

SOCIETY FOR GEOLOGY APPLIED TO MINERAL DEPOSITS
SOCIÉTÉ DE GÉOLOGIE APPLIQUÉE AUX GITES MINÉRAUX
GESELLSCHAFT FÜR LAGERSTÄTTENFORSCHUNG

CONSTITUTION

SGA

effective from 1.1.2001

SOCIETY FOR GEOLOGY APPLIED TO MINERAL DEPOSITS

STATUTES

Article I - Constitution

A Society incorporated under the articles 60 and 79 of the Swiss Civil Code was formed in 1964 between individuals who accepted the Statutes of the Society, and thus acquired legal status.

Article II - Name

This Society shall be called the Society for Geology Applied to Mineral Deposits (Société de Géologie Appliquée aux Gites Minéraux — Gesellschaft für Lagerstättenforschung). It shall be referred to hereinafter as “the Society“. In short, it shall be designated as “SGA“.

Article III - Purpose

(1) The Society is an international scientific organisation. The objectives for which the Society is constituted are:

- to advance the application of scientific knowledge to the study and the development of mineral resources and their environment,
- to promote the profession of geology in science and industry,
- to cultivate personal contacts in mutually beneficial manner and
- to protect and improve professional and ethical standards amongst its members.

(2) The objectives of the society are to be advanced through:

- the organisation of scientific meetings,
- the publication of the Society Journal "Mineralium Deposita" and such other periodicals and monographs as Council may consider expedient,
- personal contact amongst members to facilitate the exchange of knowledge and experience,
- co-operation with other scientific societies.

Article IV - Seat - Competence - Court

SGA is an international Society and operates world-wide. The seat of the Society is in Geneva, Switzerland. Its registered office shall be designated in the by-laws.

All legal cases between members and the Society shall be dealt with exclusively by the law courts of Geneva, with the right of appeal to the Federal Court of Switzerland, the laws of Switzerland being applicable throughout.

In case of dispute, the English version of the Statutes shall apply.

Article V - Membership

Section 1 - Classes of Members

(1) The following are eligible for membership of the Society:

- Individuals who can contribute to the realisation of the objectives of the Society through knowledge, experience or by virtue of their professional position.
- Corporate bodies, who are active in the research on, exploration for, and exploitation of raw materials. This includes environmental aspects.

(2) The Society shall consist of

1. Honorary members
2. Regular members
3. Student members
4. Senior members
5. Corporate members
6. Supporting members

Section 2 - Honorary members

The General Assembly, upon recommendation of the Council, and with agreement of three quarters of the members present, can award Honorary Membership to individuals who have rendered outstanding service to the Society, or to persons of distinction in the minerals industry and in the geological sciences.

Honorary members have all the rights and privileges of regular members. They are exempt from membership fees.

Section 3 - Regular members

(3.1) Requirements

Candidates for election as Members shall have passed through a period of training and professional experience in the minerals industry or in geology. For the purpose of this requirement, postgraduate study or research shall not be regarded.

Regular members of the Society shall normally hold the first degree (BS, B.Sc. Or equivalent) in a geological or engineering subject or equivalent. Candidates who do not fulfill the above conditions, yet have accomplished outstanding work in the minerals industry or in mineral resources and related environmental research, may also be considered.

(3.2) Acceptance Formalities

Candidates must send their application form to the Executive Secretary stating their university or equivalent degree(s), occupational experience, as well as the signatures of two referees who should be members of the Society.

The application form will be forwarded by the Executive Secretary to the Admissions Committee (By-Laws; Art. V, 4) which after examination prepares a proposal for the Council's decision. If the candidate meets the requirements (Art. V, 3.1), his admission to the Society will be decided by the Council in a written vote requiring a three-quarter majority for approval. The candidate will be informed by the Executive Secretary of the decision of the Council.

In the case of rejection, the candidate may request that the decision be referred to the General Assembly, where the final outcome will be decided upon by a secret absolute majority vote of the validly voting members present.

