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SECTION 1: OVERVIEW

Purpose
The Global Mining Guidelines Group (GMG) was founded to foster collaboration between mining companies, original equipment manufacturers (OEMs) / original technology manufacturers (OTMs), regulators, research organizations, universities, and other institutions affiliated with the mining industry.

GMG is an industry-led network of international Member Companies, which addresses challenges with, by, and for the global mining community by promoting industry networking and collaboration, driving innovation and technological optimization, and developing multidisciplinary guidelines and best practices.

GMG’s purpose is to enhance the safety, innovation, and sustainability of the global mining community by facilitating and accelerating collaboration among industry stakeholders.

GMG History
GMG (formerly known as Global Mining Standards and Guidelines Group [GMSG]) evolved from efforts by the Surface Mining Association for Research and Technology (SMART) members and it is a committee under the CIM Surface Mining Society. However, the GMG mandate extends beyond surface mining and covers underground mining, as well as many aspects of the mining process. The launch of GMG was the result of 12-years of efforts by mining operators.

In 2000, as some operators recognized that they faced the same challenges around access to onboard data, an informal effort began. By 2005, the effort was formally organized under SMART with a charter and a plan to engage with the OEMs and OTMs. Over the following seven years, SMART members engaged the OEMs and OTMs, developed baseline standards and documentation, and increased industry-wide communications and engagement.

In 2010, a SMART industry summit was held in Vancouver during the annual convention of the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), bringing together SMART Members with OEMs and OTMs.

SMART faced a number of limitations that necessitated the evolution to a new organization to move forward. These limitations included:

- SMART was a voluntary organization of surface mine operators.
- Success relied on a group of volunteer mine operators, so its efforts and progress were inconsistent.
- The initiative required dedicated time, effort, resources, and process beyond the volunteer base capacity.
• SMART members did not include OEMs, OTMs, vendors, or suppliers, thus representing only part of the industry.
• SMART had no structure for funding, resourcing, or processes.
• OEMs and OTMs questioned the commitment of the mine operators.

It became apparent that a more formal structure was required, to lend substance, organization, and commitment to the issues and have a greater impact for developing mining technology and work practices.

The result was the creation of the Global Mining Standards and Guidelines Group (GMSG) under the CIM Surface Mining Society, which was officially launched in May 2012. The Society for Mining, Metallurgy and Exploration (SME) became a partner organization in 2012. Both SME and CIM committed to three year’s seed funding for GMSG and had a representative on the GMSG Council. The Australasian Institute of Mining and Metallurgy (AusIMM) and the Southern African Institute of Mining and Metallurgy (SAIMM) joined as partner organizations providing two year’s seed funding and with seats on the GMSG Governing Council in 2013. Although part of the CIM Surface Mining Society, it became clear that there was demand for such an organization to serve both surface and underground mining communities. The organization was founded with a charter and plan for collaboration between mine operators, OEMs, and OTMs.

In May 2018, the organization’s name changed to the Global Mining Guidelines Group (GMG) to better reflect its purpose.

GMG’s membership grew steadily from 2012, and includes mining companies, OEMs, OTMs, third party suppliers, consultants, research institutes, and academia.

Principles and Values

GMG operates as a global, open and non-biased member-led organization founded on the values of transparency, trust, inclusivity, and integrity. As stated in Article III of GMG’s Charter and Rules (see Appendix 1), GMG’s principles of operation include the following:

• **Inclusivity** – GMG 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** – GMG will communicate, collaborate, and coordinate events of mutual interest with other global organizations with similar visions, missions, and activities.

• **Accessibility** – GMG 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** – GMG will actively encourage involvement in knowledge sharing, and leadership and operation in general, at all levels of the industry.
GMG prides itself on being the repository, focus and a “clearing house” for knowledge sharing and industry growth, and as such will not participate in political or lobbying activities; however, it will endeavour to provide all industry stakeholders access to any knowledge.

Interpretation

The information in this document is accurate as of October 5, 2021, and revisions and amendments of its articles are to be left to the discretion of the Executive Council.

SECTION 2: CONSTITUENCY

The participants of GMG shall consist of such persons who participate in the GMG community through projects, Working Groups, events, and other means.

The Member Companies of GMG shall consist of such companies who by intent and/or practice subscribe to the objectives of GMG.

Decision-Making, Reporting, and Advising

Figure 1. Summary of Decision-Making, Reporting, and Advising Processes
Executive Council

Purpose

GMG’s Executive Council is responsible for administering the affairs of GMG.

The Executive Council represents the membership of GMG and is directly accountable to the GMG membership. They also have a fiduciary duty to those who provide funds to GMG and to its staff for the sound administration of GMG. In addition, they have a general duty of trust to those served by GMG.

Every Officer shall exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of GMG, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances, including reliance in good faith on financial statements of GMG provided by a GMG Officer to fairly reflect the financial condition of GMG.

Council Responsibilities

The Executive Council:

- Sets and steers the execution of GMG’s strategic direction.
- Is responsible for the governance of GMG.
- Approves and oversees GMG’s budget.
- Represents GMG internationally.
- Act as ambassadors within and outside of the GMG community.
- Approves the publishing of guidelines, ensuring the process has been followed.
- Oversees the launching and discharging of Working Groups.
- Institutes Special Committees.
- Is responsible for upholding and adhering to GMG’s principles.

A seat on the Executive Council does not entitle the individual to a vote over and beyond their company vote. The exception to this is when the vote results in a tie, in which case the Chair will vote to break the tie.

Officers

All Officers of GMG, with the exception of the Managing Director, must be employed by GMG Member Companies in good standing. The Executive Council for GMG comprises the following positions:

- Chair
- Vice-Chair
- Outgoing Chair
- Vice-Chair Working Groups
- Vice-Chair International Standards
- Secretary
- Treasurer
- Managing Director
Roles & Responsibilities

**GMG Chair**
The Chair shall, along with the Executive Council, oversee and supervise the governance of GMG. When present, the Chair shall preside at all meetings of the Executive Council, its Committees, and the Leadership Advisory Board. The Chair shall oversee the work of the Council and its Committees and sign all documents requiring his or her signature such as the Charter and special resolutions. The Chair shall represent GMG publicly. The Chair is responsible for the annual performance evaluation of the Managing Director and has such other duties and powers as the Executive Council may specify.

