

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

C O N S T I T U T I O N

S G A

effective 4.7.2017

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 nonprofit and not self-help orientated activity 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,
- to foster and support education in mineral deposit geology to students and young scientists worldwide,
- 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 Zürich, 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 Zürich, 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, which 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

Section 2 - Honorary members

The General Assembly, upon recommendation by 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, also postgraduate study or research will be considered.

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. If an application form meets the requirements (Art. V, 3.1.), the Executive Secretary will notify that he/she is now a member of the Society.

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 geosciences. Student Members shall provide prove of student status each year with their membership renewal.

Student Members are encouraged to attend all Society meetings and to use other benefits offered by the Society. 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) may apply for senior membership. Senior members retain all rights and privileges of regular members. They pay reduced fees that are determined by the Council.

Section 6 - Corporate members

Corporate bodies may apply for membership. Their acceptance will follow the procedure described in Article 5, Section 3, part 3.2. Corporate members pay a membership fee determined by the Council. They have no voting rights and cannot sponsor candidates for membership.

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.

4. All activities for the Society by Council members and the Executive Committee are strictly voluntary and without any remuneration.

Article VII - The General Assembly

Section 1 - Meetings

The General Assembly shall meet once every two calendar years, typically in the years of the SGA Biennial Meetings. The invitations are issued by the President, and shall be announced in the Society Newsletter at least thirty 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 in writing another qualified member to vote for them. The latter thus detains a number of votes equal to the number of proxies he/she 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 report of the President and the financial report of the Treasurer,
- approves the SGA accounts of the preceding two years after having been presented the reports of the auditors,
- approves the SGA budget presented by the Treasurer,
- 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 Vice-President for Student Affairs
- 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.

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 Vice-President for Student Affairs.

The Vice-President for Student Affairs coordinates student activities.

1.4 - 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 informing the Council of such appointment.

1.5 - 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/her hands. His/Her duty is also to meet the financial obligations of the Society by means of the latter's funds. He/She shall act on instructions from the Council signed by the President or Vice-President. He/She shall every year draw up the Society's balance sheet.

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

1.6 - The Chief Editor(s).

The Chief Editor(s) shall assume, in close collaboration with the Council, the editorial responsibility of the scientific journal *Mineralium Deposita* and other publications of the Society.

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

The Chief Editor of the Society's website is nominated and approved by the Council.

1.7 - The Promotion Manager.

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

Section 2 - The Regional Vice-Presidents

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

They 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.

Section 3 - The Elected Councillors

There will be ten to sixteen Councillors elected 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 Vice-President for Student Affairs, the Executive Secretary, the Treasurer, the Chief Editor(s), the Promotion Manager and at least ten elected Councillors. Two nominated Ex officio members of each of the Society of Economic Geologists (SEG), and the International Association on the Genesis of Ore Deposits (IAGOD) shall be voting members of the Council except on matters requiring a three-quarter majority vote or unanimity.

The two Ex officio members of the SGA Council from SEG will be nominated by the current SEG President. They will normally be the President and Executive Director, but may be varied at the SEG President's discretion. The two Ex officio members of the SGA Council from IAGOD will be nominated by the current IAGOD President. They will normally be the Secretary General and the Publications Manager, but may be varied at the IAGOD' President's discretion.

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.

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.

Council shall judge the material presented for publication in the name 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, by-elections of any Officer (with the exception of the President) or Councillor in the case of continuous inability.

The following decision devolves with a three-quarter majority vote of the Council: 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, the relevant Regional Vice-President 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 Vice-President for Student Affairs, 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. They can be re-elected. 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. At least one Auditor shall be chosen from the country of the Treasurer. The Auditors must 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 publishes “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 with voting rights by paper or electronic ballot and the majority of votes received within forty (40) days after the start of the election shall pass or defeat the amendment. The result of the ballot shall become effective after thirty days from the end of the election.

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, voluntary contributions by the members, all gifts, subsidies and donations of any nature received, possible surpluses resulting from Society conventions, royalties received for 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 non-profit geoscientific society.