(3.3) Members of the SEG

A candidate for regular membership who is a member of the Society of Economic Geologists (SEG) may submit his SEG nomination form and sponsor letters to the Secretary of the Society, who shall refer them to the Admissions Committee for processing in the manner described in the preceding paragraph.

Section 4 - Student members

Candidates for Student Membership are working toward a university or equivalent degree (B.Sc. (Hons.), M.Sc. Ph.D., etc.) in the field of mineral resources. Student Members shall provide proof of student status each year with their membership renewal.

Student Members are entitled to attend all Society meetings. They have no voting rights and cannot sponsor candidates for membership.

Section 5 - Senior members

Regular members who have reached the age of 65 (sixty-five), and persons, who have retired from their active service, may apply for senior membership.

Senior members retain all rights and privileges of regular members. They pay reduced fees which are determined by the Council from time to time.

Section 6 - Corporate members

Corporate bodies may apply for membership. Their acceptance will be decided by the Council requiring a three-quarter majority for approval. Corporate members pay a higher membership fee set by the Council. They have no voting rights and cannot sponsor candidates for membership.

Section 7 - Supporting members

Regular and corporate members of the Society may become supporting members of the Society with the agreement of three-quarters of the Council. The rights of supporting members are those of the membership category from which they issue. The supporting members will be announced at the General Assembly.

Article VI - Administration of the Society

The Society is administrated by :

1. The General Assembly
2. The Council
 - The Administrative Officers
 - The Regional Officers
 - The Elected Councillors
 - The Ex-officio Councillors
3. The Executive Committee
 - The activity of these persons or bodies is regulated by business rules, decided by the Council by simple majority.
 - Activity for the Society is honorary.

Article VII - The General Assembly

The General Assembly shall be the supreme authority of the Society.

Section 1 - Meetings

The General Assembly shall meet in the years of the SGA Biennial Meetings. The invitations are issued by the President, and shall be announced in the Society Newsletter seventy-five days before the date of the meeting.

This notice shall include the following points:

- date, time and place of the meeting,
- an Agenda prepared by the Council stating the items to be discussed and on which a decision may need to be made.

The minutes of the General Assembly are prepared by the Executive Secretary.

The President shall call an extraordinary meeting of the General Assembly at the written request of one-quarter of the voting members.

Section 2 - Quorum

All regular members who have paid their dues on or before the date of the General Assembly, and all senior and honorary members, may participate at a General Assembly and shall have one vote. All members thus qualified have the right to authorize by letter another qualified member to vote for them. The latter thus detains a number of votes equal to the number of proxies he displays, up to a maximum of ten, plus his own vote.

An Ordinary General Assembly is valid in law when at least fifty percent of the members are present in person or by proxy.

If such is not the case, an Extraordinary General Assembly may be immediately called. This Assembly shall be able to take decisions valid in law irrespective of the number of members present in person or by proxy, except for a decision on dissolution of the Society.

Except for awarding honorary membership (Art. V, 2), amendments of the Statutes (Art. XV), the General Assembly shall decide by absolute majority of votes cast.

Section 3 - Agenda of the General Assembly

The General Assembly:

- receives the annual report of the President and the annual financial report of the Treasurer,
- passes the accounts of the past Society year after hearing the report of the auditors,
- votes on the budget for the next Society year,
- discusses other points of the agenda,
- votes on the discharge of responsibility proposed by the Council.

Article VIII - The Council of the Society

Section 1 - The Administrative Officers

The Administrative Officers are:

- The President
- The Vice-President
- The Executive Secretary
- The Treasurer
- The Chief Editor(s)
- The Promotion Manager

They shall be elected by a written ballot for terms of two years. The President and the Vice-President are not immediately eligible for re-election. In the case of disagreement between a member and an Administrative Officer of the Society over Society activities, the Council can be called upon by the member to adjudicate.

The Administrative Officers form the Executive Committee.

1.1 - The President.

