

## Preamble

All members of the AusIMM must always comply with the Institute's Charter, By-Laws, Code of Ethics, regulations and any professional codes adopted by the AusIMM Board ('the Board'). Compliance is monitored and enforced through the AusIMM Professional Standards Compliance Process (PSCP)<sup>1</sup>, the purpose of which is to uphold professional standards for the benefit of the community, resource professionals, and members.

Complaints relating to the conduct of AusIMM entities (i.e., branches, committees or the Board) must be referred to the Board through the President.

The PSCP is initiated when a formal complaint is made concerning the professional activities of a current AusIMM member including when holding an officer<sup>2</sup> position with the Institute; there is no jurisdiction for action taken while a non-member or for activity outside of their profession unless this is supported by civil or criminal proceedings.

The adherence to strict confidentiality requirements by the complainant(s), respondent(s), Committee members, the AusIMM Board and Management Team, and any independent third party(ies) appointed to review the complaint is paramount to the integrity of the PSCP.

The AusIMM will conduct the PSCP in accordance with the following regulations and in a timely manner.

Complaints which are trivial or vexatious in nature will not be accepted. The PSCP does not resolve complaints and disputes relating to payment or other commercial arrangements between parties. Such complaints will not be accepted but may be recommended to be resolved through alternative dispute resolution procedures.

The Professional Conduct Committee confirms the acceptance of a complaint and adjudicates all complaints that are accepted. The Ethics Committee adjudicates any complaint considered by the Professional Conduct Committee to potentially involve anything more than a minor or procedural breach of the Code of Ethics. This dual committee approach allows the majority of complaints to be handled without implication of unethical behaviour.

The onus is on the complainant(s) to provide information supporting a complaint. The Professional Conduct and Ethics Committees can seek additional information and/or advice as deemed appropriate and decide what is relevant. Either committee may, if necessary, redefine a complaint or expand a complaint based on available information if considered appropriate, to maintain professional standards. The Ethics Committee may recommend the referral of a complaint to a relevant regulatory or statutory body.

Procedural fairness dictates that a member whose professional conduct is in question will be provided with details of the allegations deemed admissible by the adjudicating Committee, and the relevant supporting documentation, and will be invited to provide a written response.

## AusIMM Professional Conduct Regulations Commencement

1. These Regulations are the Professional Conduct Regulations 2022 and effective from 1 January 2022.

## Interpretation

2. In these Regulations, words and expressions have the same meanings as in the Charter and By-Laws.

## Responsibilities

3. By-Laws 8.3 and 9.2 require that all members always comply with the AusIMM's Charter, By-Laws, Code of Ethics, Regulations and any professional codes adopted or recognised by the AusIMM Board. These are published on the AusIMM's website. Adherence to these requirements applies to all members of any grade.
4. Professional codes adopted or recognised by the Board include, but are not limited to, The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, (JORC Code) and the Australasian Code for Public Reporting of Technical

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<sup>1</sup> The PSCP applies to all members globally. Members should also familiarise themselves with the relevant legal and regulatory requirements in the environments in which they are working.

<sup>2</sup> An 'officer' includes a person elected or placed into a position that is formally recognised by AusIMM's Royal Charter, namely a Director or Delegate; or a Committee Member and will not be an employee of AusIMM.

Assessments and Valuations of Mineral Assets (VALMIN Code). Other recognised professional codes include the CRIRSCO Template and the mineral resource and mineral reserve classification systems recognised by CRIRSCO.

5. The AusIMM Chief Executive Officer (CEO) must ensure the publication of an annual report summarising the investigation(s) of alleged non-compliance by AusIMM members of matters pertaining to the AusIMM's Charter, By-Laws, Code of Ethics, Regulations and any Professional Codes adopted or recognised by the Board.
6. The CEO will delegate the responsibilities outlined in these Regulations to any member of staff of the AusIMM.

## **Complaints**

7. Any person(s), or organisation(s), may lodge a complaint in respect of the actions of a member or members.
8. Every complaint must be submitted in writing using the appropriate forms, available on the AusIMM website, which must be lodged via the compliance email address noted on the form, and should include:
  - a) the full name(s) and contact details for the complainant(s);
  - b) the name(s) and any other available identifying details for the respondent(s) to the complaint;
  - c) an unambiguous, comprehensive and clear description of the alleged breaches of the AusIMM's Charter, By-Laws, Code of Ethics, Regulations and/or any Professional Codes adopted or recognised by the Board;
  - d) documentation supporting the allegations;
  - e) a description of any commercial relationship or potential for perceived conflict of interest between the complainant(s) and the respondent(s) to the complaint.