**GMG Vice-Chair**
The Vice-Chair shall, in the absence of the Chair, preside over meetings of the Executive Council, its Committees and the Leadership Advisory Board, and otherwise exercise all the powers and duties of the Chair. The Vice-Chair is an elected position. The Vice-Chair shall have such other duties as the Council may assign.

**GMG Outgoing Chair**
The Outgoing Chair shall be the individual who was the GMG Chair in the immediately preceding two-year term or, if that person is not available, a former Outgoing Chair in good standing. If the Chair and Vice-Chair of the Executive Council are absent, or are unable or refuse to act, the Outgoing Chair of the Executive Council shall, when present, preside at all meetings of the Executive Council, its Committees, and the Leadership Advisory Board. The Outgoing Chair shall chair the Nominating Committee (see Article XI of GMG’s Charter and Rules) and shall have such other duties as the Council may assign.

**GMG Secretary**
The Secretary shall, unless some other Officer or agent has been appointed for any of these purposes, perform or ensure the performance of all secretarial functions for the Executive Council and its Committees including, but not limited to:

- Giving of all notices required to be given to Members and other persons.
- Keeping, or causing to be kept, a correct record of the proceedings and transactions of all meetings of the Members, the Executive Council, and its Committees.
- Ensuring the safe keeping of all records belonging to GMG.
- Chairing the GMG Governance Committee.
- Such other duties as may from time to time be assigned by resolution of the Executive Council.

Another Officer, as determined by the Council, shall carry out the duties of the Secretary if a Secretary is not otherwise appointed.

**GMG Treasurer**
The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the good accounting practices as laid out in the International Financial Reporting Standards (IFRS) as well
as the deposit of money, the safekeeping of securities and the disbursement of funds of GMG; whenever required, the Treasurer shall render to the Executive Council an account of all transactions and the financial position of GMG.

**GMG Vice-Chair Working Groups**

The Vice-Chair Working Groups acts as conduit between the Executive Council and the Working Group Steering Committees. This person shall be responsible for liaising with GMG Members and participants proposing to form new Working Groups and ensuring that such proposals follow due process. Further the Vice-Chair Working Groups provides oversight of the Working Groups, ensuring that they follow due process and will act as Chair of the Working Groups Coordination Committee.

**GMG Managing Director**

The Executive Council may appoint a Managing Director to manage the affairs of GMG if they deem such a position necessary. The Managing Director will hold office until they resign or are terminated by the Executive Council. They shall be accountable to the Executive Council for the proper and legal conduct of the business of GMG according to the policies from time to time established by the Executive Council. They shall be responsible for the organization of the work of GMG and for the engagement, supervision, direction, and discharge of all employed personnel in accordance with the personnel policies from time to time established by the Executive Council, and other agents consistent with policies established by resolution of the Executive Council.

The Managing Director shall, ex officio, also be a member of the Executive Council and its Committees, with voice but without vote, and shall be entitled to receive notice and attend all meetings of the Executive Council, its Committees and Members, except those when the employment, remuneration or performance of the Managing Director is being reviewed.

**Terms**

The Vice-Chair, Chair, and Outgoing Chair are two-year terms, served consecutively. The Secretary, Treasurer, Vice-Chair Working Groups, and any other Officer position that is created serve two-year renewable terms.

**Appointments, Nominations, and Elections**

See GMG’s [Charter and Rules](#) (see Appendix 1) for further information on appointments, nominations, and elections and Section 3 of the Governance Manual for further information on voting.

**New Officer Roles**

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 GMG. The Officer positions of Chair, Vice-Chair, Outgoing Chair, Treasurer, and Secretary cannot be suspended or removed.
Vacancies and Removal

See GMG’s Charter and Rules (see Appendix 1) for further information on vacancies and removal.

Meetings

The GMG Executive Council shall meet, personally or via a conference call, a minimum of four (4) times annually to consider any ordinary business concerning GMG that may be brought before it, including the election of Officers of GMG, and any special business, including proposed amendments of GMG’s Charter and Rules.

Additional meetings may be called by the Chair of GMG.

Quorum of the Executive Council shall be greater than 50% of the Executive Council Officers. An Annual General Meeting (AGM) will be held within the first six (6) months of a calendar year. Notice of the date, time and place of the AGM and any special business, including proposed amendments of the Charter and Rules, to be transacted at such meeting shall be published by GMG at least 60 days prior to the date of the meeting.

Special Committees

Special Committees may be designated by the Executive Council as it may consider necessary or desirable. Such Committees shall be dissolved on completion of their special duties. All members of the Special Committees will adhere to the GMG Code of Conduct and Principles.

Governance Committee

The Governance Committee shall be responsible generally for holding GMG to high standards of practice in its governance; recommending governance policies to the Executive Council; periodically reviewing the Charter and governance policies and making recommendations to the Executive Council in this regard; monitoring compliance with the Charter and governance policies; and, ensuring that GMG’s governance reflects the best interest of its members.

Terms and Composition

The Governance Committee members shall be appointed for a two-year term, with a staggered start, by the Executive Council. Appointments may be renewable based on demand for positions and the skills brought to the committee. The Governance Committee will be chaired by the GMG Secretary, and consist of no more than 12 participants, including three from the Executive Council. All the participants must be employees of Member Companies in good standing with GMG. In appointing the participants of the Governance Committee, the Executive Council will seek to have a balanced opinion with a majority of participants being from mining companies.
**Working Group Coordination Committee**

The Working Group Coordination Committee is led by the Vice-Chair Working Groups and brings together the Working Group Leaders. Their role is to ensure that the projects move forward and remain relevant. Discussions amongst this group also ensure no duplication of work occurs as some of these projects can impact and influence others both within and outside of GMG.