The President shall preside at all meetings of the Society and of the Council. The Society is morally represented by the President. He/she may delegate members to represent the Society. By virtue of this office, he/she shall be a member of all Committees appointed by Council.

1.2. - The Vice-President.

The Vice-President shall fill the place of the President when he/she shall be absent from the meetings of the Council, or from General Meetings, or when he/she shall be unable to give attention to current business of the Society.

The Vice-President shall in the first year of service appoint such ad hoc committees as may be required or authorized by the Statutes and By-Laws and that will be active during his/her Presidency. At his/her option he/she may serve on or be Chairman of such committees.

In case the Vice-President is unable to continue in office, the vacancy shall be filled without delay from among the Council members by simple majority vote of the Council. The Vice-President thus designated shall hold office until the next election.

1.3 - The Executive Secretary.

The Executive Secretary shall perform the duties which are usually attached to the office of the Secretary, but he/she also shall assume the duties of the President in case both the President and the Vice-President are absent. He/she may appoint a person of his/her choice to aid him/her in his task after obtaining approval of Council for this appointment.

1.4 - The Treasurer.

The Treasurer shall be in charge of the book-keeping of the Society; the financial obligations of the debtors of the Society are validly discharged in his hands. His duty is also to meet the financial obligations of the Society by means of the latter's funds. He shall act on instructions from the Council signed by the President or Vice-President. He shall every year make the Society's tax return and draw up the Society's balance Sheet.

He may appoint a person of his choice to aid him in his task after informing the Council of such appointment.

1.5 - The Chief Editor(s).

The Chief Editor(s) shall assume, in close collaboration with the Council, the editorial responsibility of the Bulletin and other publications of the Society.

He (They) shall be nominated by the Council of the society with the approval of the producing company.

1.6 - The Promotion Manager.

The Promotion Manager coordinates promotional activities, including fund raising and membership campaigns; he/she interacts with Regional Vice-Presidents to promote the Society.

Section 2 - The Regional Officers

Regional Officers may be elected representatives of the Society in any continent or group of countries outside Europe. They are elected by a written ballot for two years and can be re-elected twice. They are called Regional Vice-Presidents.

The Regional Vice-Presidents shall undertake to promote in every way they believe proper, the aims of the Society in their region. They are voting members of the Council except on matters requiring a three-quarter majority vote or unanimity.

The list of the represented areas is established by the Executive Committee prior to the nomination of candidates by the Nominating Committee.

Section 3 - The Elected Councillors

There will be seven to fourteen Councillors elected by a written ballot for four years, part of their number being elected every two years. They are eligible for one re-election.

Section 4 - Composition, meetings and duties of the Council

4.1 - Composition.

The Council shall consist of the President, the Vice-President, the Executive Secretary, the Treasurer, the Chief Editor(s), the Promotion Manager and at least seven elected Councillors.

The Regional Vice-Presidents of the Society, the President and the Executive Director of the Society of Economic Geologists, the Membership Secretary and Secretary General of IAGOD shall be voting members of the Council except on matters requiring a three-quarter majority vote or unanimity.

A vacancy or disability occurring in an office of Councillor shall be filled by majority vote of the Council.

4.2 - Meetings and duties.

The Council shall meet annually at the call of the President. Additional meetings may be called when and where thought necessary, by the President or at least three Councillors. The Executive Secretary shall prepare minutes of these meetings.

Six voting members of Council present in person shall constitute a quorum at any meeting of the Council. Council members may vote by proxy at any meeting of the Council. In case of a tie vote, the vote of the President shall be decisive.

Council shall manage the affairs and the funds of the Society. It shall judge the qualifications of all applicants for membership and shall elect new members.

Council shall determine the date and place of the General Assemblies, and of any other meetings of the Society. Council also determines if and when meetings of other societies shall be co-sponsored by SGA.

It shall judge the material presented for publication in the name of the Society, and shall decide upon and arrange for a program of papers or discussions to be presented at meetings of the Society.