An incomplete or non-specific complaint will not be accepted for investigation, and the complainant(s) will be advised accordingly.

9. Upon receipt of a complaint which meets the requirements of Clause 8, the CEO nominee will:
  - a) confirm the person(s) named as respondent(s) to the complaint is (are) a current member and was a member at the time the alleged breach occurred. If a member resigns during the investigation of a complaint, then that member shall not be eligible to reapply for membership for a minimum period of five years or longer if agreed by the Board;
  - b) refer the matter to the Professional Conduct Committee for investigation;
  - c) advise the complainant that the matter has been referred to the Professional Conduct Committee;
  - d) inform complainants and respondents they are bound by confidentiality, as outlined in the Preamble and may not share any information concerning the complaint with any other party unless expressly permitted by the Professional Conduct Committee, Ethics Committee or AusIMM Board. This confidentiality provision does not preclude a complainant making substantially similar allegations to another professional organisation to which the respondent belongs and which has an enforceable Code of Ethics or Conduct or to a regulatory statutory body.
10. The CEO may recommend to the Board that the respondent's (or respondents') membership be suspended or withdrawn during the investigation and determination of a complaint where there are very serious allegations underpinned by strong supporting documentation.
11. If a complaint is made against a member(s) in their capacity as an officer(s) of the Institute where there are serious allegations underpinned by supporting documentation, then during the period of the investigation and finalisation of the complaint, that member(s) should stand down from that role.

## Professional Conduct and Ethics Committees

12. The Board must establish a Professional Conduct Committee and an Ethics Committee. A member is unable to serve on both committees simultaneously.
13. The Professional Conduct Committee shall be constituted with a minimum of six Honorary Fellow or Fellow members. A quorum of the Professional Conduct Committee shall be three members.
14. The Ethics Committee shall be constituted with a minimum of six Honorary Fellow or Fellow members. One member of the Ethics Committee shall be a Board director. A quorum of the Ethics Committee shall be three members.
15. Responsibilities of the Board director, as a member of the Ethics Committee, include informing the Board of matters before the Committee which could place the AusIMM at risk, and introducing to the Board matters referred under Clause 31; however, the Board director should recuse themselves from subsequent discussion and decisions regarding the referred matters.
16. The Board will appoint all members of the Professional Conduct and Ethics Committees. Professional Conduct and Ethics Committee members may be appointed for terms of up to three years and may serve on the committee for up to six consecutive years at the Board's discretion.
17. The Board will appoint the Chair and may appoint a Deputy Chair to each Committee. The Board Director shall not be the Chair or Deputy Chair of the Ethics Committee.
18. Members of the Professional Conduct and Ethics Committees must declare and have formally recorded in meeting minutes any potential, real or perceived conflicts of interest<sup>3</sup> in a complaint matter under consideration and must recuse themselves where appropriate. If a Committee is unable to achieve a quorum due to the enactment of this provision, the Board may appoint additional members for the purposes of dealing with the relevant complaint matter.
19. All deliberations of the Professional Conduct and Ethics Committees are confidential, and the name(s) of the complainant(s) must not be revealed to the respondent(s) unless this is considered necessary for the proper investigation of the claim. This will only occur with the written permission of the complainant(s) or as required by a judge, court or other competent authority. Should the complainant(s) not provide permission as requested, the committee may terminate further investigation into the complaint.
20. The name of a complainant(s) or respondent(s) must not be revealed to any parties external to the AusIMM Board, Professional Conduct and Ethics Committees, advisory panels and independent experts except on a "need to know" basis (as determined by the Professional Conduct, the Ethics Committees or the Board) and as necessary to maintain professional standards, protect the community or comply with legal requirements. This may involve communication with companies, other professional bodies, regulatory and statutory bodies. Additionally, the Board may approve the public naming of a member(s) in accordance with Clause 34.
21. The Professional Conduct and Ethics Committees must operate within the requirements of the Charter, By-Laws and these Regulations, and in doing so may vary or develop further procedures and protocols to guide their operations, within the intent of the PSCP as outlined in the preamble.
22. The CEO must ensure secretariat support services are available to assist the effective operation of the Professional Conduct and Ethics Committees.

