



# **Organisational Statutes**

**November 2018**

## Foreword

A trend towards tighter corporate governance and regulation demands the application of good practice in mineral reserve and resource management as well as high standards of public reporting by responsible, experienced persons.

The Committee for Mineral Reserves International Reporting Standards (CRIRSCO) is a voluntary body whose members comprise National Reporting Organisations (NROs) that are responsible for developing mineral reporting codes, standards and guidelines.

Based on the established reporting codes of its member countries, CRIRSCO has developed an International Reporting Template (the Template), the purpose of which is to assist with the dissemination and promotion of effective, well-trying, good practices for public reporting of Exploration Results, Mineral Resources and Mineral Reserves which is already widely adopted through national reporting codes and standards.

Consistent with the aims, objectives and strategies of its members, CRIRSCO provides an international forum that enables NROs to ensure consistency of their reporting standards in an international setting, and to contribute to the development of best practice international reporting.

## Purpose of the Organisational Statutes

These Organisational Statutes define the basis on which CRIRSCO operates and how it conducts its business.

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## 1. The Organisation

- 1.1 The Committee for Mineral Reserves International Reporting Standards is usually referred to by its acronym CRIRSCO.
- 1.2 CRIRSCO has no physical office and has no legal authority or standing.
- 1.3 CRIRSCO is an unincorporated, not-for-profit organisation that relies on its Members and their nominated representatives to carry out its work in a thorough and professional manner and without direct remuneration.
- 1.4 The CRIRSCO Executive, Committee Members, and Representatives must not use their CRIRSCO position or activities to advance their personal commercial interests or those of their employer or clients.

### Principles and objectives

- 1.5 The Principles and the Objectives of CRIRSCO are set out in the separate Document '*CRIRSCO Terms of Reference*'.

### Language

- 1.6 The official language of CRIRSCO is English.

### Organisational Statutes

- 1.7 These Organisational Statutes define the means by which CRIRSCO will operate.
- 1.8 The Organisational Statutes are reviewed and revised periodically to ensure they remain fit for their purpose.
- 1.9 Any updates and amendments to the Organisational Statutes will be agreed by the Committee Members.

## 2. Definitions and Abbreviations

- 2.1 The table following includes definitions for terms used throughout this document and in relation to CRIRSCO more generally.
- 2.2 Abbreviations are also identified and defined.

Item	Definition
CRIRSCO	Committee for Mineral Reserves International Reporting Standards
ICMM	International Council on Mining & Metals
NRO	National Reporting Organisation (may sometimes also be regional)
PO	Professional Organisation associated with an NRO
RPO	Recognised Professional Organisation – a PO associated with another NRO which is recognised as complying with the requirements of the

<b>Item</b>	<b>Definition</b>
	recognising NRO and whose members are accepted as Competent Persons for reporting under the code/standard maintained by the recognising NRO.
CRIRSCO Members	The National Reporting Organisations accepted into membership
Committee Members	The nominated NRO representatives to CRIRSCO
CRIRSCO Representatives/ Ambassadors	Individuals or organisations appointed from time to time by the Executive to represent the interests of CRIRSCO, but who are not otherwise Committee Members.
AGM	Annual General Meeting
International Reporting Template	The Template developed by CRIRSCO, based on best-practice Public Reporting of Exploration Results, Mineral Resources and Mineral Reserves, to assist countries to develop their own Code or Standard.
Member Contributions	The annual fee that is due from CRIRSCO Members to support the work of CRIRSCO.
Public Reporting	The reporting of Exploration Results, Mineral Resources and Mineral Reserves related to a minerals project for the purposes of informing stakeholders including investors or potential investors interested in that project.
Solid Minerals	Accumulation of organic or inorganic naturally occurring substances and/or native metals in a solid state (not gas or liquid) that are of potential economic interest.
UNECE	United Nations Economic Commission for Europe
UNFC	United Nations Framework Classification for Resources – an international scheme for the classification and reporting of all energy and mineral resources. The UNFC is amended/updated from time to time and therefore a date is usually attached to indicate the version.

### **3. Structure and Management**

- 3.1 The structure, management and operating model of CRIRSCO reflects its status as a voluntary body with no legal standing.

#### **Members**

- 3.2 CRIRSCO membership comprises National Reporting Organisations (NROs), representing countries or regions.
- 3.3 CRIRSCO members are required to be active and contribute to CRIRSCO activities and meet the financial obligations agreed.

### **NRO representation**

- 3.4 Each NRO may nominate two members to serve on the CRIRSCO committee.
- 3.5 It is expected that any nominated member will have many years' experience in the estimation and/or reporting of Mineral Exploration Results, Mineral Resources and Mineral Reserves and a good working knowledge of CRIRSCO aligned reporting codes.
- 3.6 Each NRO determines the term of the involvement of its members and decides who will act as a member on its behalf.
- 3.7 The names and contact details of those acting as members are confirmed annually by each NRO to the CRIRSCO Executive.
- 3.8 Should the CRIRSCO Executive feel it is warranted, it may discuss the suitability of the nominated member with the NRO, and at its sole discretion, the Executive may request of an NRO that one or both of its members are replaced if their suitability, performance or support is not up to the standards necessary for the effective operation of CRIRSCO.