The Council is empowered to receive gifts and funds donated to the Society. Such funds, unless otherwise designated by the donor of the Council, shall accrue to the general endowment, of which only the income may be spent. The Council is empowered to make investments of both general and endowment funds of the Society.

The Council may delegate to any standing or temporary committee so much of its power as it deems advisable or expedient.

The following decisions devolve with a simple majority vote of the Council: the amount of annual dues and initiation fees, by-elections of any Officer (with the exception of the President) or Councillor in the case of consistent inability.

The following decisions devolve with a three-quarter majority vote of the Council: admission and deletion of members, amendments of the By-Laws.

4.3 - Biennial Meetings

Organising Committees of SGA Biennial Meetings shall be approved by Council. They devolve their duties under supervision of, and in close co-operation with, the SGA Council. This applies in particular to all matters relating to conference fees, general finances, maintenance of scientific standards of oral communications and posters, and to the programme in general. The President, the Executive Secretary and the Treasurer are ex officio members of the Organising Committee.

Article IX - The Executive Committee

The Administrative Body (Vorstand) of the Society in the sense of the article 69 of the Schweizerische Zivilgesetzbuch is the “Executive Committee“.

The Executive Committee shall carry on the affairs of the Society separately, or in conjunction with the Council. This Committee shall consist of the President, who shall be Chairman, the Vice-President, the Executive Secretary, the Treasurer, the Chief Editor(s) and the Promotion Manager.

The Executive Committee is responsible to the General Assembly of the Society, as long as such decisions are not reserved to the Council or to the General Assembly.

Article X - The Auditors

Two Auditors will be designated by the Council, upon nomination by the Nominating Committee (By-Laws; Art. V,3). Their term of office is two years. Once a year they must audit the accounts, vouchers, bank accounts and securities in the custody of the Treasurer, and report to the General Assembly. One Auditor shall be chosen from the country of the Treasurer. The Auditors shall not be members of the Council.

Article XI - Publications

The official journal of the Society is Mineralium Deposita which is a property of Springer-Verlag, Berlin - Heidelberg - New York, according to the agreement of January 18th, 1975.

In addition to the current journal the Society will publish "SGA News" and occasionally "Special Publication(s)". The titles of these series are properties of the Society.

The Council takes all decisions about its publications.

Article XII - Amendments to the Statutes

Amendments to the Statutes may be proposed by the Council or in writing by any ten members of the Society. If approved by the Council, the proposed amendment shall be submitted to the members by letter ballot and the majority of votes received within seventy-five days after the date of mailing shall pass or defeat the amendment. The result of the ballot shall become effective seventy-five days from the date on which it was made known by the President.

Article XIII - Representation

For all legal purposes, the Society is represented by two members of the Executive Committee, one of whom shall be the President, or in case of his absence, the Vice-President.

Article XIV - Finances

Section 1 - Resources

The financial resources of the Society shall comprise membership fees, the voluntary contributions by the members, all gifts, subsides and donations of any nature received, possible surpluses resulting from Society conventions and publications, subscription fees as well as revenue from interest and investments.

Section 2 - Social debts

The Society shall pay from its own resources any social debts for which the members can never be held responsible.

Article XV - Dissolution of the Society

The dissolution of the Society can only be decided upon by a special session of the General Assembly, called into order for this purpose by the Executive Committee. Half of the regular members must participate. If this number is not attained, a further special session of the General Assembly will ensue after at least sixty (60) days, at which time the members present can enact decisions, regardless of their total number. The decision to dissolve the Society requires majority of two-thirds of the members present.

If the Society is to be dissolved, its net wealth (credit balance) will be transferred to an international geoscientific Society.

BY-LAWS

Article I - Entrance fees and dues

Section 1 - Entrance fee

Regular members and corporate members pay an initiation fee, the amount of which is to be determined annually by the Council.

