INTERNATIONAL COUNCIL OF MUSEUMS AUSTRALIAN COMMITTEE INCORPORATED

RULES OF PROCEDURE

Revised and adopted 30 October 2024
(Version 1.3, 30 October 2024)

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1. Name and address

a) The name of the organisation is the International Council of Museums Australian Committee Incorporated and may be abbreviated as ICOM Australia. In these Rules it is hereafter referred to as the National Committee. It is established under the Statutes of ICOM (hereafter 'the Statutes') and these Rules are at all times subordinate to the Statutes and to any Rules for National Committees made under those Statutes. It is also subject to the provisions of the *Associations Incorporation Act 1991* (ACT) (hereafter referred to as 'the Act').

b) The address of the National Committee is as agreed by its Chairperson, the Vice Chairperson, the Secretary and the Treasurer.

2. Objects and powers

a) The objects of the National Committee are to foster co-operation, mutual assistance and the exchange of information among its members and in particular to:

i. support and promote the aims and objectives of ICOM among professional museum workers and museums in Australia and contribute to the realisation of ICOM's programs both within Australia and elsewhere
ii. promote membership of ICOM among professional museum workers and museums in Australia
iii. be the principal instrument of communication between ICOM and its members in Australia
iv. ensure the management of ICOM's interests within Australia
v. represent the interests of its members (including professional interests) to ICOM headquarters
vi. cooperate with the International Committees of ICOM and with national and international organisations concerned with museums and the museum professions
vii. participate in and support the activities of the Asia and Pacific Regional Organisation of ICOM.

b) In seeking to achieve these objects the National Committee may make such arrangements, either alone or in co-operation with other bodies, as it deems necessary including arrangements for the holding of meetings, the production of newsletters and other publications and the undertaking of promotional and advocacy activities.

3. Membership

a) The members of the National Committee are those Members of ICOM, whether Individual, Institutional, Supporting or Honorary, who are resident in Australia or whose permanent residence is in Australia, together with any Members of ICOM resident in other countries who have been admitted to membership of the National Committee under the provisions of Rule 3(a) of ICOM's Rules for National Committees.

b) An Honorary Member of ICOM resident in Australia is entitled to participate in the activities of the National Committee but may not hold office or vote.

c) A person or institution wishing to join ICOM shall complete a membership application form obtainable from the Museums Australia/ICOM Australia joint Secretariat (hereafter 'the Secretariat') or from the Membership Secretary or from the internet web address of the National Committee (www.icom.org.au) and forward it to the National Committee's postal address or by scanned copy attached to an email to info@icom.org.au for consideration by the Membership Secretary.

d) Any person or institution meeting the criteria for membership of ICOM as set out in the Statutes, Article 4, Section 1 and who is not dealing (buying or selling for profit) in cultural property is eligible for membership.

e) The Executive Board of the National Committee shall consider all applications for membership as soon as practicable after they are approved by the Membership Secretary as qualified for admission to ICOM. Upon acceptance of the application by the Executive Board, the applicant shall be notified and is forthwith liable to pay the annual subscription for the category of membership applied for.

f) Membership of ICOM and the National Committee may be terminated by the Executive Council of ICOM only, in accordance with Article 4 Section 4 of the Statutes, viz. if:
   i. the member resigns
   ii. the member has changed his or her professional status
   iii. the member has committed a breach of professional ethics
   iv. the member has undertaken actions considered to be substantially incompatible with the objectives of ICOM, or
   v. the member, having been formally notified of the annual subscription payable has failed to pay it within one year of the due date.

g) The Executive Board may (subject to clause 8 below) resolve to discipline a member of the National Committee by recommending to the Executive Council that the person's membership of ICOM be terminated for serious reasons relating to professional ethics or to actions which are substantially inconsistent with the objectives of ICOM. Any such recommendation must first be advised to the member concerned who shall have the right to appeal under clause 8.

4. Annual subscription

a) A member of the National Committee shall be liable each year to pay an annual subscription which shall be notified by the Treasurer, or his or her assistant to each member by post or email.

b) The subscriptions for each calendar year shall be decided at an appropriately-timed meeting of the Executive Board and shall be in Australian dollars, based on the rate of subscription in a currency specified by ICOM headquarters, for each category of membership as determined by the Executive Council under Article 5 Section 1 of the Statutes, at the prevailing rate of exchange plus a supplement to meet the reasonable costs of the National Committee plus all associated Australian government taxes / charges.

c) Subscriptions become due on 1 January in each year and are payable not later than 1 April in that year.

