may be working towards becoming Members or Fellows, including them in the nomination and voting of Board elections is important.

Graduate members are tertiary qualified individuals in the process of obtaining sufficient industry experience to progress to the next stage of their career. These individuals are the future Members and Fellows of the Institute.

Graduate and Associate members participate in a range of other democratic processes available to them and, as the Board is charged with the responsibility to represent the interests of *all* members, increasing participation in Board elections is beneficial.

Graduate, Associate, Member and Fellow members of the Institute are entitled to vote at annual general meetings and extraordinary general meetings. This change to extend voting rights to also encompass election of AusIMM Board members provides consistency across all ballot types.

5. *Limit Past President tenure*

The current By-laws allow for the Immediate Past President to continue of the Board for up to two years. Members agreed that a one-year handover was sufficient.

6. *Remove non-performing directors*

This element of appropriate, modern governance was felt to be lacking in the previous Royal Charter and By-laws. The new Royal Charter and By-laws set out a process whereby directors who fail to attend to their duties without leave of absence for a period of three consecutive meetings may be removed by Board resolution. Congress may, by resolution, remove a director who, in the opinion of Congress, has failed to carry out their responsibilities as a director.

7. *Modernise extraordinary general meeting function*

With an organisation so geographically dispersed, and the benefits afforded by technology in allowing flexible, timely engagement in discussion and voting, the Extraordinary General Meeting function has been replaced with a membership ballot that can be conducted asynchronously. The need for a physical meeting at a set time and place may inhibit many members from engaging in voting on issues relevant to the membership.

8. *Establish responsibility for strategy*

The new By-laws have been amended to reflect the Institute's current strategic planning cycle, which incorporates input from strategic discussions at Congress into the Board's development of a strategic plan for implementation by the AusIMM Management Team and Communities of Interest. Congress will contribute to, rather than approve, the strategic plan.

Further information

A complete version of the new Royal Charter and By-laws can be obtained from the AusIMM's website www.ausimm.com/by-laws