

GLAMIS GOLD LTD
Form 40-F
March 15, 2006

**U.S. Securities and Exchange Commission
Washington D.C. 20549
Form 40-F**

[Check One]

- ☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934**
OR
- ☐ **ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2005

Commission File Number 001-13475

Glamis Gold Ltd.

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English (if applicable))

British Columbia, Canada

(Province or Other Jurisdiction of Incorporation or Organization)

1041

(Primary Standard Industrial Classification Code Number (if applicable))

Not Applicable

(I.R.S. Employer Identification Number (if applicable))

5190 Neil Road, Suite 310, Reno, Nevada 89502

(775) 827-4600

(Address and telephone number of Registrant's principal executive offices)

Charles A Jeannes, Esq.

Senior Vice President, Administration, General Counsel and Secretary

Glamis Gold Ltd.

5190 Neil Road, Suite 310, Reno, Nevada 89502

(775) 827-4600

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class

Common Shares

Name of each exchange on which registered

New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

For annual reports, indicate by check mark the information filed with this Form:

☐ Annual information form

☐ Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital stock or common stock as of the close of the period covered by the annual report.

131,918,803 Common Shares

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If Yes is marked, indicate the filing number assigned to the Registrant in connection with such Rule.

Yes ☐

No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒

Non ☐

Forward-Looking Statements and Safe Harbor

Safe Harbor Statement under the United States Private Securities Litigation Reform Act of 1995: Except for the statements of historical fact contained in this annual report on Form 40-F and the information and exhibits incorporated by reference herein, the information presented constitutes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Often, but not always, forward-looking statements can be identified by the use of words such as plans, expects, budget, scheduled, estimates, forecasts, intends, anticipates, believes, or variation of such words and phrases that refer to certain actions, events or results to be taken, occur or achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Glamis Gold Ltd. (the Company) to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the actual results of exploration activities, actual results of reclamation activities, the estimation or realization of mineral reserves and resources, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, requirements for additional capital, future prices of gold, possible variations in ore grade or recovery rates, failure of plant, equipment or processes to operate as anticipated, accidents, labor disputes and other risks of the mining industry, delays in obtaining governmental approvals, permits or financing or in the completion of development or construction activities, the Company's hedging practices, currency fluctuations, title disputes or claims limitations on insurance coverage and the timing and possible outcome of pending litigation, as well as those factors and information discussed under Item 5 Risk Factors contained in Exhibit 1 to this annual report on Form 40-F, and incorporated by reference herein. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements contained herein and in the Company's other filings incorporated by reference.

A. Undertaking

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

B. Consent to Service of Process

The Company filed an Appointment of Agent for Service of Process and Undertaking on Form F-X on November 13, 2002 with respect to the class of securities in relation to which the obligation to file the Form 40-F arises, which Form F-X is incorporated herein by reference.

C. Controls and Procedures

The information provided under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations Controls and Procedures, contained in Exhibit 3 to this annual report on Form 40-F, is incorporated by reference herein. As of December 31, 2005, an evaluation was carried out, under the supervision of and with the participation of the Registrant's management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedure were effective. There was no change in the Registrant's internal control over financial reporting that occurred during the period covered by this annual report on Form 40-F that has materially affected, or is reasonably likely to materially affect, the Registrant's internal controls over financial reporting.

D. Principal Accountant Fees And Services

KPMG LLP has served as the Company's auditing firm since March 11, 1986. Fees billed by KPMG LLP and its affiliates during fiscal 2005 and fiscal 2004 were \$831,623 and \$803,058, respectively. The aggregate fees billed by the auditors in fiscal 2005 and fiscal 2004 are detailed below.

	Fiscal 2005	Fiscal 2004
Audit Fees	US\$ 544,626	US\$ 330,249
Audit Related Fees	US\$ 145,830	US\$ 207,717
Tax Fees	US\$ 141,167	US\$ 265,092
All Other Fees	US\$	US\$
Total Fees	US\$ 831,623	US\$ 803,058

The nature of each category of fees is as follows:

Audit Fees:

Audit fees were paid for professional services rendered by the auditors for the audit of the Company's annual consolidated financial statements or services provided in connection with statutory and regulatory filings or engagements.

Audit-Related Fees:

Audit-related fees were paid for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under the Audit Fees item above.