d) As soon as practicable after receipt of the annual subscription from a member of the National Committee, the Treasurer or his or her assistant shall send to the member a receipt and a sticker for attachment to the Member's ICOM Card, indicating that the subscription has been paid for the year in question.

e) Following receipt of the annual subscription the Treasurer shall from time to time arrange to transmit to ICOM headquarters for each such member the equivalent of the ICOM annual subscription determined under Article 5 Section 1 of the Statutes, in a currency specified by ICOM headquarters.

f) Upon receipt of the annual subscription from a new member, the Membership Secretary shall be informed and shall advise ICOM headquarters of the new member's details and request the issuing of an ICOM Card with current year sticker to the new member.

g) A member whose subscription is not paid by 1 April shall cease to be entitled to the privileges of membership until such time as the subscription is paid; these privileges include the right to participate in the activities of the National Committee and the work of the Executive Board, to vote on matters before the National Committee and to seek election to the Board.

5. Finance

a) The National Committee may raise such monies for its own purposes as it considers necessary by all legal and appropriate means, including the imposition of charges for events and conferences and the sale of goods and publications.

b) The National Committee shall be entitled to retain and use for its own purposes that portion of its annual subscription which exceeds the Australian dollar equivalent of the ICOM annual subscription determined under Article 5 Section 1 of the Statutes.

c) The National Committee may solicit and receive grants and donations and may accept the underwriting of any of its activities by sponsors.

d) All monies received by the National Committee shall be deposited in a bank account established in the name of the National Committee, and all payments made on behalf of the National Committee shall be made from that bank account. The Treasurer and at least one other member of the Executive Board shall be signatories to all withdrawals of funds from the National Committee account.

e) Any special purpose funds may be withdrawn from the National Committee account for deposit as a secure investment. Any two of the Chairperson, the Vice-chairperson, the Treasurer and the Secretary shall be signatories to all deposits to and withdrawals from the special purposes investment.

f) In the event that the National Committee is the holder of funds on behalf of ICOM in its international capacity, separate records shall be maintained of those funds and they shall not be used for the purposes of the National Committee except with the authority of the Executive Council of ICOM.

g) The Treasurer shall be responsible for the issuing of receipts for monies received and for the proper expenditure of monies on behalf of the National Committee.

h) The Treasurer and the Membership Secretary may be assisted in the management of the National Committee's finances and membership records by a competent member of the Secretariat or another person with the approval of the Executive board of the National Committee.

i) Proper books of account shall be kept and an annual financial statement shall be prepared. The annual financial statement shall be audited by a suitably qualified person and presented to the Annual General Meeting of the National Committee for consideration and adoption.

j) The financial year of the National Committee shall commence on 1 July and end on 30 June in each year.

6. Meetings of the National Committee

a) The National Committee shall hold such general meetings as it considers necessary for the attainment of its aims.

b) The National Committee shall hold an Annual General Meeting each year at such time and place as the Executive Board determines. This meeting shall be the plenary meeting of the National Committee required by Rule 6 (b) of ICOM's Rules for National Committees. Unless special circumstances arise, the Annual General Meeting shall be

held in conjunction with a conference or other meeting at which a significant number of the members of the National Committee are likely to be present.

c) Notice of the date, time and place of the Annual General Meeting shall be sent by the Secretary to all members of the National Committee at least 28 days prior to the date of the meeting, either by post or by electronic communication (such as email, web-posting or similar means).

d) The agenda of the Annual General Meeting shall include the following items:
   i. an annual report on the work of the National Committee, including its relationships with other components of ICOM, the Australian National Commission for UNESCO and other national organisations concerned with museums
   ii. presentation of the audited annual accounts
   iii. elections to the Executive Board
   iv. review and endorsement of the annual program of the National Committee for the following year
   v. appointment of an auditor.

e) The quorum for the Annual General Meeting shall be 10% of the voting membership of the National Committee or at least 15 members, whichever is the greatest, present in person, by proxy, or online, provided that at least five voting members of the National Committee are present in person or online.

f) A member unable to attend a meeting of the National Committee (the Annual General Meeting) may designate in writing another member of the National Committee as proxy and such proxy shall, for the duration of that meeting, have all the rights of the member, including the right to vote on behalf of the member.

g) At all general meetings of the National Committee each member present shall be entitled to one vote on any matter before the National Committee but may also exercise proxy votes on behalf of other members. An Institutional Member of ICOM may, in writing, designate a person to vote on its behalf.