The Working Group Coordination Committee shall meet twice annually to consider any ordinary business concerning GMG which may be brought before it regarding industry priorities, GMG pipeline and priorities, and project alignment to ensure no duplication of effort and output.

**Leadership Advisory Board**

**Purpose**

The GMG Leadership Advisory Board is made up of representatives from GMG Leadership Member Companies, acting as an advisory body to GMG’s Executive Council driving GMG’s strategy and direction. The Leadership Advisory Board reviews the progress of current projects and the project pipeline, providing guidance on potential future projects and collaborations, and input into prioritization.

The Leadership Advisory Board comprises:

- One (1) senior management representative and one (1) key corporate contact for each organization with GMG Leadership Member Company status. Council Members can nominate a delegate from their company if they are unable to attend.
- GMG Chair
- GMG Vice-Chair
- GMG Outgoing Chair
- GMG Vice-Chair Working Groups
- GMG Managing Director

**Responsibilities**

- Provide input into GMG strategy, direction, and priorities
- Review the progress of current projects and pipelines
- Provide input into working group prioritization
- Drive synergies and standardization across working groups
- Promote a culture of innovation and collaboration throughout the participating organizations
- Assist with the alignment of GMG projects and activities with the priorities of the broader mining industry
- Advise on international standards collaboration and research and development: key organizations for collaboration, projects of interest, and challenges to address
Communicate GMG activity internally within own organizations and encourage participation

Assist with acquiring and motivating industry stakeholder participation

Meetings

The Leadership Advisory Board meets either virtually or in person four (4) times per year (once quarterly). Ad hoc meetings can be held if required by the GMG Chair.

The Chair of the Executive Council shall chair meetings of the Leadership Advisory Board. If the Chair is not able to chair the meeting or declines to act as chair of the meeting, the Vice-Chair shall act as chair of the meeting. If the Vice-Chair is not present, or is unwilling to act, the representatives must nominate a chair from the representatives present.

Sub-Committees of the Leadership Advisory Board

The Leadership Advisory Board can establish Sub-Committees to advise on matters of specific interest. Terms of reference of all Sub-Committees shall be determined in accordance with the processes laid out for working groups and projects.

Regional Representatives

Purpose

GMG Regional Representatives are primarily responsible for keeping GMG up to date with their respective geographic regions’ (and the companies within them) needs and priorities. They will advise the Executive Council on recommended actions to take for those communities and companies. GMG Representatives are expected to be well-connected with Member Companies, mining organizations and other bodies within their regions, and will help GMG with outreach efforts in those communities.

Responsibilities

For their respective regions, the Regional Representatives’ main responsibilities are to:

- Provide input on the priorities and needs of the region and companies within it
- Recommend actions to take and areas to focus on for their region or companies within it
- Recommend key contacts to GMG in its efforts to blend the local community to the global mining network

Other potential efforts may include:

- Attending, representing, or giving GMG presentations at events in their respective regions
- Facilitating conversations especially when English is not the primary language of communication for their region or companies within it
- Assisting in the dissemination of information on GMG initiatives
Meetings

GMG Regional Representatives will meet twice a year. Additional ad hoc meetings can be held, usually by teleconference, if required.

SECTION 3: MEMBERSHIP

GMG is corporate membership based.

GMG Members

- Are companies, associations, organizations, or academic institutions related to the mining industry who share GMG’s desire to collaborate in order to accelerate industry improvement and subscribe to the objectives as outlined in Article II – Chapter 1 of the GMG Charter and Rules (see Appendix 1) and GMG’s Code of Conduct (see Appendix 3)
- Employees of Member Companies can take advantage of company membership benefits
- Pay annual fees to support and influence industry-wide initiatives
- Are expected to exercise the right to vote on the launch of potential Working Groups, on guideline publications, on the election of GMG Vice-Chair and on any changes to GMG’s Charter
- Are encouraged to provide feedback to GMG on initiatives, guidelines, and publications
- Are advised to maintain an appropriate level of confidentiality with regards to their company and GMG
- Must adhere to GMG’s Code of Conduct (see Appendix 3) and Antitrust Compliance Guide (see Appendix 2). Failure to do so may result in cascading consequences, including, but not limited to, the removal of the individual(s) from GMG activities, committees, or leadership roles, with the ultimate penalty being the cancellation of the company’s member status within GMG and removal of all company employees from any relevant committee or role (e.g. working group lead, project lead) where there is a requirement to be a member.

Member Company Representatives

Every Member Company is asked to identify one (1) or two (2) main company contacts who will act as their Member Company Representative. These people will be the main point of contact for their company with GMG. Their responsibilities include:

- Managing the vote process for their organization internally and vote or appoint a representative to vote on behalf of their company
- Approving the appointment of any company representation on a Steering Committee
- Being responsible for the review of company participation within GMG
- Being responsible for membership renewal
- Being responsible for general GMG reporting
- Sharing GMG materials/requests internally
Participants

A participant is any individual who is involved in GMG. They must adhere to GMG’s Code of Conduct (see Appendix 3) and Antitrust Compliance Guide (see Appendix 2).

GMG Responsibilities to its Members

GMG is responsible for fostering collaboration within the global mining community and is committed to operating and reporting with transparency to its members. It will:

- Operate in accordance with the GMG Antitrust Compliance Guide (see Appendix 2)
- Ensure all participants follow the GMG Code of Conduct (see Appendix 3)
- Maintain members’ privacy as per the legal requirements
- Remain Member Company neutral with regards to the members’ interests
- Research opportunities to connect members
- Provide opportunities for members to network in the mining industry

GMG Membership Structure

GMG Members can select what level of engagement they aim to have on the collaborative developments of our industry. The three-tiered approach enables companies, from small firms to multinational companies, to participate as members. Benefits are tailored to each level of membership (see Membership Levels for the benefits at each level).

- Membership must be renewed annually. Any failure to renew membership after six (6) months of the due date of renewal will result in the termination of the membership of GMG. In the event of non-payment, an extension of up to 6 months can be approved at the discretion of the Executive Council.
- Only representatives of Member Companies can sit on Steering Committees and Councils.
- Only appointed representatives of Member Companies may vote.