Tax Fees:

Tax fees were paid for tax compliance, tax advice and tax planning professional services. These services consisted of: tax compliance including the review of original and amended tax returns; assistance with questions regarding tax audits; assistance in completing routine tax schedules and calculations; and tax planning and advisory services relating to common forms of domestic and international taxation.

All Other Fees:

All other fees were paid for maintenance of a registered office.

Pre-Approval Policies and Procedures:

All services to be performed by the Company's Independent Auditor must be approved in advance by the Audit Committee. The Audit Committee has considered whether the provision of services other than audit services is compatible with maintaining the auditors' independence and has adopted a policy governing the provision of these services. This policy requires the pre-approval by the Audit Committee of all audit and non-audit services provided by the external auditor, other than any *de minimus* non-audit services allowed by applicable law or regulation.

Pre-approval from the Audit Committee can be sought for planned engagements based on budgeted or committed fees. No further approval is required to pay pre-approved fees. Additional pre-approval is required for any increase in scope or in final fees.

E. Off-Balance Sheet Arrangements

The information provided under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations Commitments and Contingencies, contained in Exhibit 3 to this annual report on Form 40-F, and the Notes to Consolidated Financial Statements, contained in Exhibit 2 to this annual report on Form 40-F, are each incorporated by reference herein.

F. Tabular Disclosure of Contractual Obligations

The information provided under the heading Management's Discussion and Analysis Commitments and Contingencies, contained in Exhibit 3 to this annual report on Form 40-F, is incorporated by reference herein.

G. Audit Committee

The Company's Board of Directors has a separately-designated standing Audit Committee for the purpose of overseeing the accounting and financial reporting processes of the Company and audits of the Company's annual financial statements. As of the date of this Report, the members of the Audit Committee include K.F. Williamson (Chairman), A.D. Rovig, and I.S. Davidson. The Company's Board of Directors has determined (i) that none of its members sit on audit committees of more than three publicly traded companies and (ii) all the members of the Audit Committee are deemed independent, as that term is defined by the New York Stock Exchange's corporate governance listing standards applicable to the Company. To review or obtain a copy of the Company's Audit Committee Charter, see Corporate Governance Documents Posted on Our Website.

H. Audit Committee Financial Expert

The Company's Board of Directors has determined that all of the members of the Company's Audit Committee are independent within the meaning of applicable SEC regulations and the New York Stock Exchange's corporate governance listing standards applicable to the Company. In addition, the Board has determined that Mr. K.F. Williamson the Chair of the Audit Committee, is an Audit Committee Financial Expert within the meaning of SEC regulations relating to audit committees.

I. Code of Ethics

The Company has adopted a written amended and restated Code of Business Conduct and Ethics that applies to all directors, employees and officers. The Code of Business Conduct and Ethics includes, among other things, written standards for the Company's principal executive officer, principal financial officer and principal accounting officer that are required by the SEC for a code of ethics applicable to such officers. To review or obtain a copy of the Company's Code of Business Conduct and Ethics, see Corporate Governance Documents Posted on Our Website.

J. Compensation and Nominating Committee

The Company's Board of Directors has a separately-designated standing Compensation and Nominating Committee for the purpose of, among other things, assisting the Board of Directors in identifying qualified individuals to become board of director members, in determining the composition of the board of directors and its committees, in monitoring a process to assess board and executive officer effectiveness, in evaluating the board and management, and to review and approve on an annual basis the evaluation process and compensation structure for the Company's officers and directors. The Company's Board of Directors has determined that all the members of the Compensation and Nominating Committee are deemed independent, as that term is defined by the New York Stock Exchange's corporate governance

listing standards applicable to the Company. To review or obtain a copy of the Company's Compensation and Nominating Committee Charter, see Corporate Governance Documents Posted on Our Website.

K. Corporate Governance Committee

The Company's Board of Directors has a separately-designated standing Corporate Governance Committee for the purpose of, among other things, developing and recommending to the Board of Directors a set of corporate governance principles applicable to the Company, and to work with the Board of Directors in its annual review of the Board of Directors and its performance. The Company's Board of Directors has determined that all the members of the Corporate Governance Committee are deemed independent, as that term is defined by the New York Stock Exchange's corporate governance listing standards applicable to the Company. To review or obtain a copy of the Company's Corporate Governance Committee Charter, see Corporate Governance Documents Posted on Our Website.