### **Executive**

- 3.9 CRIRSCO is managed and administered by an Executive drawn from the Committee Members.

#### **Composition of Executive**

- 3.10 The CRIRSCO Executive comprises the following:
- Chairperson
  - Deputy Chairperson
  - Secretary
  - Treasurer
  - Immediate Past Chairperson

#### **Term of Office and responsibilities**

- 3.11 The Executive are appointed for the periods and with the responsibilities indicated in the table below:

<b>Position</b>	<b>Term of Office</b>	<b>Responsibility</b>
<b>Chairperson</b>	One year, from 1 January and following the period of one year served as Deputy Chair (unless otherwise elected directly). The term of office may be extended for a further year.	Overall direction of the function of the CRIRSCO Committee. Acts as the spokesperson of CRIRSCO.
<b>Deputy Chairperson</b>	One year, from 1 January. The term of office may be extended for a further year if the Chairperson's term of office is extended.	Support for the Chairperson and stand-in during their absence.

<b>Secretary</b>	One year, from 1 January, but may be extended for a longer period.	Manages the administrative function and acts as a stand-in for either the Chairperson or Deputy Chairperson in their absence. Gains experience in the workings of the Executive, and maintains the administrative record of the Committee. Manages the arrangements for the AGM.
<b>Treasurer</b>	No specified term.	Responsible for financial management. Assists the Secretary on administrative matters and supports the Executive with continuity of knowledge.
<b>Immediate Past Chairperson</b>	One year from 1 January and immediately following period served as Chairperson. Term may be extended if the Chairperson's term is extended.	Continuity of knowledge and support for the Chairperson. Chairs the AGM in the absence of the Chairperson and Deputy Chairperson.

## Appointment of Executive

- 3.12 The Executive is responsible for ensuring the succession of the Executive positions, and will ensure that nominees for the positions are identified.
- 3.13 Any Committee Member may be nominated by the other Committee Members for inclusion in the Executive, taking into account the needs of and challenges facing CRIRSCO in the short to medium term.
- 3.14 Confirmation of the nominations for the Executive positions is the responsibility of the Committee Members.
- 3.15 There should be no expectation that appointment to the Executive arises from seniority or through rotation between countries or regions. Matters relevant to consideration for the Executive include relevant experience, on-going contribution to CRIRSCO activities, leadership skills, willingness and ability to devote time to support the management of CRIRSCO, together with standing in the minerals industry.

## Confirmation of serving Deputy Chairperson as incoming Chairperson

- 3.16 Each year at the AGM, the Committee Members are invited to confirm the appointment of the Chairperson in the year following their one year term as Deputy Chairperson, or confirms that the Executives will remain in their posts for a further term (see paragraphs 3.25 and 3.31 below).
- 3.17 If the Committee Members do not confirm the appointment of the Deputy Chairperson as the new Chairperson, then a new election will be arranged for the position of Chairperson, in line with the general principles set out in paragraphs 3.21 to 3.24 below.
- 3.18 If the serving Deputy Chairperson does not wish to take up the role of Chairperson, and the Committee Members do not confirm the extension of the serving Chairperson's term, the Committee Members must agree on the appointment of a new Chairperson drawn from the Committee Members.



- 3.19 If the serving Chairperson's term is not extended, the Executive will identify the member who is best suited to be Deputy Chairperson and will secure their agreement for nomination for approval by the Committee Members.
- 3.20 If there is no quorum at the AGM (see paragraphs 6.13 to 6.16 below), the selection and appointment for Executive positions vacant by virtue of the Deputy Chairperson declining to take up the position of Chairperson is organized by email after the meeting and before 31 December in the year in which appointments are due.

### **Election of Executive**

- 3.21 At the end of the term of office for any Executive position (including any extensions agreed by the Committee Members), new appointments to the Executive positions are necessary.
- 3.22 Each year in which a new appointment is necessary, at or before the Annual General Meeting (AGM) the Executive secures the agreement for nomination from those proposed as Deputy Chairperson and Secretary for the following year, or to take on the role of Treasurer.
- 3.23 Each year at the AGM, the Executive nominates those proposed for the positions of Deputy Chairperson, Secretary and/or Treasurer for election by the Committee Members.
- 3.24 If there is no quorum at the AGM (see paragraphs 6.13 to 6.16 below), the election for nominated Executive positions is organized by email after the meeting and before 31 December in the year in which elections are due.