Transparency

GMG is committed to operating and reporting in a spirit of openness and transparency with its members and the wider mining industry by adopting measures ensuring, to the best of its ability, that all activities are undertaken utilizing a process that is open and accessible to its stakeholders. In addition, wherever possible, GMG will engage its stakeholders throughout its decision-making process which will be open, visible, and transparent. To facilitate transparency, GMG will:

- Ensure all outcomes of GMG projects and activities are available to its members
- Share on a timely basis with the membership and appropriate persons:
  - Decisions made in meetings, as recorded in meeting minutes
  - Public records
  - The financial position of the organization
  - Executive Council approved policies and positions, when appropriate
Global Mining Guidelines Group Governance Manual

- Information on organizational structure
- Other information as may be determined by the Executive Council to be of importance to members and stakeholders
  - Encourage participation of members and solicit their input to benefit decision-making processes
  - Balance the intent for openness with sensitivity to privacy, confidentiality, and the need for free and frank discussion

Membership Levels

GMG has three (3) levels of membership. Companies choose the level that best suits them. Table 1 demonstrates the different levels of membership, types of members, and their benefits.

Table 1. Levels of Membership, Types of Members, and their Benefits

<table>
<thead>
<tr>
<th>Membership Level/ Type of Company</th>
<th>Membership Benefits</th>
</tr>
</thead>
</table>
| General Member Company Sub-categories include: in-kind (less than 5 employees); academia; and small company (less than 20 employees) | General Members may:  
- Sit on GMG Executive Council  
- Sit on one (1) GMG Steering or Project Committee  
- Lead a GMG Working Group or Project  
- Vote  
- Benefit from GMG discounts at GMG and partner events  
- Receive priority consideration for speaking opportunities at GMG events (including forums, virtual events, webinars, etc.) |
| Collaborator Member Company | Collaborator Members have access to all services provided in the General Membership package, plus they may:  
- Sit on three (3) Steering or Project Committees  
- Receive an invitation to the GMG Leadership Summit  
- Have a majority-owned subsidiary company be recognized as a General Member (unless appointed by the Member Company Representative, the subsidiary company is not entitled to vote, nor are they entitled to additional seats on steering committees) |
| Leadership Member Company | In addition to all the services and benefits of a General Member Company, Leadership Members can:  
- Have representatives sit on five (5) Steering or Project Committees  
- Have all majority-owned subsidiary companies be recognized as a General Member (unless appointed by the Member Company Representative, the subsidiary company is not entitled to vote, nor are they entitled to additional seats on steering committees)  
- Receive an invitation to GMG Leadership Summit  
- Have access to executive participation on the GMG Leadership Advisory Board  
- Make recommendations on potential projects and collaborations  
- Advise the GMG Executive to ensure delivery of the most value to members and industry  
- Review the progress of current projects |
Annual General Meeting

A meeting of members will take place annually in the first half of the calendar year. It is at the AGM that the Vice-Chair takes on the Chair role and a new Vice-Chair is voted in (every two years). Should there only be one nominee for the role of Vice-Chair, this person will assume the position by acclamation. Further details on the terms of Vice-Chair, Chair, and Outgoing Chair can be found under the Executive Council section under Terms.

It is also at this meeting that any special business, including proposed amendments to the Charter and Rules, will be transacted.

Members will receive notification of the meeting at least 60 days prior to the date of the meeting. When possible, this meeting will be held in person, with those unable to attend in person being given access to the meeting virtually. The participation of members by video conferencing or by other audio-visual means shall also be counted for the purposes of quorum. A quorum at an AGM of Members shall be ten percent (10%), of the members entitled to vote at the meeting, represented in person, by proxy, or by teleconference.

Voting

Member Companies vote on:

- Launching Working Groups
- Publishing guidelines
- Election of GMG Vice-Chair
- Changes to the Charter

Each Member Company is entitled to one (1) vote. Subsidiary companies are not entitled to a vote in addition to the parent company vote, however the Member Company Representative may appoint a representative from the subsidiary company to vote on their behalf. A seat on the Executive Council does not entitle the individual to a vote over and beyond their company vote. The exception to this is when the vote results in a tie, in which case the Chair will vote to break the tie.

How voting is carried out

1. GMG will reach out to the Member Company Representative to inform him/her of an upcoming vote (the lead time for advising will vary based on the purpose of the vote – see Table 1 for the breakdown). Member Companies must appoint one (1) person to vote on the company’s behalf. The Representative is responsible for managing the vote process for their organization internally and vote or appoint a representative to vote on behalf of their company, providing GMG with the contact name of who will be voting on behalf of the company. The person appointed by the company to vote can vary depending on the vote. For example, while the main contact should be the one to vote on the election of the Vice-Chair or changes to the by-laws, when voting on the
publication of a guideline, it should be a person with knowledge on that topic within the company who is appointed to vote on the company’s behalf.

2. The poll is circulated by email to all appointed member representatives entitled to vote (see Table 1 for the breakdown), with the vote deadline set based on the purpose of the vote (see Table 2 for the breakdown). Voting is done by confidential ballot and verified by GMG. In the case of a “no” vote, an explanation is to be included.

3. Following the closure of the voting period, the votes are tallied, the stakeholder matrix and any other requirements are verified and shared with the Executive Council, and the outcomes are shared. Voting results are kept on file at GMG.

4. If the vote passes, the vote is approved and next steps may begin. If the vote does not pass, efforts are made to understand and rectify the reason(s) which resulted in the negative outcome. Depending on the purpose of the vote and the reason(s) for the failure to pass, upon rectification, the vote can be recirculated for approval.

Table 2 identifies the various opportunities and minimum requirements around voting. In the case of a tie, the Chair of GMG will vote.