7. Management of the National Committee: the Executive Board

a) The affairs of the National Committee shall be managed by an Executive Board elected by the members. The Executive Board shall consist of a maximum of 11 voting members including a Chairperson, a Vice-chairperson, a Secretary, a Membership Secretary, a Treasurer (the office holders). Ex-officio and co-opted members under clause 7 (j, k, l, s) are additional to this number. Any of the positions of Secretary, Membership Secretary and Treasurer may be combined if it is convenient to do so.

b) Members of the Executive Board shall be elected through a ballot of the eligible members of the National Committee. The Executive Board are eligible for re-election every two years except that no person may serve on the Executive Board for a continuous period exceeding six years. However, a person who has ceased to be a member of the Executive Board for a period of one year is eligible to stand for re-election to the Board

c) The form of ballot shall be determined by the current Executive Board as the most effective in the circumstances and may include online and/or postal processes.

d) The results of the elections will be confirmed at the Annual General Meeting of the National Committee.

e) Any member of ICOM in good standing who is a member of the National Committee (including a designated representative of an Institutional Member) is eligible to stand for election to the Executive Board, subject to the limitation of continuous service in clause 7(b) above.

f) A member of the Executive Board shall cease to hold office if the member:
   i. resigns
   ii. ceases to be a member of ICOM for any reason
   iii. is no longer a member in good standing (Statutes, Article 3, Section 4)
   iv. is no longer a resident of Australia and is not a member resident in another country admitted under Rule 3(a) of ICOM's Rules for National Committees, or
   v. fails to attend or participate in three consecutive meetings of the Executive Board without apology or reasonable excuse.

g) If a member of the Executive Board ceases to hold office for any reason during the period between Annual General Meetings, the position may be filled by co-option of another member of the National Committee until the next Annual General Meeting is held, when the vacancy shall be filled by election. The period of service of a person co-opted under this paragraph shall not be counted for the purposes of clause 7(b) of these Rules.

h) The Executive Board shall meet as often as necessary, but not less than twice in each calendar year.

i) The quorum for a meeting of the Executive Board shall be six members present in person. A member of the Executive Board may not be represented at a meeting of the Board by a proxy.

j) A member of the National Committee who is elected as a member of ICOM's Executive Council, or as Chairperson of ICOM's Advisory Committee or as a member of the Executive Board of the ICOM Asia and Pacific Regional Organisation shall be, ex-officio, a member of the Executive Board (if they are not already elected members of the Board).

k) The Public Officer shall be appointed by the Executive Board and shall be, ex officio, a voting member of the Executive Board.

l) The President of the Australian Museums and Galleries Association (AMaGA) and a representative of the Pacific Islands Museum Association shall be, ex-officio, non-voting members of the Executive Board

m) A person who assists the Treasurer and or the Membership Secretary in administering the affairs of the National Committee (if they are not already elected a member of the Board) shall be, ex-officio, a non-voting member of the Executive Board.

n) The Executive Board may hold its meetings in person or by simultaneous telecommunication (teleconference, videoconference, web conference or similar means).

o) Urgent matters arising between meetings of the Executive Board may be decided by a majority of members of the Board upon the electronic circulation (such as by email, web-posting or similar means) of a proposal relating to the matter. Matters decided in this manner will be noted at the next formal meeting of the Executive Board and recorded in the Minutes of that meeting.

p) The roles of office-holders of the Executive Board:
   i. **Chairperson**: shall preside at meetings of the Executive Board and shall lead the general operations and future planning of the ICOM Australia within the framework of these Rules of Procedure and other governing documents.
   ii. **Vice-Chairperson**: shall preside at meetings of the Executive Board in the absence of the Chairperson, and act as deputy of the Chairperson as required. Where both the Chairperson and Vice-Chairperson are absent the elected members present shall elect a Presiding Officer from their number, who shall preside at the meeting in question.
   iii. **Secretary**: shall prepare and circulate minutes of the meeting of the Executive Board in a timely fashion. Minutes of the previous Executive Board meeting shall

be signed by the Chairperson (or the Presiding Officer) upon it being agreed that they represent a true and accurate record of the relevant meeting. The Secretary shall also ensure the safe keeping of any records and other important information of the National Committee.

iv. **Membership Secretary**: shall maintain and supply membership application forms as required, provide the preliminary approval of new members, and present those approvals to the Executive Board for ratification (per clause 3(c) and 3(e) of these Rules of Procedure). The Membership Secretary shall also facilitate membership renewals [per clause 4(g)], and will make available current records, books and other documents of the National Committee for inspection.

v. **Treasurer**: shall be responsible for the issuing of receipts for monies received and for the proper expenditure of monies on behalf of the National Committee. The Treasurer shall further ensure that proper books of account shall be kept; that the annual financial statement is prepared; and that the annual financial statement is audited by a suitably qualified person and presented to the Annual General Meeting (per clause 5).