### **Extension of terms of office**

- 3.25 If after serving a one year term, the incumbent Chairperson is able and willing to serve for a second term in the position, and the Executive agrees that this is desirable, then the Committee Members will be invited to confirm that the incumbent Chairperson will continue in the position for a second year.
- 3.26 If after serving a one year term the incumbent Deputy Chairperson is able and willing to serve for a second term in the position, and the Executive agrees that this is desirable, then the Committee Members will be invited to confirm that the incumbent Deputy Chairperson will continue in the position for a second year.
- 3.27 If after serving a one year term the incumbent Secretary is able and willing to serve for a second term in the position, and the Executive agrees that this is desirable, then the Committee Members will be invited to confirm that the incumbent Secretary will continue in the position for a second year.
- 3.28 The Executive will confirm with the Treasurer that they agree to continue in the position.
- 3.29 Each year at Annual General Meeting (AGM) the Executive will seek the approval of the Committee Members for any extension of office for the Executive positions.
- 3.30 If there is no quorum at the AGM (see paragraphs 6.13 to 6.16 below), the proposed extended appointment of the relevant Executive position(s) is notified to the Committee Members by email after the meeting, seeking approval before 31 December in the year in which the confirmation is due.
- 3.31 If the Committee Members do not confirm the extension of term for a second year of either the Chairperson, Deputy Chairperson or Secretary (as the case may be), then a new election for the positions will be organized, as described in paragraphs 3.21 to 3.32 below.

### **Email elections or confirmations**

- 3.32 Any appointments and elections to the Executive made by virtue of email confirmations from the Committee Members in the absence of a quorum at the AGM will be determined by a simple majority of the responses received.

### **Resignation of Executive**

- 3.33 It is normally expected that the Executive will serve the term of appointment, but it is recognised that there may be circumstances in which this is not possible.
- 3.34 A member of the Executive who wishes to resign must notify the Chairperson and Secretary in writing.
- 3.35 If the Chairperson wishes to resign, they must notify the remainder of the Executive in writing.
- 3.36 If the Secretary wishes to resign, they must notify the Chairperson in writing.
- 3.37 If the Chairperson resigns, the Deputy Chairperson will act as Chairperson until they assume the role in their own right.
- 3.38 If the Deputy Chairperson resigns, the Executive will appoint a temporary replacement from the Committee Members, pending formal election.
- 3.39 If the Secretary resigns, the Deputy Chairman will act as Secretary until a new Secretary is nominated and elected.
- 3.40 If the Treasurer resigns, the Executive will appoint a temporary replacement from the Committee Members, pending formal election.
- 3.41 If the Immediate Past Chairperson resigns, the position will be filled by a previous Past Chairperson agree by the Executive until the change in Executive at the end of the year.
- 3.42 Any changes in the Executive due to resignations of positions will be notified by the Executive to the Committee Members.

### **Removal of Executive**

- 3.43 The Executive is expected to perform its functions diligently and expeditiously. Non-performance in the role may be grounds for removal and replacement.
- 3.44 Complaints from Committee Members about perceived non-performance of the Executive should be submitted in writing to the Chairperson, unless the complaint is about the Chairperson in which case the complaint is submitted to the Deputy Chairperson.
- 3.45 The member of the Executive about whom the complaint is made is notified within 1 week of the receipt of the complaint and must respond to the substance of the complaint within 2 weeks following notification.
- 3.46 The Executive will together consider the substance of the complaint and the response and agree the measures, if any, to rectify the cause of the complaint.
- 3.47 The person making the complaint will be advised of the measures that will be taken and the timescale in which improvement is expected.

- 3.48 If the cause of the complaint is not remedied satisfactorily within 6 weeks of the agreement of measures, the Executive may remove and replace the member of the Executive the subject of the complaint.
- 3.49 The replacement member for the Executive will be notified to the Committee for approval by a simple majority.
- 3.50 The replacement will be permitted to continue on the Executive for the year following, with the approval of the Committee at the AGM.

## Sub-Committees

- 3.51 Sub-committees are formed on an 'as-needed' basis.
- 3.52 The need and the terms of reference for each sub-committee will be determined by the Executive. The mandate for each sub-committee will be confirmed in writing to the appointed sub-committee Chairperson.
- 3.53 The sub-committees will comprise Committee members and/or the Executive or others not otherwise members of the Committee who have appropriate skills or experience, and will be represented by a Chairperson agreed by the sub-committee members.
- 3.54 Participation in the sub-committees is on a volunteer basis, or through co-option at the discretion of the Executive.
- 3.55 The work of sub-committees is generally conducted by email or other electronic means.

## Purpose

- 3.56 Matters for which a sub-committee might be formed include, amongst others:
- liaison and outreach with other organisations,
  - expanding membership,
  - template revisions,
  - resolution of technical issues,
  - dealing with matters relating to ethics and discipline, or
  - dealing with individual applications for membership.

## Disbanding

- 3.57 Sub-committees will only exist for as long as the need is recognised by the Executive.
- 3.58 When the work of the sub-committee is completed or there is no longer a need for its input, the sub-committee will be terminated.
- 3.59 A summary report of the work actions and outcomes from each sub-committee is provided by the Sub-Committee Chairperson when the sub-committee is disbanded.
- 3.60 Closed sub-committees may be reactivated if necessary.