**Table 2. Voting Opportunities for GMG Members and Minimum Requirements for Vote to Pass**

<table>
<thead>
<tr>
<th>Purpose</th>
<th>Who votes</th>
<th>When voting occurs</th>
<th>Duration of voting period</th>
<th>Voting</th>
</tr>
</thead>
<tbody>
<tr>
<td>Launching of a Working Group</td>
<td>All members (1 vote per company)</td>
<td>As needed</td>
<td>3 weeks</td>
<td>75% or more approval of the cast vote is required for a vote to pass, with adequate representation from each stakeholder group (i.e. mining company, OEM, OTM, etc) based on the stakeholder matrix established through pre-launch work</td>
</tr>
<tr>
<td>Publishing of a guideline</td>
<td>Members (1 vote per company—it should be a person with expertise and knowledge on that topic within the company [subject matter expert] who is appointed to vote on the company’s behalf) within the working group vote as subject matter experts</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Note: GMG Executive Council approves the publication,</td>
<td>As needed</td>
<td>3 weeks</td>
<td>75% or more approval of the cast vote is required for a vote to pass, with adequate representation from each stakeholder group (e.g. mining company, OEM, OTM) based on the stakeholder matrix established through pre-launch work</td>
</tr>
<tr>
<td>Election of Vice-Chair</td>
<td>All members (1 vote per company)</td>
<td>Within the 4 weeks prior to AGM or SGM</td>
<td>The Vice-Chair is elected every 2 years with voting open for 3 weeks</td>
<td>Simple majority of the cast vote</td>
</tr>
<tr>
<td>-----------------------</td>
<td>----------------------------------</td>
<td>----------------------------------------</td>
<td>---------------------------------------------------------------</td>
<td>---------------------------------</td>
</tr>
<tr>
<td>Changes to the GMG Charter</td>
<td>All members (1 vote per company)</td>
<td>Within the 4 weeks prior to AGM or SGM</td>
<td>3 weeks</td>
<td>Simple majority of the cast vote</td>
</tr>
</tbody>
</table>

The Executive Council and Working Group Steering Committees also carry out votes within their respective committees.

**Executive Council:**
While the Managing Director shall, ex officio, also be a member of the Executive Council and its Committees, this person has voice but is without vote.

Quorum of the Executive Council shall be greater than 50% of the Executive Council members. A simple majority vote is required.

Examples of what the Executive Council votes on include budgets and financial statements etc.

**Working Group Steering Committees:**
The Working Group Steering Committees vote on the closure of Working Groups and the launch of projects following the necessary input obtained and research conducted. A simple majority vote of the committee is required for the vote to pass.

**Conflicts of Interest:**
If a conflict of interest has been identified, the participant will recuse from any vote. See Appendix 4 for GMG’s Conflict of Interest Policy and declaration form.

**Contractors:**
Any contractor engaged with GMG is acting on contract and not as a volunteer or participant. While acting within their role as contractor, there must be transparency and they cannot contribute to any formal decision-making within the project or group for which they are on contract, including participation in a vote.
SECTION 4: COMMUNICATIONS

GMG’s guiding principles for communications and engagement are described in Table 3.

Table 3. Guiding Principles for Communications and Engagement

<table>
<thead>
<tr>
<th>Category</th>
<th>Principles</th>
</tr>
</thead>
<tbody>
<tr>
<td>TRUST AND TRANSPARENCY</td>
<td>• Deliver open and honest communication to build trust and promote transparency throughout the engagement process.</td>
</tr>
<tr>
<td></td>
<td>• Faithfully deliver on what is expressed.</td>
</tr>
<tr>
<td>PERSONALIZATION AND PARTICIPATION</td>
<td>• Emphasize in-person engagement early on (when possible) to establish foundational strategic relationships, provide opportunities for involvement and participation, and solicit input and feedback to inform participants.</td>
</tr>
<tr>
<td>INCLUSION AND IMPARTIALITY</td>
<td>• Conduct communication and engagement in an inclusive, open, and unbiased way.</td>
</tr>
<tr>
<td></td>
<td>• Respect views, perspectives, and expertise.</td>
</tr>
<tr>
<td></td>
<td>• Make it easy for all interested stakeholders and users to engage and provide input and feedback.</td>
</tr>
<tr>
<td>MEANING AND TIMELINESS</td>
<td>• Communicate and engage early.</td>
</tr>
<tr>
<td></td>
<td>• Messages are honest, relevant and meaningful.</td>
</tr>
<tr>
<td></td>
<td>• Communicate in a timely and consistent manner.</td>
</tr>
<tr>
<td>COORDINATION AND CONSISTENCY</td>
<td>• Coordinate communication and engagement activities, including with related organizations to facilitate consistency and to avoid stakeholder fatigue; develop clear and consistent messaging.</td>
</tr>
<tr>
<td>PURPOSE AND EFFECTIVENESS</td>
<td>• Pursue communication and engagement activities with a clear understanding of what is to be achieved and the desired outcomes, and with an awareness of stakeholders’ objectives, expertise, and level of influence.</td>
</tr>
<tr>
<td>ADAPTATION AND RESPONSIVENESS</td>
<td>• Adapt timings to react to the changing environment and adapt communication and engagement methods to suit different audiences and use appropriate mechanisms to build on initial momentum.</td>
</tr>
<tr>
<td></td>
<td>• Manage different and opposing stakeholder viewpoints to achieve the best outcome for all.</td>
</tr>
</tbody>
</table>
SECTION 5: WORKING GROUPS

Purpose

GMG shall be composed of constituent Working Groups, each representing major fields related to the mining industry.

The purpose of Working Groups is to create communities of interest based on industry need for collaboration to advance innovation, provide guidance, and share best practices.

Formation

Working Groups shall be launched by vote of GMG Members. Working Groups shall be governed by such regulations as may be formulated by the Executive Council.

The working group leads shall each be approved by the GMG Executive Council.

All participants of the Working Groups will adhere to the GMG Code of Conduct (see Appendix 3).

Figure 2. Launching a Working Group
Roles

**Steering Committee Member**
Provide strategic oversight and guidance.

**Working Group Leader(s)**
Appointed by the Executive Council; chairs Steering Committee; sits on Working Group Coordination Committee as a representative of the Working Group.