## Investigations

23. The Chair of the Professional Conduct Committee (or designate) must consider all complaints received which meet the requirements of Clause 8 and refer the complaint to the full Professional Conduct Committee.

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<sup>3</sup> A conflict of interest arises where a member's professional duty and personal interests will or could improperly influence the performance of his or her duties, irrespective of whether an actual conflict exists.

24. In investigating a complaint, the Professional Conduct Committee must provide the respondent(s) with relevant details of matters they consider admissible within a complaint and invite the respondent(s) to provide a written response to the matters raised within a specified timeframe, and consider any response provided. It is not a requirement that the respondent(s) receive a copy of the original complaint, but the respondent(s) must be provided with sufficient information to understand its entire context without revealing details that may identify the complainant.

In addition, the Professional Conduct Committee may:

- a) seek advice or if appropriate additional information from the Board, CEO, Fellows of the Institute, industry experts, relevant AusIMM Committees, regulators, securities exchanges, independent experts and other relevant third parties;
  - b) seek additional information relating to the complaint from the complainant(s) and/or the respondent(s);
  - c) make use of relevant information available in the public domain (for example, company records, Public Reports, court documents);
  - d) redefine or expand a complaint if this is considered necessary to uphold professional standards.
25. The processes of the Professional Conduct Committee may be suspended if a complaint is the subject of or directly connected to alternative resolution, a trial or being considered by a judge, tribunal or court.
26. At the conclusion of its investigation, the Professional Conduct Committee will:
- a) dismiss a complaint which it determines is trivial or vexatious;
  - b) dismiss a complaint which it finds is unsubstantiated;
  - c) dismiss a complaint due to lack of sufficient details requested from the complainant;
  - d) dismiss a complaint arising from a lack of timeliness by the complainant in complying with any request for further information;
  - e) recommend a matter be settled by alternative dispute resolution;
  - f) determine the outcome of a complaint which it deems is a minor breach of the respondent's obligations under the AusIMM Charter, By-laws, Regulations or Code of Ethics or a procedural breach of the Professional Codes; or
  - g) determine the outcome of any complaint, except those which potentially involve a material breach of any clause of the Code of Ethics (which may include unprofessional behaviour, or ethical breaches of the Professional Codes); the latter are referred to the Ethics Committee for determination.
27. If the Professional Conduct Committee determines that a complaint is substantiated, it may impose a remedy, which may include an advisory notice, a caution, or issue a formal remedy in the form of a warning. The Professional Conduct Committee may also require the respondent(s) to take actions to redress the breach including notifying any related parties or regulatory or statutory bodies, arrange the formal re-issue of any affected public report(s) or to undertake professional training. The Professional Conduct Committee may not impose sanctions involving suspension of membership or expulsion from membership.
28. At the conclusion of the Professional Conduct Committee investigation, the CEO must write to the complainant(s) and respondent(s) to advise them of the Committee's determination, the reasons for that determination, and any remedy or sanction imposed. In the case of the Professional Conduct Committee determining the matter be referred to the Ethics Committee, the CEO nominee must make all material from the Professional Conduct Committee investigation available to the Ethics Committee, including a summary of information considered to be relevant to the case.
29. Except for a decision to refer a complaint to the Ethics Committee, any party to the complaint may appeal the decision of the Professional Conduct Committee to the Ethics Committee. An appeal (outlining the grounds) must be lodged in writing using the appropriate forms, available on the AusIMM website, within 30 days of the date of the outcome advice and all parties to the complaint must be advised of the acceptance of an appeal. When adjudicating the appeal, the Ethics Committee may seek clarification of any aspect from the parties.
30. In considering an appeal against determinations of the Professional Conduct Committee, the

Ethics Committee may uphold or vary those determinations. The Ethics Committee may refer a matter back to the Professional Conduct Committee for further investigation.

31. The Ethics Committee must consider any matter referred to it by the Professional Conduct Committee, or any decision of the Professional Conduct Committee appealed in accordance with Clause 29.
32. In considering a complaint, the Ethics Committee will prepare and issue to the respondent(s) a statement outlining the allegations along with any supporting documentation the Committee deems admissible and relevant, including redacted expert reports. The Ethics Committee must invite the respondent(s) to provide any further written response to the matters raised. The Ethics Committee must review the Professional Conduct Committee's investigation, taking into consideration any further information provided by the parties to the complaint.