## Representatives/Ambassadors

- 3.61 Representatives (who may also be known as Ambassadors) may be used to assist in the process of expansion of membership or other matters to assist in the support of CRIRSCO objectives, including representation and liaison with external bodies.
- 3.62 Representatives are not CRIRSCO Committee Members, and are not members of member NROs.
- 3.63 Like Committee Members, Representatives are not remunerated by CRIRSCO for their involvement in CRIRSCO activities.
- 3.64 Although there is no remuneration received, payment may be made by CRIRSCO to Representatives for travel expenses and accommodation while engaged on CRIRSCO activities, subject to prior approval from the Executive.
- 3.65 For any expenses paid to Representatives, reimbursement is made against receipts.
- 3.66 Representatives may be invited by the Executive to attend the AGM and to make presentations in either the Open or Committee sessions or to discuss their activities with the Committee.
- 3.67 Representatives have no formal standing or voting rights in the CRIRSCO structure and will take no part in the decision making process.

### Appointment of Representatives

- 3.68 Representatives will be appointed in writing by the Executive, and confirmation of appointments and the terms of reference for the Representatives will be provided to the Committee Members.
- 3.69 The period for which the Representatives may be appointed is decided by the Executive.
- 3.70 If associated with a particular country, that Representative's appointment ceases when that country becomes a CRIRSCO member.

### Change of Representatives

- 3.71 Representatives may be changed by the Executive for any reason, or additional Representatives may be assigned to assist already appointed Representatives.

### Resignation of Representatives

- 3.72 Representatives who no longer wish to support CRIRSCO activities will notify the Chairperson, who will confirm to the Committee that the Representative no longer acts on behalf of CRIRSCO.
- 3.73 Those persons with whom the Representative has dealings on behalf of CRIRSCO will be notified by the Executive of the resignation of that Representative.

### Removal of Representatives

- 3.74 Representatives may be removed from their roles at the sole discretion of the Executive.

## 4. Membership

- 4.1 Membership of CRIRSCO is open to all country or regional organisations whose application demonstrates that they meet the criteria for membership.

- 4.2 CRIRSCO Members represent National Reporting Organisations active in countries or regions, and CRIRSCO will not normally accept into membership an organisation from a country or region already represented.
- 4.3 CRIRSCO alone has the right to admit new members and to remove members.
- 4.4 Organisations that potentially meet the membership eligibility criteria, but have not otherwise applied to join, may be invited by CRIRSCO to apply for membership.
- 4.5 All applications from organisations likely to be eligible for membership will be pro-actively encouraged by CRIRSCO.

### **Expansion of new members**

- 4.6 CRIRSCO actively seeks to expand its membership as widely as possible and to include any organisation that embraces the CRIRSCO objectives and fulfils the eligibility criteria for membership.
- 4.7 The number of Members in CRIRSCO is not limited.

### **Application to join CRIRSCO**

- 4.8 The process for joining CRIRSCO is detailed in the separate document '*CRIRSCO Membership Application Policy and Process*'.

### **Admission of new members**

- 4.9 Applications to join CRIRSCO are considered by all Committee Members.
- 4.10 The decision to accept or refuse membership is on the basis of a consensus view of the Committee Members, assuming that all eligibility criteria are satisfied at the time of application.

### **Withdrawal from membership**

- 4.11 NROs may, on submission of written notice to the Executive, withdraw from CRIRSCO.
- 4.12 On receiving notice of intention to withdraw, the Executive will notify all Committee Members.
- 4.13 On withdrawal from membership, the Executive will issue press releases highlighting that the relevant codes or standards are no longer recognised or supported by CRIRSCO.
- 4.14 Member NROs will notify regulatory bodies in their area of jurisdiction that the relevant codes or standards produced by the NRO removed from membership are no longer recognised by CRIRSCO and can no longer be relied on as being comparable with other CRIRSCO aligned standards and codes and/or reliable for investor protection.
- 4.15 The NROs remaining in membership of CRIRSCO will each have to address the implications for continued reciprocity and recognition of the RPOs of the withdrawn NRO.

### **Removal from membership**

- 4.16 NROs may be removed from membership if, in the opinion of the Executive, it is no longer desirable for CRIRSCO to maintain an association with that NRO.

### Reasons for removal from membership

- 4.17 An NRO may be removed from membership where the NRO either:
- Plays no active part in the affairs of CRIRSCO; or,
  - Does not promote the values or support the objectives of CRIRSCO; or,
  - Produces or amends the content of its standard or code in a way that it is no longer compatible with the International Reporting Template; or,
  - No longer includes credible, self-regulating, professional bodies as part of its structure; or,
  - Does not pay the Member Contributions as they fall due.