**Participants**
Any individual who shows an interest in a particular area of the industry. Participants do not need to be employed by a Member Company in order to participate.

Processes

![Figure 3. Summary of Working Group Processes](image)

**Launch of Working Groups**
Any individual can submit a proposal to form a new Working Group. The Executive Council consults with members and industry to ensure there is sufficient interest and needs, then conducts an industry landscape to understand what is happening in that space and determine whether a Working Group is needed within GMG on the topic. The Executive Council will also develop the stakeholder matrix. Only GMG Members can vote on a Working Group launch. For the vote to pass, 75% or more approval of the cast vote is required, with adequate representation from each stakeholder group (e.g. mining company, OEM, OTM) based on the stakeholder matrix established through pre-launch work. Prior to the vote, GMG will consult with the Member Company Representative for each Member Company to identify who will vote on their behalf.
Closure of Working Groups

A GMG Working Group can be retired (if scope and objectives have been met) or closed (if ineffective; i.e. no longer creating value, is inactive, or no longer complies with the essence of the need for the Working Group). The Working Group Steering Committee will be consulted on the notion of retirement; the Working Group Steering Committee will then vote; and GMG Executive Council approves it. GMG Executive Council decides whether to close a Working Group. A simple majority vote is required for the decision.

Launch of Projects

Interested parties can draft a project proposal, including problem statement, objectives, scope, and initial stakeholder matrix, to be submitted to the Working Group Steering Committee. To determine whether a project should go forward, the Working Group Steering Committee conducts an industry landscape to understand what is being done in that sphere and consults with GMG Members to gauge interest and needs. Based on that input and taking into consideration the other activities of the Working Group, the decision is made as to whether to launch the project or not.

Peer Review of Final Version of Guideline

The GMG Working Group receives the final draft document for review. Comments are submitted to the GMG Project Committee if revisions are needed. In the case where significant revisions are required, a second working group review may be needed.

Vote to Publish Guidelines

The GMG Members within a GMG Working Group vote as subject matter experts on whether to publish a guideline that was launched within the Working Group. Prior to the vote, GMG will consult with the Member Company Representative for each Member Company to identify who will vote on their behalf. The GMG Executive Council approves the guideline publication, ensuring the guideline adheres to GMG core principles. A simple majority vote is required for the decision.

Education and Feedback on Guidelines

GMG is responsible for carrying out a post-publication plan, as laid out by the Project Committee. GMG Members and project participants are responsible for disseminating the published guideline throughout their companies, to contractors, and vendors. GMG Members and participants are encouraged to provide feedback to GMG about the use of the guideline to track its impact; this will also help in determining if a new version is required.

GMG Working Group Steering Committees guide the focus areas of education initiatives for their respective Working Groups, to meet the common needs and interests of working group members.
Working Group Steering Committees

Purpose
The Working Group Steering Committees make sure that Working Groups empower the industry by defining a strategy, launching projects, and motivating and educating the broader participants. The group will review the project pipeline, set priorities, monitor progress, and ensure high quality outputs.

Responsibilities
The Steering Committee is responsible for:
- Defining the Working Group’s strategy to reflect member and industry priorities
- Reviewing and approving drafts of project proposals and launch projects
- Providing guidance and assistance for projects and initiatives when needed
- Monitoring quality, timelines, and potential risks for initiatives and projects
- Acting as an ambassador and advocate for the Working Group’s efforts
- Addressing any disputes arising from differences in opinion
- Guiding the focus areas for education initiatives

Forming a Steering Committee
Steering Committees comprise up to 12 GMG Members. Only GMG Members can sit on a Working Group Steering Committee. Based on the membership level, companies may sit on 1, 3 or 5 Steering Committees. The Member Company holds the seat, with the individual appointed to fill that seat then acting as a subject matter expert and not a company representative on the Steering Committee.

The GMG Executive Council approves members of the Steering Committees, while ensuring balanced stakeholder representation, considering type (with one third or a minimum of four, whichever number is greater, being mining company representation), expertise, and geographical location. Member Company Representatives must approve the appointment of any company representation on a Steering Committee.

Terms
Seats on a Steering Committee are 2-year renewable terms, except at formation, when 50% of the participants will be on a one-year term. Continued participation will be reconfirmed at the end of each term. When there are more candidates than seats available, the Executive Council will approve the rotation, keeping the focus on ensuring the right stakeholder representation and fairness to members. Those companies not selected to sit on the Steering Committee will be informed as to how else they can become/remain involved.
Meetings
The Steering Committees meet at least twice a year.

Vacancies and Removal
Seats on a Steering Committee can be filled at any time. Should the person be inactive, or no longer able to hold the seat due to role or company change, or other reason, the Member Company Representative is asked if the company would like to retain the seat and if so, to appoint someone else from the company to participate.

SECTION 6: PROJECTS

Purpose
GMG projects are focused efforts that produce tangible guidance, resources, and reference materials for the benefit of the global mining community. Any individual can propose a project; only GMG Members can launch, lead a project, or sit on a Project Committee; and everyone is welcome to participate.

Roles

Project Committee
Tasked with overseeing the project plan; the Project Committee ensures that outputs are high quality and relevant, monitors the project pipeline and delivery, and drives the general governance of the project.

Project Leader(s)
Project Leader(s) are selected by the Working Group Steering Committee. The Leader(s) move projects forward, motivate volunteers, report to and sits on the Working Group Steering Committee.

