

Charter and Rules of the Global Mining Guidelines Group (GMG)

ARTICLE I - NAME

1. The Group shall be known as Global Mining Guidelines Group.

ARTICLE II – CHARTER

1. The Global Mining Guidelines Group Charter is to:
 - Support, assist, communicate, and continually improve the mining community in the development and application of existing and potential guidelines.
 - Facilitate and endorse the development and use of standards information and knowledge for the global mining community.
 - Provide mentoring and knowledge.
 - Develop strong relationships and collaboration with related international and national industry and standards bodies.
 - Research, receive, identify, or determine potential guidelines of benefit to the mining industry.
 - Provide leadership and development on selected initiatives to benefit industry as a whole.
 - Maintain an active and strong collaborative and bi-directional relationship with mining associations and organisations based around the world.

ARTICLE III – PRINCIPLES OF OPERATION

1. The Guiding Principles of the Global Mining Guidelines Group shall include the following:
 - *Inclusivity* – The Global Mining Guidelines Group will be an organization where the mining community is invited to share knowledge and fellowship, including but not limited to operators, OEMs, distributors, technology suppliers of all industries, mining industry vendors, the academic and consulting communities, and government with interest in the system, computing, and automation aspects of mining.
 - *Collaboration* – The Global Mining Guidelines Group will actively pursue opportunities to communicate, collaborate, and coordinate events of mutual interest with other global organizations with a similar vision, mission, and activities.

- *Accessibility* – The Global Mining Guidelines Group serves the entire mining industry and will strive to coordinate with all stakeholders of the mining industry to deliver on its mission within as many geographical regions as possible and practical.
- *Encouragement* – The Global Mining Guidelines Group will actively encourage involvement in knowledge sharing, and leadership and operation in general at all levels of the industry.

The Global Mining Guidelines Group prides itself on being the repository, focus and a “clearing house” for knowledge sharing and industry growth, and as such will not actively participate in political or lobbying activities; however it will endeavour to provide all industry stakeholders access to any technical knowledge.

ARTICLE IV - RELATIONSHIP TO THE CANADIAN INSTITUTE OF MINING, METALLURGY AND PETROLEUM

1. The Global Mining Guidelines Group shall be governed by its Charter and Rules and by the Constitution and By-Laws of the Canadian Institute of Mining, Metallurgy and Petroleum in conformity with the laws of Canada.
2. The Global Mining Guidelines Group Charter and Rules are based upon and are in addition to the Charter and Rules of the Canadian Institute of Mining, Metallurgy and Petroleum.
3. The Global Mining Guidelines Group works as part of the Canadian Institute of Mining, Metallurgy and Petroleum Surface Mining Society.
4. The Global Mining Guidelines Group shall be represented on the Council of the Institute by the Surface Mining Society Chairman or designate.

ARTICLE V – PARTICIPANTS AND MEMBER COMPANIES

1. The Participants of the Global Mining Guidelines Group shall consist of such persons who participate in the Global Mining Guidelines Group community through projects, working groups, events and other means.
2. The Members of the Global Mining Guidelines Group shall consist of such companies who by intent and/or practice, subscribe to the objectives of the Global Mining Guidelines Group.

ARTICLE VI - OFFICERS

1. The Officers of the Global Mining Guidelines Group shall be the
 - Chair
 - Vice Chair
 - Outgoing Chair
 - Vice Chair Working Groups
 - Vice Chair International Standards
 - Secretary

- Treasurer
 - Managing Director
2. These Officers shall constitute the Executive Council of the Global Mining Guidelines Group.
 3. The duties of the Officers of the Global Mining Guidelines Group shall be those as set out in the Global Mining Guidelines Group's Operations Manual. Terms of office for Officers shall be as follows:
 - a. The Vice Chair, Chair and Outgoing Chair terms are each two years and are served consecutively.
 - b. The Vice Chair shall be elected at an Annual General Meeting.
 5. Appointment of Officers
 - a. The Secretary and Treasurer shall each be appointed by the Executive Council.
 6. New Officer Roles
 - a. The Executive Council can create new Officer positions or suspend Officer positions if it determines that the position benefits are no longer relevant to the running of the Global Mining Guidelines Group.
 - b. The Officer positions of Chair, Vice Chair, Outgoing Chair, Treasurer and Secretary cannot be suspended.