The Secretary shall notify a candidate in writing upon his election to membership and the Treasurer shall mail to the new member a statement of the amount of the entrance fee and the amount of the dues, if any, for the calendar year of his election, in accordance with section 2 hereof.

Section 2 - Dues

Every member, with the exception of honorary members, is required to pay a membership fee, the amount of which is to be determined annually by the Council. The fee is also to be paid for the business year in which the entry or withdrawal from the Society occurs. Student and senior members pay a reduced membership fee. The annual fee shall include subscription to the official Bulletin for one year. New members admitted prior to October 1 in any year shall pay full dues for the current calendar year and shall receive upon request all the issues of the Bulletin for that year. Those elected subsequent to September 30 in any year shall pay no dues for the balance of the year, nor shall they be entitled to receive the Bulletin for that year, except by separately paid subscription. Dues shall be payable in advance of January 1 without bank charges for the Society. A notice shall be mailed to each member before the preceding October 1, stating the amount of the dues, the conditions in case of default of payment, and the amount of penalties possibly due on that account.

A member who fails to pay his dues before January 1 shall be dropped from the mailing list of the Bulletin of the Society. A member who pays his dues after January 1 shall be restored to the mailing list, and shall not be entitled to receive any issues of the Bulletin that he may miss during the postponement of payment. Members having outstanding debts will be admonished twice a year with a payment respite.

Article II - Termination of membership, resignation, expulsion and reinstatement

Membership expires through:

- death of a personal member
- termination of a non-personal member
- resignation
- expulsion

Section 1 - Resignation

Any member may resign from the Society at any time. Such resignation shall be in writing and shall be accepted by the Council, subject to payment of all outstanding dues and obligations of the resigning member.

Section 2 - Expulsion

(2.1) Any member who is more than two years in arrear in the payment of dues shall be dropped from membership of the Society. The time for payment of delinquent dues in any individual case may be extended by unanimous vote of the Council. In the latter case, the claim of the Society on the outstanding dues still remains effective. The deletion from membership will be annulled as soon as the required payments are made.

(2.2) Any member, who after being granted a hearing by the Council, shall be found guilty of violation of established professional ethics, may be expelled from the Society by a three-quarter majority vote of the Council. The member thus expelled may demand that this decision be submitted for a decision by the General Assembly which decides by a secret simple majority vote. This decision shall be final.

Section 3 - Reinstatement

Any person who has ceased to be a member under Sections 1 or 2.1 of this article may be reinstated by unanimous vote of the Council subject to the payment of any outstanding dues and obligations which were incurred prior to the date on which he ceased to be a member of the Society.

Article III - Nomination and election of Officers and Councillors

Section 1 - Nomination

The Nominating Committee shall, during the first year of tenure of the President, nominate one candidate for each office to be filled, and transmit its nomination to the Secretary prior to April 1 of the same year. The Secretary will within one month submit in writing the nomination to the Council for approval. The decision of the Council must be taken prior to July 1. Any member may nominate other members for an elective office provided such nomination shall have been endorsed by the signature of twenty-five (25) or more members and shall have been received in writing by the Secretary prior to July 1.

Section 2 - Elections

The election of officers and Councillors shall be by secret ballot mailed to members by the Executive Secretary prior to October 15, of the voting years. The ballot shall show the names of all persons duly nominated and the last date on which properly marked ballots will be accepted for counting, which date shall not be less than thirty (30) days after date of mailing by the Secretary. Election is by simple majority vote.

Section 3 - Election of President and Vice-President

The Vice-President shall be nominated by the Nominating Committee, in consultation with the Council generally from those who are, or have been, members of Council prior to April 1 of the voting years. His/Her name shall be included in the balloting paper

distributed to all SGA members. After his/her two-year term of office, the Vice-President shall normally be nominated for the office of President. The election process follows the procedure outlined in Article III, section 2.