Participants
Contribute expertise and knowledge as subject matter experts through any of the following:
- Attending project meetings and workshops
- Conducting case studies, providing project successes and challenges regarding the project
- Participating in ongoing peer review
- Contributing to the development and delivery of content throughout the project
Processes

A number of processes are in place to ensure the quality and relevance of published documents through adhering to the following objectives:

- No competing efforts
- The right level of expertise at all stages of guideline development
- High quality and relevant outputs
- Impact considerations

Landscape Definition

- Research is carried out prior to project approval, with checks and verifications throughout the project lifecycle to ensure that no duplication of efforts, either among other GMG projects or within or outside the mining industry, is occurring
- Should related work be identified, GMG will further the investigation and initiate communications with the other group(s) in order to decide the best path forward amongst the three possible options:
  - Agree to work together on the topic
  - Agree to each working on it but staying in communication to ensure alignment; or
  - Agree to not launch a GMG project on the topic, but determine how best to support the work being done by the other organization
- Ongoing communications with other organizations to build and maintain alignment with other projects

Stakeholder Matrix

- The stakeholder matrix is further defined at project launch, which identifies the stakeholders and expertise required
- The Project Committee is responsible for ensuring that the key stakeholder groups and expertise are involved in the project, including:
  - Participation of subject matter experts
  - Balanced stakeholder composition
  - Sufficient geographical representation
- Throughout the lifecycle of the project the Project Committee monitors the stakeholder matrix vs participants to ensure the right stakeholders and expertise, and defines actions to address any gaps
- Stakeholder requirements can change throughout the various stages of the project
Peer Review

Ongoing peer review throughout the project development including:

- Project participants cyclically peer review throughout the content generation phase
- Project Committee peer review at key milestones such as at the end of the guideline definition and content generation phases
- Full Working Group peer review of the completed draft

Ongoing Member Consultation

Consultation with GMG Members to ensure the relevance of the topic to the mining industry includes:

- Members providing input on their requirements and feedback on project developments
- Consulting the GMG Leadership Advisory Board:
  - For the prioritization of projects
  - To provide strategic input
  - To help ensure the usefulness of projects

Project Committee

The Working Group Steering Committee approves the members of the Project Committees based on project needs, while ensuring balanced stakeholder representation, considering type (strong on mining company representation), expertise, and geographical location. Member Company Representatives must be informed of the appointment of any company representation on a Project Committee.

The Project Committee is tasked with overseeing the project plan, to ensure that outputs are high quality and relevant, monitors the project timeline and delivery, and drives the general governance of the project.

The Project Committee follows the same processes as the Working Group Steering Committee for the formation, terms, vacancies, and removals with the only difference being that they are overseen by the Working Group Steering Committee rather than the Executive Council.
Pre-launch

Prior to the launch of a new project, a verification process is carried out to confirm:

- Industry demand
- No competing efforts
- The value, timeliness, and longevity of the proposed project

Provided those criteria are met, the Working Group Steering Committee will approve the project to launch.

Launch

- The Project and Communications & Engagement Plans are developed.
- Project Committee is established; see below for more information on Project Committees.

Guideline Definition

- Developing the guideline framework.
- Stakeholder engagement and input to be covered in the guideline (define the framework).
- Project Committee revision and approval of guideline framework.

Outputs other than guidelines may be produced. See Other outputs requirements below for more information.
Content Generation

- The Project Committee guides the development of the volunteer structure to enable content generation.
- Content generation phase completed when a complete rough draft has been signed off by the Project Committee.

Technical Editing, Layout, and Final Review

- The edited and laid out document is submitted to working group for the final review.
- Comments are submitted to the GMG Project Committee, if revisions are needed. In the case where significant revisions are required, a second Working Group review may be needed.
- The Project Committee recommends to the Working Group Steering Committee:
  - Guideline: the draft is ready to go to GMG Members within the working group for vote to publish.
  - All other publications: the draft is ready to go to publish.
- In all cases:
  - The Working Group Steering Committee must approve to go to vote or publication, depending on the output – see Table 2.
  - The Executive Council has final approval.

Vote and Publication

GMG Members within a GMG Working Group vote as subject matter experts on whether to publish a guideline that was launched within the Working Group. Prior to the vote, GMG will consult with the Member Company Representative for each Member Company to identify who will vote on their behalf. See the section on voting for further information about requirements. The GMG Executive Council has the final approval to publish and is responsible for ensuring the guideline adheres to GMG core principles. A simple majority vote is required from the Executive Council.

Other Outputs Requirements

In addition to guidelines, GMG publishes other outputs developed through Working Groups and projects such as:

- White papers: Educational documents that provide broad knowledge and identify further reading on a topic that is new to or not well understood in the industry
- Reports: Outcomes of research completed when there is a need for industry alignment or where the industry or problems are unclear. These can be developed through structured interviews with key stakeholders, structured workshops or roundtables, in-depth surveys, or other research methods
- Technical outputs: Solutions such as interfaces or data repositories can be developed to address industry needs
- Landscapes: Landscape research (as discussed above) may be formally published
Other supplementary content outside of guidelines: These documents aim to share knowledge and provide examples for the benefit of the broader industry and may supplement GMG guidelines.

While these outputs undergo a similar process to guidelines leading up to final approvals (with some variation in the practical details to suit the needs of the output), only the publication of a guideline requires a working group review and member vote.

Table 4 identifies minimum requirements comparing approvals between guidelines and other types of outputs. Additional approval or review requirements for non-guideline outputs may be requested by the project or Working Group Steering Committee.

### Table 4. Comparison of Reviews and Approvals Between Guidelines and Other Outputs

<table>
<thead>
<tr>
<th></th>
<th>Guidelines¹</th>
<th>White Papers</th>
<th>Reports²</th>
<th>Technical Outputs (e.g., software, data platforms)</th>
<th>Landscapes</th>
<th>Other supplementary content outside of guidelines (e.g., case studies)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project Committee³(input on framework)</td>
<td>Review and approval</td>
<td>Review and approval</td>
<td>Review and approval</td>
<td>Review and approval</td>
<td>Review and approval</td>
<td>Review and input</td>
</tr>
<tr>
<td>Project Committee review and approval of drafts</td>
<td>Review and approval</td>
<td>Review and approval</td>
<td>Review and approval</td>
<td>Review and approval</td>
<td>Opportunity to comment</td>
<td>Not required</td>
</tr>
<tr>
<td>Working Group Review</td>
<td>Required</td>
<td>Not required</td>
<td>Not required</td>
<td>Not required</td>
<td>Not required</td>
<td>Not required</td>
</tr>
<tr>
<td>Working Group Steering Committee</td>
<td>Approval to vote</td>
<td>Approval to publish</td>
<td>Informed</td>
<td>Approval to publish</td>
<td>Informed</td>
<td>Informed</td>
</tr>
<tr>
<td>Member Working Group Vote</td>
<td>Vote required</td>
<td>Not required</td>
<td>Not required</td>
<td>Not required</td>
<td>Not required</td>
<td>Not required</td>
</tr>
<tr>
<td>Executive Council</td>
<td>Approval required</td>
<td>Approval required</td>
<td>Approval required</td>
<td>Approval required</td>
<td>Opportunity to comment</td>
<td>Opportunity to comment</td>
</tr>
</tbody>
</table>
1. Significant revisions to already published guidelines will follow the same approvals process as a new guideline, however, in the case of a guideline being republished with minor revisions, the Working Group review only occurs at the beginning and the approvals process is the same as the approvals for a white paper.