ARTICLE VII - DUES AND FINANCE

1. The Participant fees of the Global Mining Guidelines Group are \$0.00.
2. Member Company fees shall be determined by the Global Mining Guidelines Group Executive Council.
3. All funds accruing from other sources shall be part of the Global Mining Guidelines Group treasury.
4. All the Global Mining Guidelines Group funds are held within Canadian Institute of Mining, Metallurgy and Petroleum.
5. These funds fall under the Canadian Institute of Mining, Metallurgy and Petroleum accounting procedures.
6. The annual budget outlining the expenditure of funds received by the Global Mining Guidelines Group shall be authorized by the Executive Council of the Global Mining Guidelines Group.
7. The Treasurer of the Global Mining Guidelines Group shall present quarterly financial reports to the Executive Council.
8. The Treasurer of the Global Mining Guidelines Group shall present an annual financial report to the Executive Council showing the Global Mining Guidelines Group receipts from all sources and complete disbursements. The annual financial report will then be made available to all Global Mining Guidelines Group Members.

ARTICLE VIII - MEETINGS

1. The Global Mining Guidelines Group Executive Council shall meet, personally or via a conference call, a minimum of 4 times annually to consider any ordinary business concerning the Global Mining Guidelines Group which may be brought before it, including the election of Officers of the Global Mining Guidelines Group, and any special business, including proposed amendments of the Global Mining Guidelines Group's Charter and Rules.
2. Additional meetings may be called by the Chair of the Global Mining Guidelines Group.
3. Quorum of the Executive Council shall be 50% plus one of the Executive Council members.
4. An Annual General Meeting will be held within the first six months of a calendar year. Notice of the date, time and place of the Annual Meeting and any special business, including proposed amendments of the Charter and Rules, to be transacted at such meeting shall be published by the Global Mining Guidelines Group at least sixty days prior to the date of the meeting.

ARTICLE IX – WORKING GROUPS AND SPECIAL COMMITTEES

1. The Global Mining Guidelines Group shall be composed of constituent Working Groups, each to represent major fields related to the mining industry.
 - a. Working Groups shall be determined by majority vote of the GMG Members. The Working Groups shall be governed by such regulations as may be formulated by the Executive Council.
 - b. The Leaders of the Working Groups shall each be approved by the Executive Council.
 - c. The Executive Council will discharge a working group when it is deemed to have finished its role.
2. Special Committees may be designated by the Executive Council as it may consider necessary or desirable. Such committees shall be discharged on completion of their special duties.
3. All members of the Working Groups and Special Committees will adhere to the Canadian Institute of Mining, Metallurgy and Petroleum Governance Policies Code of Conduct.

ARTICLE X - GOVERNANCE

1. The Canadian Institute of Mining, Metallurgy and Petroleum is the overarching governance umbrella for the Global Mining Guidelines Group governance.
2. If there is a conflict with the Global Mining Guidelines Group governance and the Canadian Institute of Mining, Metallurgy and Petroleum governance, the Canadian Institute of Mining, Metallurgy and Petroleum governance will take precedence.
 - a) Should there be any governance conflict, the Global Mining Guidelines Group Secretary will seek clarification from the Canadian Institute of Mining, Metallurgy and Petroleum.
3. The basic authority of the Global Mining Guidelines Group shall be its Members.
 - a. Members vote on:
 - i. Launching working groups

- ii. Publishing guidelines
 - iii. Changes to the by-laws
4. The Executive Council shall approve an Operations Manual prepared by the Managing Director which covers the functioning of the Global Mining Guidelines Group, setting out the regulations, policies and procedures for the Working Groups, Officers, Executive Council Members, members, participants, and GMG staff and contractors.
- a) The Operations Manual does not constitute part of the Charter and Rules and the Executive Council may approve amendments to the Manual without the formal approval of the Membership.

ARTICLE XI – APPOINTMENTS, NOMINATIONS AND ELECTIONS

1. A Nominating Committee of four members shall be appointed by the Executive Council at least six months prior to the Annual General Meeting. The Nominating Committee shall include the Outgoing Chair, who shall act as chair of the Committee, and one Executive Council member.
2. The Nominating Committee shall select:
 - a. The nominee(s) for Vice Chair, who, on election, will automatically serve three consecutive two-year terms on the Executive Council as Vice Chair, Chair and then Outgoing Chair. The nominee must be a GMG Member in good standing.
3. The Executive Council shall appoint the Secretary and Treasurer.
4. Vacancies occurring in any office, or among the Executive Council, shall be filled by vote of the Executive Council for any unexpired portion of the term of office, except in the event of a vacancy in the Global Mining Guidelines Group Chair, whereupon the Vice Chair shall assume the office of Chair for the unexpired term.

ARTICLE XII - AMENDMENTS

1. Amendments to these Charter and Rules may be proposed by a written petition to the Executive Council signed by not less than twenty-five Members of the Global Mining Guidelines Group, or by a majority vote of the Executive. Amendments proposed by petition shall be duly considered at the next meeting of the Executive and, if it is deemed advisable by the Executive, shall be submitted to the Members.
2. Proposed amendments shall be published by the Global Mining Guidelines Group at least two months prior to the Annual Meeting and shall be submitted to the Members for a vote at the Annual Meeting. Adoption shall result from a majority vote in favour of the proposed amendment(s).