### Notification to NRO

- 4.18 The Chairperson will notify an NRO in writing that they may be removed from CRIRSCO Membership.
- 4.19 The notification will identify the reasons for the proposed removal from membership.
- 4.20 The NRO will be given four weeks in which to respond to the notification and to set out measures that will be taken to remedy the reasons noted for the intention to remove them from membership.
- 4.21 If the response setting out those measures that the NRO will take to remedy the reasons highlighted in the notification is acceptable to the Executive, then no further action will be taken to remove the NRO from membership.
- 4.22 If the response setting out those measures that the NRO will take to remedy the reasons highlighted in the notification is not acceptable to the Executive, then the NRO will be advised as such by the Executive and given one further opportunity to set out measures that are acceptable.

### Removal of an NRO

- 4.23 If the measures proposed by an NRO to remedy the reasons for the notification (paragraphs 4.20 and 4.22 above) are not acceptable to the Executive and in the opinion of the Executive there is no likelihood that the NRO will take suitable measures to remedy the reasons for notification, or if no response is received from the NRO within the four week period, the Executive will notify the Committee of their intention to remove an NRO from membership and will set out the reasons why such removal is proposed.
- 4.24 Committee Members will be asked to confirm the intention to remove the NRO, subject to a simple majority.
- 4.25 Following confirmation from Committee Members to remove the NRO, the Chairperson will write formally to the NRO removing them from membership.
- 4.26 If the Committee Members do not agree to remove the NRO from membership, the Executive will advise the NRO accordingly, and will identify the measures that the NRO must take to avoid future referrals for removal from membership.
- 4.27 Where the Committee Members have declined to remove an NRO from membership, at least 12 calendar months must pass before that NRO can be considered again for removal from membership for one or more of the reasons for removal identified in paragraph 4.17 above.

- 4.28 Following removal from membership, the Executive will issue press releases highlighting that the NRO is no longer part of CRIRSCO and that the relevant codes or standards are no longer recognised or supported by CRIRSCO.
- 4.29 Member NROs will notify regulatory bodies in their area of jurisdiction that the relevant codes or standards produced by the NRO removed from membership are no longer recognised by CRIRSCO and can no longer be relied on as being comparable with other CRIRSCO aligned standards and codes and/or reliable for investor protection.
- 4.30 The NROs remaining in membership of CRIRSCO will each have to address the implications for continued reciprocity and recognition of the RPOs of the NRO removed from membership.

## 5. Finances

- 5.1 Funding for CRIRSCO work and activities is provided from a variety of sources, including annual membership fees from the NROs.
- 5.2 The provision of support and funding to CRIRSCO does not provide any rights or privileges for those organisations providing that support or funding.

### Member Contributions

- 5.3 NROs will pay an annual membership fee to support the work of CRIRSCO. Terms for payment will be established by the Executive including dates for invoicing membership fees, and receipt of payments.
- 5.4 The amount of the annual membership fee will be reviewed on an annual basis and confirmed with Committee Members at the AGM for the following year.
- 5.5 The membership fee will take account of the anticipated costs for the following year based on a budget estimate to be prepared ahead of the AGM.
- 5.6 Annual invoices for the membership fee will be sent to the Committee Members for onward submission to their respective NRO.
- 5.7 Payment of the annual membership fee is made prior to the AGM, and failure to pay in time may result in the withdrawal or suspension of voting rights at the AGM.
- 5.8 The membership fee may be reduced or waived for new members or existing members on application to the Executive setting out justification for such action.

### Bank account

- 5.9 The Society for Mining, Metallurgy & Exploration (SME), which is the NRO for the United States, provides a bank account where CRIRSCO funds are held in trust.
- 5.10 Withdrawals and payments from the CRIRSCO account require the notification and approval of the Chairperson (or the Deputy Chairperson in the absence of the Chairperson) and the Treasurer in writing, to the SME administrator of the CRIRSCO account.

### Other support and sources of funding

- 5.11 Direct financial support is available from the International Council on Mining & Metals.

- 5.12 The level of funding is based on the budget agreed for CRIRSCO activities and confirmed annually by the ICMM.
- 5.13 A significant level of indirect financial support is received from the employers of the Executive, Committee Members and CRIRSCO Representatives.
- 5.14 Financial support from employers includes payment of travel and other expenses meetings (including the AGM), and support in kind is also provided in allowing employees time-off to engage in CRIRSCO activities.
- 5.15 NROs may also contribute directly with financial support for their Committee Members in respect of payment of travel and other expenses, in addition to the Member contributions noted in paragraph 5.3 above.
- 5.16 Other support and funding may be provided by consultancies, financial institutions, government bodies or mining and exploration companies.

## Payments

- 5.17 All disbursements and payments from the CRIRSCO funds are authorised by the Chairperson or one other member of the Executive.
- 5.18 The process for approving and paying expenses is detailed in the separate CRIRSCO document "Travel and Expenses Policy".

## Annual reporting of accounts

- 5.19 The accounts are prepared by the Treasurer for each calendar year ending 31 December.
- 5.20 The Chairperson will ensure that a statement of account is produced for Committee for discussion and approval at the AGM.
- 5.21 The statement of account will be accompanied by an estimate of remaining expenses expected during the year.