In addition, the Ethics Committee may:

- a) seek further information from the complainant(s) or respondent(s);
  - b) seek professional advice;
  - c) seek advice from the Board, CEO, regulators, securities exchanges, independent experts and other relevant parties;
  - d) make use of relevant information available in the public domain (for example, company records, Public Reports, course documents);
  - e) redefine or expand a complaint if deemed necessary to uphold professional standards.
33. At the conclusion of its investigation, the Ethics Committee will:
    - a) dismiss a complaint which it determines is trivial or vexatious;
    - b) dismiss a complaint which it finds is unsubstantiated;
    - c) dismiss a complaint due to lack of sufficient details requested from the complainant(s);
    - d) dismiss a complaint arising from a lack of timeliness by the complainant(s) in complying with any request for further information;
    - e) recommend a matter be settled by alternative dispute resolution; or
    - f) determine the outcome of a complaint which it deems is a breach of the respondent's (respondents') obligations under the Code of Ethics.
  34. The Ethics Committee may impose remedies that it determines are appropriate to the circumstances and these are outlined in clause 41.
  35. At the conclusion of the Ethics Committee's investigation (including any review and endorsement required by the Board), the CEO nominee must write to the complainant(s) and respondent(s) to advise them of the Committee's determination, the reasons for that determination, and any remedy imposed.
  36. Any party to the complaint may appeal the determinations of the Ethics Committee to an independent third party appointed by the Board. An appeal (outlining the grounds) must be lodged using the online appeal template within 30 days of the date of the outcome advice and all parties to the complaint must be advised of the acceptance of an appeal.
  37. The independent third party, (one or more persons not necessarily members of the AusIMM) appointed by the Board to consider an appeal will do so as soon as practicable after their appointment. They shall be provided with all of the relevant material before the Professional Conduct Committee and Ethics Committee when making the decision under appeal. They may seek clarification of any aspect from either the appellant(s) or the Ethics Committee. Any new material may be brought forward if it is considered this has emerged since the earlier Professional Conduct or Ethics Committee determination and will assist in the adjudication of the appeal.
  38. The determination of the independent third party appointed to consider an appeal shall be final. No further avenue of appeal will be considered, nor will be available, through the AusIMM. The parties to the complaint and the Board must accept the determinations made by the independent third party; however, remedies and sanctions remain subject to those available in Clause 41.
  39. All deliberations of the Professional Conduct Committee, the Ethics Committee, and an independent third party appointed to consider an appeal against an Ethics Committee determination shall be confidential, except in the circumstances where the Board determines there is a need to advise others when deemed necessary to uphold professional standards

and protect the community.

### **Disciplinary procedures**

40. All members are required to respond to complaint investigations in a timely, open and honest manner. The Professional Conduct Committee may impose a remedy as outlined in clause 27.
41. If the Ethics Committee determines that a complaint is substantiated, it may impose a remedy which may include an advisory notice, a caution or issue a formal remedy in the form of a warning. The Ethics Committee may also recommend more serious sanctions including membership suspension or expulsion from membership and the public release of details of the Ethics Committee's adverse findings against the respondent. Such sanctions must be reviewed and if deemed appropriate, endorsed by the Board before they can be applied. The Ethics Committee may recommend that the AusIMM notify any relevant parties or regulatory or statutory bodies, and may also require the respondent to take actions to redress the breach including to arrange the formal reissue of any affected public report(s) or undertaking of professional training.
42. Upon recommendation from the Professional Conduct Committee or the Ethics Committee, the Board may require recovery of external costs incurred by the AusIMM in investigating a complaint matter from a member deemed to be in breach. The AusIMM may issue a Tax Invoice (invoice) to the member(s) deemed to be in breach. Failure by a member(s) to pay costs which the Board determines should be recouped from a member(s) deemed to be in breach, will result in:
  - a) suspension of membership if payment is not received within three months after the date of issue of an invoice, and
  - b) expulsion from membership if payment is not received within nine months of the date of issue of that invoice.
43. Determinations by the Professional Conduct and Ethics Committees, or the independent third party hearing an appeal against the Ethics Committee's determinations, must be implemented by the CEO, the Board and the relevant member(s) upon the expiry of any opportunities for appeal as set out in these Regulations.
44. The adherence to strict confidentiality requirements by the complainant(s), respondent(s), Committee members, the AusIMM Board and Management Team, and any independent third party appointed to review the complaint is paramount to the integrity of the PSCP.