

Section (using current numbers)	Comment/Change	Current	Proposed
General	Re-ordered sections to improve flow of information	Current order of Sections: Section 10: Notice of Annual General Meeting/Special General Meeting Section 11: Members Calling a Special General Meeting Section 12: Absentee Voting at Annual General Meeting/Special General Meeting Section 13: Membership Dues Section 14: Termination of Membership Section 15: Effect of Termination of Membership Section 16: Discipline of Members Section 23: Participation by Electronic Means at Annual General Meeting/Special General Meeting Section 37: Method of Giving Notice	Proposed order of Sections: Section 10: Membership Dues (was Section 13) Section 11: Termination of Membership (was Section 14) Section 12: Effect of Termination of Membership (was Section 15) Section 13: Discipline of Members (was Section 16) Section 14: Notice of Annual General Meeting/Special General Meeting (was Section 10) Section 15: Method of Giving Notice (was Section 37) Section 16: Members Calling a Special General Meeting (was Section 11) Section 17: Absentee Voting at Annual General Meeting/Special General Meeting (was Section 12) Section 19: Participation by Electronic Means at Annual General Meeting/Special General Meeting (was Section 23)
	Corrected section numbers due to change to the order of section on Participation by Electronic Means at AGM/SGM	Sections 18-23	Sections 20-25 (topics and order of each section do not change - just the numbering)
Section 1 - Definitions	Corrected alphabetical order	Definition of Annual General Meeting below definition of Members	Definition of Annual General Meeting moved to below definition of Act
	Elaborated definition of members to include what was written in Section 8 - Membership	Members - companies who, by intent and/or practice, subscribe and participate to the objectives of GMG	Members—companies, associations, organizations, or academic institutions related to the mining industry who, by intent and/or practice, subscribe to the vision of GMG
	Clarified definition of Proposal	Proposal: proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act	Proposal: any matter submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act that they wish to discuss at an annual general meeting or special general meeting
Section 8 - Membership	Removed definition of members - already included in Section 1 - Definitions Removed reference to In-Kind membership. The use of the term "or equivalent" with dues payment covers this type of member. Governance around membership levels, including in-kind members, is covered in the Governance Manual	GMG members are companies, associations, organizations, academic institutions, or in-kind related to the mining industry who share GMG's desire to collaborate in order to accelerate industry improvement. GMG members pay annual dues or equivalent and are entitled to one (1) vote.	GMG members pay annual dues or equivalent and are entitled to one (1) vote per member.
Section 10 - Membership Dues	Removed reference to being notified "at any time". It is clear renewal notices are sent annually for annual membership. More specific information such as in-kind participation can be detailed in the Governance Manual Moved reference to termination and Board approval of termination of membership to Section 11: Termination of Membership Changed "extension of membership approved by the Board" to "approved by CEO"	Members shall be notified at any time in writing of the annual membership dues payable by them. 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 six (6) months can be granted at the discretion of the Board. The Board must approve termination of a membership due to non payment.	Members shall be notified in writing of the annual membership dues payable by them. In the event of non-payment, an extension of up to six (6) months can be granted at the discretion of the CEO.

Section 11: Termination of Membership - Final	All references to the termination of membership from Section 10: Membership dues have been moved to this section A bullet point specifically for the removal of an in-kind member was not added as it is covered in the expiration of the terms of membership (in this case, they are no longer providing the leadership or expertise for which they were given the in-kind membership). Addition of how a member is terminated	A membership in the Corporation is terminated when: •The member closes •The member is expelled, or their membership is otherwise terminated in accordance with the articles or by-laws •The member's term of membership expires •The Corporation is liquidated and dissolved under the Act	A membership in the Corporation is terminated when: •The member closes •The member is expelled, or their membership is otherwise terminated in accordance with the articles or by-laws •The member's term of membership expires •The Corporation is liquidated and dissolved under the Act The member will be notified of the termination by electronic means. The Board must approve termination of membership due to non-payment or expulsion.
Section 18 - Place of Annual General Meeting / Special General Meeting	Updated section name to include the time of year when AGM is to be held Removed reference to "early" April, noting AGM must be held in April	Section 17 - Place of Annual General Meeting/Special General Meeting Currently, nothing indicates the time of year the AGM is to be held	Section 18: Time and Place of Annual General Meeting/Special General Meeting The Annual General Meeting is to be held in April.
Section 26 - Criteria, Nomination and Election of Directors: Election of Directors	Election of Directors: Moved the comment regarding the terms of directors to Section 28 - Terms and Vacancies of Office of Directors	Election of Directors: Directors are elected by majority of votes cast by member company representatives prior to or at the AGM for a term that cannot exceed two years, with the exception of the role of the Vice Chair, in which case it is a four year commitment (two years in the Vice Chair role, followed by two years as Chair).	Election of Directors: Directors are elected by majority of votes cast by member company representatives prior to or at the AGM.
Section 28 - Terms and Vacancies of Office of Directors	Added the terms of office for the directors and Vice Chair	Directors will have staggered terms of office.	Directors will have staggered terms of office. Directors are elected for a term that cannot exceed two years, with the exception of the role of the Vice Chair, in which case it is a four-year commitment (two years in the Vice Chair role, followed by two years as Chair)
	Moved time of AGM to Section 18 - Place of the Annual General Meeting/Special General Meeting	Elections are held at the Annual General Meeting to be held in early April.	Elections are held at the Annual General Meeting.
Section 31 - Meetings in Lieu	Grammatical correction	The purpose of the meeting must be disclosed when the request for a meeting in lieu is called.	The purpose of the meeting must be disclosed when the request is made for a meeting in lieu
Section 33: Committees of the Board of Directors	Added "Special" to the title, aligning with references throughout the by-laws	Section 32: Committees of the Board of Directors Any committee member may be removed by resolution of the Board of Directors.	Section 33: Special Committees of the Board of Directors Any special committee member may be removed by resolution of the Board of Directors.
	Replaced the term "Principles" with "Values"	All members of the Special Committees will adhere to the GMG Code of Conduct and Principles	All members of the Special Committees will adhere to the GMG Code of Conduct and Values
Section 34: Board of Directors' Responsibilities	Added responsibility for the annual performance evaluation of the CEO	The business and affairs of the Corporation shall be controlled by a Board of Directors. The Board of Directors: • Sets and steers the execution of GMG's strategic direction • Is responsible for the governance of GMG • Approves and oversees GMG's budget • 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	The business and affairs of the Corporation shall be controlled by a Board of Directors. The Board of Directors: • Approves GMG's strategic direction and assures that good process is being followed • Responsible for the governance of GMG • Has a fiduciary duty to GMG • Responsible for the annual performance evaluation of the CEO • Approves GMG's budget • Represents GMG internationally, connecting people with GMG • Acts as ambassadors within the GMG community, making sure our members are being heard and that feedback is relayed to GMG's leadership team • Assures that good process has been followed in the development of GMG Guidelines • Institutes Special Committees • Responsible for upholding and adhering to GMG's values
	Corrected reference to GMG's principles to GMG's values		
Section 35 - Board of Directors' Roles	Clarified wording	The Chair and Vice-Chair are two-year terms respectively, while all other positions are one-year terms to be reappointed at the first director's meeting following the AGM.	The role of Chair and Vice-Chair are two-year terms respectively, while all other positions are one-year terms to be reappointed at the first director's meeting following the AGM.
		Chair of the Board - ...The Chair is responsible for the annual performance evaluation of the CEO...	Chair of the Board - ...The Chair is responsible for conducting the annual performance evaluation of the CEO...