## 6. Meetings

- 6.1 Meetings may be arranged face to face, or by video/telephone conferencing, and the format duration and attendance will depend on the nature of the meeting, the topics under discussion and the availability of Committee Members.

### The Annual General Meeting

- 6.2 The Annual General Meeting (AGM) is the principal meeting of the committee and is the main forum for reviewing activities undertaken by CRIRSCO and the NROs, progress made towards membership for various applicants, and for decision making.
- 6.3 The AGM includes both Open and Committee sessions.
- 6.4 The date, location, duration, format and agenda for the AGM are determined by the Executive.
- 6.5 The Secretary is responsible for providing notification of the meeting and requesting items for the agenda.



- 6.6 NROs will provide a written update of activities in their country or region since the previous AGM at least one month prior to the AGM.
- 6.7 Sub-committee chairpersons will provide a written update of activities relevant to their sub-committee since the previous AGM at least one month prior to the AGM.
- 6.8 Committee Members may suggest items for inclusion in the agenda.
- 6.9 The final agenda will be circulated at least two weeks ahead of the meeting, together with meeting papers prepared for any or all of the agenda items.
- 6.10 The AGM typically lasts for three full days, but may be longer or shorter depending on circumstances.
- 6.11 The draft Minutes of the AGM will be supplied to the Committee Members for review and comment.
- 6.12 The approved Minutes will be circulated to Committee Members.

### **Quorum**

- 6.13 A quorum, which is required for each AGM, shall comprise:
  - Representation of at least 50% of the CRIRSCO membership, such representation being based on the number of NROs in membership at the date of the AGM.
  - At least two of the Executive, one of which must include the Chairperson, Deputy Chairperson or Past Chairperson.
- 6.14 A Committee Member attending by electronic means will be counted towards the quorum for the meeting.
- 6.15 In the event that less than 50% of the CRIRSCO membership is represented, or the Executive representation does not meet the requirements for a quorum, the AGM will be cancelled or, if it goes ahead, will have advisory status only and no decisions will be made.
- 6.16 If neither the Chairperson nor the Deputy Chairperson is present at the AGM, but the meeting is otherwise quorate, the Past Chairperson will chair the meeting.

### **Location of meeting**

- 6.17 The location of the AGM is determined by the Executive.
- 6.18 The AGM is usually held in the country of the current Chairperson, or in a 'hub' location easily accessible by air travel.
- 6.19 AGMs will not be held in countries seeking membership of CRIRSCO, or combined with admission ceremonies to avoid conflicts of interest.

### **Attendance at meeting**

- 6.20 All nominated Committee Members from each NRO are entitled to attend the AGM in person.
- 6.21 Although not obligatory, attendance at the AGM is highly desirable and demonstrates commitment to the on-going activities of CRIRSCO.

- 6.22 Where no Committee Member from an NRO is available to attend the AGM, a written update report on NRO activities and other relevant topics must be submitted in advance of the AGM for distribution to the other Committee Members.
- 6.23 Repeated non-attendance or participation by an NRO at the AGM may result in removal from membership.

### **Cost of meeting**

- 6.24 Costs for the Executive and Committee Members travel and accommodation for the AGM are met by NROs, employers of Committee Members, or other outside sources.
- 6.25 Costs associated with CRIRSCO-hosted dinners at the AGM will be met from CRIRSCO funds.
- 6.26 Where not otherwise met by the AGM host country or NRO, other costs associated with the AGM, such as room hire, lunches, printing, publicity, *etc.* are met by CRIRSCO.
- 6.27 The costs of holding the meeting are constantly reviewed by the Executive and will be discussed with the Committee before committing to selecting the AGM location, duration and format.
- 6.28 Should an NRO be unable to fund the attendance of its representatives at the AGM, the Executive may consider some assistance in some circumstances. This circumstances and justification for assistance must be properly explained to allow the Executive to reach a decision on providing support.

### **Invitations to non-members**

- 6.29 Organisations applying for membership of CRIRSCO may be invited to send observers to the AGM at their cost to gain a better understanding of CRIRSCO and its objectives.
- 6.30 Individual or collective meetings with organisations applying for membership of CRIRSCO may be arranged in parallel with the AGM.
- 6.31 Other parties may be invited to attend the AGM at their cost at the discretion of the Executive.

### **Open sessions**

- 6.32 Open sessions at the AGM allow for attendance by any interested party.
- 6.33 Topics in the open sessions may include updates on general CRIRSCO activities in the year, overviews of the main aspects relating to the work and organisation of CRIRSCO and other topics of general interest.
- 6.34 By invitation, during the open sessions parties who are not members of CRIRSCO may be invited to speak or provide presentations to the meeting.
- 6.35 Agenda items may be requested by interested and affected parties but must be submitted to the CRIRSCO Secretary one month ahead of the meeting.
- 6.36 Questions may be invited from those attending the open sessions
- 6.37 No voting or decision making takes place in the open sessions.