Article IV - Publications

Section 1

Official publications of the Society are:

- (1) The journal *Mineralium Deposita* as its official bulletin, which shall be issued in several numbers per year (= one volume) and delivered to all members of the Society. According to the agreement of January 18th, 1975, the journal is a property of the Springer-Verlag GmbH & Co.KG, Berlin - Heidelberg - New York.
- (2) The series of the "Special Publication(s)" which will be published occasionally under the editorial regulations of the Society.

The "Special Publication(s)" are available for the members at a reduced rate.

Section 2

- (1) The publications of the Society are managed by the Chief Editor(s) in close co-operation with the SGA Council and the publishers. Editors are nominated by the Council with 2/3 (two thirds) majority.

The edition and production of single issues (numbers) of the "Special Publication(s)" can be assigned by the Council to other persons and companies with the approval of the Editor(s).

- (2) An Editorial Board shall support the Chief Editor(s) in their various tasks, e.g. stimulating submissions of papers from diverse fields, recommending referees for special contributions, and consulting in critical cases of declination of papers.

The Editorial Board shall consist of five (5) to seven (7) members each to serve for a four (4) years term. The members are nominated by the Council in agreement with the Chief Editor(s) and may be renominated.

- (3) An Advisory Board is selected to cover special fields and original problems concerned with the official publications of the Society, or to assist in any other relevant matter.

The advisory board shall consist of ten (10) to fifteen (15) members each to serve for a four (4) years term. The members are nominated by the Council in agreement with the Chief Editor(s) and may be renominated.

Article V - Committees

Section 1 - Appointment

The following standing committees are recognized : Executive Committee, Admissions Committee, Finance Committee, Program Committee and Nominating Committee. The Committees will serve for terms of two years.

The President-Elect shall, with the exception of the Executive Committee, appoint the members of the standing Committees that are to serve during his term as President, the Nominating Committee excepted, which will start serving during his term as President-Elect. He will also appoint the Committee Chairmen.

The President shall designate all special Committees needed ad hoc by the Council and shall designate their Chairmen.

Section 2 - Executive Committee

The purpose, duties and composition of the Executive Committee are outlined in art. IX of the Statutes.

Section 3 - Nominating Committee

The Nominating Committee shall consist of three members, of whom two shall be chosen from the membership-at-large, and one from the membership of the Council to serve as Chairman.

Section 4 - Admissions Committee

The Admission Committee shall consider all applications for membership and shall express its view about the applicants in accordance with the provisions of the Statutes (Art. V). It shall present the names of the approved candidates to the Council through the Secretary for final decision on membership.

The Committee shall consist of five members appointed for two years, with reappointment permitted. At least one member, but not more than two, shall be members of the Council. The Chairman of the Admissions Committee shall be selected by the President from among the membership of the previous Admissions Committee.

Section 5 - Finance Committee

The Finance Committee shall advise the Treasurer and the Council on all financial matters, particularly on the investment and the collection of funds.

The Finance Committee shall consist of two members appointed for two years.

Section 6 - Program Committee

The Program Committee shall be charged with the duty of deciding upon and arranging a program of papers or discussions to be presented at a meeting of the Society.

It shall consider and accept or reject in the name of the Society papers and titles of papers submitted for presentation at a meeting. This Committee shall consist of five members designated for two years.

The Chairman of this Committee may designate up to three additional members. The Secretary of the Society shall be ex officio member of this Committee.

Article VI - Rules of the Council

The Council may adopt rules to carry on the affairs of the Society. Such rules shall be in conformity with the Statutes and the By-Laws of the Society and shall be published in the News of the Society.

Article VII - Amendments of the By-Laws

The By-Laws may be amended by a three-quarter majority ballot vote of the Council. The proposed amendments shall be communicated to the voting members of the Council in writing at least sixty days prior to such vote.

Article VIII - Business year

The business year of the Society is the calendar year.

Article IX- Registered Office

The registered office of the Society shall be:

Institut de Minéralogie de l'Université de Genève
11, rue des Maraîchers
CH-1211 GENEVE 4 (Suisse)

The “Institut de Minéralogie“ is in no aspect responsible for the Society.