2. Only applies to large reports completed in projects and Working Groups that require significant qualitative and quantitative analysis, not generic event outcomes or basic surveys where the raw data are sufficient for decision-making.

3. Some of these other outputs may also be created directly under Working Groups or as part of the project pre-launch stage. In such cases, these Project Committee responsibilities will be completed by the Working Group Steering Committee.

**Industry Education and Feedback**

- The Project Committee guides GMG in the creation of the post-publication plan.
- GMG is responsible for carrying out the post-publication plan.
- GMG Members and project participants are responsible for disseminating the published guideline throughout their companies, to contractors, and vendors.
- GMG Members and participants are encouraged to provide feedback to GMG about the use of the guideline to track its impact; this will also help in determining if a new version is required.

**SECTION 7: PARTNERSHIPS**

GMG maintains relationships with professional societies, associations, research and development organizations, academic institutions, standards bodies, government and private institutions, testbed facilities, and other organizations that share common interests with GMG Working Groups and projects. These relationships are in support of its mission to be an open, global platform for multistakeholder collaboration that advances the mining industry. The partner organization must adhere to GMG’s Antitrust Compliance Guide and Code of Conduct and declare any conflict of interest. Partnerships accomplish the following:

- **Industry alignment:** By aligning GMG efforts with those of other organizations, GMG can complete work that connects with other initiatives and amplifies the total impact.
- **Reduce duplication of efforts:** Awareness of other groups’ projects means that GMG can promote other groups’ efforts while avoiding the redundancy that slows industry progress.
- **Topic specific expertise:** For topics that require specific expertise, GMG partnerships enhance the technical validity of guidelines.
- **Community growth:** By leveraging partner relationships, GMG ensures that its work is promoted to a broad geographic and technical base of stakeholders, and the quality of participation on projects remains high.
Partnership Types

GMG takes a strategic approach to the partnerships it establishes, ensuring each one is a benefit to both parties.

Table 5. Partnership Types and Purposes

<table>
<thead>
<tr>
<th>Type</th>
<th>Purpose</th>
</tr>
</thead>
</table>
| Standards       | • GMG guidelines have been used as seed documents for the development of standards  
                   • GMG Members participate in standards projects                                      |
| Geographic      | • GMG is a global innovation network driving change. These partnerships enable local communities to tap into that global drive for change  
                   • Enables GMG to access regional expertise to feed into projects and enables further dissemination of GMG guidelines and project information |
| Topic Specific  | • Greater impact to the mining industry when organizations are aligned and working together  
                   • Ensures that industry projects are complementary and not overlapping  
                   • Combining efforts on joint projects and working groups  
                   • Leverages each other’s communities  
                   • Contributes additional specific expertise into the validation process and draft publications |
| Commercial      | • Enables greater visibility and reach for GMG guidelines, activities, and members through providing sources for articles or speakers at events  
                   • Partners have access to content and speakers                                       |

SECTION 8: GENERAL RULES

GMG participants must adhere to the following:

- GMG Antitrust Compliance Guide (Appendix 2)
- GMG Code of Conduct (Appendix 3)
- GMG Conflict of Interest Policy and Declaration form (Appendix 4)

Failure to do so may result in cascading consequences, including, but not limited to, the removal of the individual(s) from GMG activities, committees, or leadership roles, with the ultimate penalty being the cancellation of the company’s member status within GMG and removal of all company employees from any relevant committee or role (working group lead, project lead … etc.) where there is a requirement to be a member. This will be determined by decision of the Executive Council. Participants will be reminded of this adherence prior to all GMG activities and are asked to bring forward any concerns.
Conflict of Interest

GMG acknowledges that conflicts of interest may occasionally arise and that neither the elimination from the organization of all persons who might potentially have any such conflict nor the avoidance of all transactions involving a conflict of interest would necessarily serve the best interests of the organization. Nonetheless, participants of GMG are required to disclose conflicts of interest (potential and real – see Appendix 4 – Conflict of Interest Policy and Declaration form) and to recuse from any decision-making or voting on a matter which poses a conflict of interest for that participant. Failure to do so may result in cascading consequences, including, but not limited to, the removal of the individual(s) from GMG activities, committees, or leadership roles, with the ultimate penalty being the cancellation of the company’s member status within GMG and removal of all company employees from any relevant committee or role (working group lead, project lead ... etc.) where there is a requirement to be a member. Any sanctions will be determined by decision of the Executive Council based on recommendation of the Governance Committee.

Contractors

Any contractor engaged with GMG is acting on contract and not as a volunteer or participant. While acting within their role as contractor, there must be transparency and they cannot contribute to any formal decision-making within the project or group for which they are on contract. GMG contractor lists will be made available to all via GMG’s website.

SECTION 9: AMENDMENTS TO THE GOVERNANCE MANUAL

This Governance Manual is not part of GMG’s Charter and Rules and the GMG Executive Council may approve amendments to the Governance Manual without the formal approval of the GMG Membership.
SECTION 10: APPENDICES

Appendix 1 – Global Mining Guidelines Group Charter and Rules

Appendix 2 - Antitrust Compliance Guide

Appendix 3 – Code of Conduct

Appendix 4 – Conflict of Interest Policy and Declaration form