L. Contacting Non-Management Directors

Stockholders or other interested persons wishing to communicate with the non-management directors may contact them at the following address: Non-Management Directors, c/o Corporate Secretary, Glamis Gold Ltd., 5190 Neil Road, Suite 310, Reno, Nevada 89502 or by e-mail at charlesj@glamis.com. Any such communications will be promptly distributed by the corporate secretary to the presiding director of the most recent executive session of the non-management directors, or to the specific non-management director named in the communication.

M. Accounting Complaints

The Company's policy is to comply with all financial reporting and accounting regulations applicable to the Company. If any employee, officer or director of the Company has concerns or complaints regarding questionable accounting or auditing matters of the Company (including the Company's internal accounting controls), then he or she is encouraged to submit those concerns or complaints directly to the Audit Committee of the Board of Directors. Such submissions to the Audit Committee, which may be made on a confidential, anonymous basis or otherwise, may be directed to the attention of the Chairman of the Audit Committee by mail at Glamis Gold Ltd., 5190 Neil Road, Suite 310, Reno, Nevada 89502. If so requested, the Audit Committee will, subject to its duties arising under applicable law, regulations and legal proceedings, endeavor to treat such submissions confidentially. The Company shall retain copies of any such complaint as required by New York Stock Exchange or U.S. Securities and Exchange Commission rules and regulations.

N. Company Corporate Governance Practices

There are no significant differences, except as otherwise set forth in this section, in the corporate governance practices of the Company and those followed by U.S. domestic companies listed on the New York Stock Exchange.

O. Corporate Governance Documents Posted on Our Website

The Company makes available on its website at www.glamis.com (i) its Corporate Governance Guidelines, (ii) its Code of Business Conduct and Ethics (including any waivers therefrom granted to executive officers or directors) and (iii) the charters of the Audit, Compensation and Nominating, and Corporate Governance committees of its Board of Directors. The Company's Code of Business Conduct and Ethics applies to all of the Company's employees, officer and directors, including its Chairman, Chief Executive Officer and Chief Financial Officer. The Company will post on its website amendments to or waivers from its Code of Business Conduct and Ethics for executive officers, the principal accounting

officer or directors, in accordance with applicable laws and regulations. These documents are available without charge to any person who requests them by writing to the Secretary of the Company at:

Glamis Gold Ltd.
5190 Neil Road, Suite 310
Reno, Nevada 89502

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Date: March 15, 2006

GLAMIS GOLD LTD.

By: /s/ C. Kevin McArthur
C. Kevin McArthur
Chief Executive Officer

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EXHIBIT INDEX

Exhibit Number	Document
1	Annual Information Form for the year ended December 31, 2005.
2	Audited Comparative Consolidated Financial Statements of Glamis Gold Ltd., including the notes thereto, as of December 31, 2005 and 2004 and for each of the years in the three year period ended December 31, 2005, including a reconciliation to United States generally accepted accounting principles, and together with the auditor's report thereon.
3	Management's Discussion and Analysis.
4	Information Circular and Proxy Statement dated March 6, 2006.
*5	Appointment of Agent for Service of Process and Undertaking on Form F-X (previously filed with the Securities and Exchange Commission (SEC) on November 13, 2002 and incorporated by reference herein).
*9	Material Contract International Finance Corporation Term Loan (incorporated by reference to Exhibit 9 of the Company's Report on Form 40-F for the period ended December 31, 2004 and filed with the SEC on March 24, 2005).
*10	Material Contract Bank of Nova Scotia Credit Facility (incorporated by reference to Exhibit 10 of the Company's Report on Form 40-F for the period ended December 31, 2004 and filed with the SEC on March 24, 2005).
*11	Material Contract Letter Agreement, dated February 23, 2006 with Western Silver Corporation (incorporated by reference to Exhibit 99.1 furnished on the Company's Form 6-K dated February 2006 and filed with the SEC on March 6, 2006).
23.1	Consent of KPMG LLP, Chartered Accountants.
23.2	Consent of Mine Development Associates, Professional Engineers.
23.3	Consent of James S. Voorhees, Professional Engineer.
31.1	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002 (pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended).
31.2	Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002 (pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended).
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350,
as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Not filed
herewith, but
incorporated by
reference. In
accordance with
the Rules and
Regulations
under the
Securities and
Exchange Act
of 1934,
reference is
made to the
document
previously filed
with the SEC.