### **Committee sessions**

- 6.38 Committee sessions will be for the Committee Members only and will not be open to other parties.

- 6.39 Persons who are not Committee Members may be invited to the Committee sessions for either specific agenda items or more generally as observers. This includes CRIRSCO Representatives.
- 6.40 Persons invited to the Committee sessions who are not Committee Members may be invited to speak, but will not contribute to the management or consensus view of the Committee.
- 6.41 Any discussion and consideration of applications for membership and any associated voting will be a closed session for CRIRSCO Members only.

### **Executive meetings**

- 6.42 The Executive will meet before each AGM in a separate session to discuss the management of CRIRSCO and to nominate Committee Members for Executive positions for the following year.
- 6.43 The Executive will hold quarterly management meetings (one of which will be at the AGM) and which may be by telephone or video conference.
- 6.44 The Secretary will provide notification of the quarterly Executive meeting and will manage the agenda.
- 6.45 Minutes of the Executive Meetings will be made available to Committee Members by the Secretary.

### **Sub-Committee meetings**

- 6.46 Sub-committees may choose to meet as required, but most such meetings are generally conducted by telephone or video conference.
- 6.47 Where practicable and if necessary, time can be allocated at the AGM (or before or after the AGM) for breakout meetings for sub-committee meetings.
- 6.48 Minutes of the sub-committee meetings are not taken, but any matters on which a direction or decision is necessary from the Executive will be documented and notified by the Executive to all Committee Members.

### **Ad-hoc meetings**

- 6.49 The Executive may call for ad-hoc meetings of the Committee each year to deal with emerging matters.
- 6.50 Ad-hoc meetings may be face to face but are more generally conducted by telephone or video conference.
- 6.51 The Secretary is responsible for providing notification of an ad-hoc meeting and for the agenda.
- 6.52 Notice of an ad-hoc meeting and circulation of the agenda will be at least two weeks ahead of the meeting, together with meeting papers prepared for any or all of the agenda items.
- 6.53 The draft Minutes of any ad-hoc meeting will be supplied to the Committee Members by the Secretary for review and comment.
- 6.54 The approved Minutes will be circulated to the Committee Members.
- 6.55 For any ad-hoc meeting, the requirements for a quorum will be as for the Annual General Meeting.

## Regional meetings

6.56 Regional meetings may be arranged by NROs.

## 7. Conduct of Activities

7.1 The way that CRIRSCO conducts its activities and operates reflects its status as a voluntary body with its membership comprising a number of NROs who share the same objectives.

### Decision making

7.2 CRIRSCO is responsible, and reports, to its Members.

7.3 CRIRSCO has no power to instruct any member NRO on any matter.

7.4 The interpretation and implementation of internationally agreed recommendations remains the prerogative of the NRO.

7.5 It is accepted by CRIRSCO that there will be differences in the detail contained in the Codes and Standards developed by each NRO, while embracing common principles and standard definitions.

7.6 Decision making is by consensus in the Committee, based on an acceptance of the benefits of a united voice on matters related to the Reporting of Mineral Exploration Results, Mineral Resources and Mineral Reserves.

7.7 Where no consensus can be reached, and it appears unlikely that a consensus will be reached, the Chairperson may direct that a decision can be made by a simple majority vote of the Committee Members.

7.8 Where any vote is tied, the Chairperson will make the casting vote.

7.9 All decisions are recorded in minutes or notes for the record.

### Binding actions

7.10 No action or decision of CRIRSCO is binding on any of the NROs.

7.11 Actions agreed or decisions taken by the Committee will be implemented by each NRO as appropriate and to reflect the particular circumstances of that NRO.

7.12 Where an NRO does not propose to implement an action or decision of the Committee, the NRO will advise the Executive accordingly and explain the reasons for that decision and what alternative measures may be adopted.

### Work programmes and budgets

7.13 Programmes of work and associated budgets are developed annually.

7.14 Work programmes and budgets are developed for consideration and agreement at the AGM.

7.15 Final approval of budgets is provided in January of the year following the AGM at which they were considered.

## 8. Relationships Between NROs

- 8.1 Each NRO is an independent entity and is free to establish any formal or informal relationships with any other NRO where this may be in their mutual interests.

### Recognition of Professional Organisations

- 8.2 Each NRO includes Professional Organisations, for which membership of at least one at an appropriate grade or class is necessary to qualify as a Competent Person for reporting against the Code or Standard maintained by that NRO.
- 8.3 Each NRO may recognize membership classes of Professional Organisations included in other NROs.
- 8.4 The process for this recognition differs for each NRO and for some may include the approval of market, exchanges or other regulatory bodies.
- 8.5 Public reporting using CRIRSCO-aligned Codes or Standards from other countries or regions may also be allowed in some countries/regions. The process for approval of this recognition varies from country to country and would usually require the approval of the regulators from the host country or region.
- 8.6 Each NRO will maintain a list of Recognized Professional Organisations for their country or region, which is publically available.
- 8.7 NROs will also maintain and make publically available a list of those Codes and Standards that are accepted for use in their country or region.
- 8.8 For both the recognition of Professional Organisations and the use of other CRIRSCO aligned Codes and Standards in its country or region, the responsibility for agreeing requirements is with each NRO, and/or the local market, exchanges or other regulatory bodies as appropriate.