q) Decisions of the Executive Board shall be made by simple majority of those present and voting. In the event of an equality of votes, the person presiding shall have both a deliberative and a casting vote.

r) The Executive Board may delegate to a particular office holder any of its powers (other than this power of delegation) but each occasion on which such powers are exercised by the office holder shall be reported to the next meeting of the Executive Board.

s) The Executive Board may co-opt members of the National Committee to serve as non-voting “Co-opted Members” in order to meet the operational needs of the Executive Board, for example, to work on a specific project. Co-opted Members term of appointment shall be from the date of appointment until the following Annual General Meeting when the Co-opted Member shall either be re-appointed or stand aside. The period of service of a Co-opted Member shall not count be counted for the purposes of clause 7(b) of these Rules of Procedure (“Six Year Limit on Membership of Executive Board). Co-opted Members shall have a special advisory non-voting status, but must adhere to confidentiality and procedures of the board.

t) **By-laws**

The Executive Board have the power from time to time to make, amend and repeal such by-laws as are in its opinion necessary and desirable for the proper control, administration and management of ICOM Australia’s affairs (by-laws).

The Bylaws:

i. must be approved by the Board
ii. must be consistent with these Rules
iii. when in force, are binding on all Members and have the same effect as these Rules
iv. are publicly available documents.

The Executive Board will adopt such measures as it deems appropriate and will bring to the notice of Members all by-laws, amendments and repeals.

8. Right of appeal of a disciplined member

a) A member may appeal to the National Committee in general meeting against a resolution of the Executive Board made under clause 3 (g) within fourteen days after

notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

b) Upon receipt of a notice under clause 8(a), the Secretary shall notify the Executive Board which shall convene a general meeting of the National Committee, to be held within 42 days after the date on which the Secretary received the notice.

c) Subject to section 50 of the Act, at a general meeting of the National Committee convened under clause 8(b):
   i. no business other than the question of the appeal shall be transacted
   ii. the Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both
   iii. the members present (whether in person or by proxy) shall vote by secret ballot on the question of whether the resolution made by the Board to discipline the member should be confirmed or revoked.

d) If the meeting passes a resolution with at least a two-thirds majority of those present (whether personally or by proxy) supporting the resolution to discipline a member, that resolution is confirmed.

9. Members' liabilities

The Liability of a member to contribute towards the payment of the debts and liabilities of the National Committee or the costs, charges and expenses of the winding up of the National Committee is limited to the amount, if any, unpaid by the member in respect of the annual subscription for the current year.

10. Common Seal

a) The Common Seal of the National Committee shall be kept in the custody of the Secretary.

b) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures of two members of the Board.

11. Amendments of Rules of Procedure

a) These Rules may be amended at any Annual General Meeting of the National Committee, at a Special General Meeting of which at least 28 days' notice has been given by post or electronic communication (such as by email, web-posting or similar means), or by the Executive Board as outlined in clause 7(t), provided that such amendments are consistent with the Statutes of ICOM and ICOM's Rules for National Committees and with the provisions of the Act.

b) Amendments to the Rules must be proposed and seconded by members of the National Committee in good standing. The text of any proposed amendment, together with any explanatory material, shall be notified to the members of the National Committee by post or electronic communication (such as by email, web-posting or similar means) as a special resolution at least 28 days prior to the General Meeting at which they are to be considered.

c) Proposed amendments may be further amended at the General Meeting at which they are considered but only if the further amendments are minor in nature. The Chairperson of the meeting shall decide whether a further amendment is of a minor nature.

d) Adoption and amendment of these Rules shall require a three-quarters majority of the members present and voting and then only if at least thirty of the members of the National Committee in good standing are present at the meeting, either personally, by proxy, or online.

12. Inspection of books

The current records, books and other documents of the National Committee shall be open for inspection, free of charge, by a member of the National Committee by arrangement at any reasonable time during business hours at the office of the Secretariat or at such other address as may be notified on the National Committee's website.

13. Dissolution of the National Committee

a) The National Committee shall be dissolved if the Executive Council of ICOM withdraws recognition under Article 15 of the Statutes in accordance with Rule 9(a) of ICOM's Rules for National Committees.

b) If upon dissolution of the National Committee there remains, after satisfaction of all its debts and liabilities any property, the property shall be given or transferred to some other organisation concerned with museums or one of the museological professions operating in Australia and approved by the Executive Council of ICOM, provided that organisation's constitution and rules prohibit the distribution of its income among its members and it is eligible for tax deductibility of donations under Section 78 (1) (a) of the *Income Tax Assessment Act 1936* and is listed on the Register of Cultural Organisations maintained under that Act.