### Reviews of updated Codes and Standards

- 8.9 CRIRSCO will review and revise the International Reporting Template every five years (or more frequently if circumstances dictate), and following consultation with the Committee Members.
- 8.10 Reviews and revisions will take account of developments in the Codes and Standards of the NROs as well as emerging issues in the industry, the investment community, and other relevant sectors.
- 8.11 The International Reporting Template will normally follow developments identified by the NROs, but there may be circumstances where CRIRSCO takes the leading role for a particular topic.
- 8.12 Each NRO is responsible for maintaining, reviewing and revising its own Code or Standard compatible with the International Reporting Template and will determine the review cycle and scope.
- 8.13 NROs agree to sharing exposure drafts of proposed revisions to their Codes and Standards with the other NROs.
- 8.14 NROs will be provided with an opportunity to comment on and suggest edits to the revisions proposed to any Codes and Standards. Such comments and suggested edits are not binding on the NRO that releases the exposure draft.

## 9. Relationships With Other Organisations

- 9.1 CRIRSCO maintains relationships with a number of organisations where interests overlap.

### **International Council on Mining & Metals (ICMM)**

- 9.2 CRIRSCO is a strategic partner of the International Council on Mining & Metals (ICMM), which shares similar objectives and represents the international mining industry with regards to sustainable development
- 9.3 The Chairperson is responsible for maintaining the relationship with ICMM, but other Committee Members may assist as requested by the Chairperson. This includes oral and written reports as agreed.
- 9.4 The Executive provides allowance in the annual budget to cover reasonable expenses associated with maintaining the relationship with the ICMM.
- 9.5 CRIRSCO will pay reasonable expenses for meetings to maintain the relationship with the ICMM, but other means of communication will be used to minimise costs.
- 9.6 The nature of the relationship between CRIRSCO and the ICMM is set out in a Memorandum of Understanding which is reviewed and renewed as required.

### **United Nations Economic Commission for Europe (UNECE)**

- 9.7 The United Nations Economic Commission for Europe (UNECE) promotes pan-European economic integration, but includes representation from 56 member States in Europe, North America and Asia.
- 9.8 The UNECE helps countries to convene and cooperate on norms, standards and conventions in support of Sustainable Development Goals (SDGs), which includes energy and mineral resources.
- 9.9 As part of its mandate, the UNECE produces and maintains the United Nations Framework Classification for Resources (UNFC), which addresses the classification of solid minerals amongst other resources.
- 9.10 CRIRSCO is involved in committees of the UNECE and makes presentations at appropriate conferences to ensure that the respective roles of the CRIRSCO Template and the UNFC are understood. While few mining and exploration companies make Public Reports under UNFC, some Governments require such reports for their national purposes.
- 9.11 The Executive will nominate and mandate representatives to hold positions on relevant UNECE Committees, following consultation with Committee Members.
- 9.12 The Executive provides allowance in the annual budget to cover reasonable expenses associated with its involvement in the UNECE committees.
- 9.13 CRIRSCO will pay reasonable expenses for representatives to attend significant meetings, but other means of communication will be used for most committee meetings.
- 9.14 The Executive will ensure that CRIRSCO's position is maintained in any deliberations of UNECE Committees and their subsequent outputs.

### **International Accounting Standards Board (IASB)**

- 9.15 The International Accounting Standards Board (IASB) is responsible for developing International Financial Reporting Standards (IFRS), and promoting the use and application of these standards.

- 9.16 Certain IFRS requirements are dependent on the estimation or reporting of mineral reserves and resources, and supported by the principles of the CRIRSCO family of codes.
- 9.17 Consultation on the IASB's Extractive Activities project has continued from 2006 and is on-going.
- 9.18 The Executive monitors the activities of the IASB and ensures that communication with relevant officers is maintained where such communication is in the interests of CRIRSCO and the wider minerals industry.
- 9.19 The Executive provides allowance in the annual budget to cover reasonable expenses associated with meetings with IASB officers.

### **International Seabed Authority (ISA)**

- 9.20 The International Seabed Authority (ISA) is an intergovernmental body established to organize, regulate and control all mineral-related activities in the international seabed area beyond the limits of national jurisdiction.
- 9.21 CRIRSCO has observer status with the ISA and has assisted with the development of a reporting standard for contractors working under its control.
- 9.22 The Executive monitors the activities of the ISA and ensures that communication with relevant officers is maintained.
- 9.23 The Executive provides allowance in the annual budget to cover reasonable expenses associated with meetings with the ISA, and also for some direct financial assistance to the ISA.