

# **[Museums Australia]**

**MUSEUMS AUSTRALIA INCORPORATED**

**CONSTITUTION & RULES**

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Approved under  
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## Museums Australia Constitution

### 1. Name

- 1.1 The name of the Association is MUSEUMS AUSTRALIA INCORPORATED, hereafter called "the Association".

### 2. Objects of the Association

- 2.1 The objects of the Association are:
- (a) to promote the advancement of museums through recognition of the contribution they make to contemporary and historical cultural heritage;
  - (b) to encourage high standards within the museum community;
  - (c) to facilitate cooperation between the different disciplines and groups of the museum community, through the transfer and exchange of skills, ideas and information;
  - (d) to provide for training and professional development of all people engaged in museum work;
  - (e) to encourage links and interaction between museum workers;
  - (f) to promote cooperation and the exchange of information and ideas between museums and those concerned with the creation, conservation and interpretation of cultural material;
  - (g) to establish and encourage adherence to a code of ethics for those working in, or otherwise involved in, the management and operations of museums;
  - (h) to promote community involvement in museums and encourage equity, access and representation;
  - (i) to support Members of the Association in matters of mutual concern and interest, and to represent their collective views on such matters.

### 3 Functions & Powers

- 3.1 In seeking to achieve these objects the Association may:
- (a) hold conferences, seminars and meetings;
  - (b) produce publications which will :
    - (i) inform Members about the relevant events, practices, procedures and personnel involved in and associated with museums, and
    - (ii) raise issues for discussion and publish the results of research;
  - (c) undertake research, studies, surveys and such other activities as are considered appropriate to the attaining of the objects;
  - (d) establish divisions and sub-divisions serving particular geographical regions or professional interests;
  - (e) purchase, rent, take on lease or in exchange, hire or otherwise acquire land, buildings, plant, furniture, or other real or personal property;
  - (f) buy, sell, supply and deal in goods of all kinds;
  - (g) construct, maintain and alter buildings or works;
  - (h) accept any gift whether subject to a trust or not;
  - (i) borrow and raise money in such manner and on such terms as the Council may think fit or as may be approved or directed by resolution passed at a general meeting and secure the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
  - (j) invest any moneys of the Association in such manner as the Council may from time to time determine;
  - (k) enter into any arrangements with any Government or authority, Federal, State, local or otherwise, that may seem conducive to attaining the Association's objects or any of them and obtaining from such Government or authority any rights, privileges and concessions which the Association may think is desirable to obtain and carrying out, exercising and complying with such arrangements rights privileges and concessions;
  - (l) apply, petition for or promote and join any other body or bodies in promoting Acts of Parliament or other authority with a view to attaining the Association's objects or any of them;
  - (m) employ such persons as the Council may deem desirable or expedient;
  - (n) establish and support, or aid in the establishment and support of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependents and grant pensions, allowances or other benefits to servants or past servants of the Association or their dependents and make payments towards insurance in relation to any of these purposes;
  - (o) do anything whatsoever that a person not under a disability could do and which is lawful

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- for an Association to do, and
- (p) do all such other lawful things as are incidental or conducive to the attainment of the objects of the Association or exercise any powers specified in the foregoing provisions.

### 4. Commencement and Incorporation

- 4.1 This Constitution and Rules shall come into effect on the first day of January 1994. They are at all times to be read as subordinate to the Associations Incorporation Act 1991 (ACT).

### 5. Definitions

- 5.1 In this Constitution and Rules, unless the contrary intention appears:-

"the Act" means the Associations Incorporation Act 1991 of the Australian Capital Territory;

"the Association" means Museums Australia Incorporated established by this Constitution;

"Affiliate" means an organisation recognised as such by the Association under Rule 8 of this Constitution;

"Associate" means a person recognised as such by the Association under Rule 8 of this Constitution;

"Council" means the Council of the Association established under rule 13 of this Constitution;

"in writing" means printed, typewritten and any other means of reproducing words in a visible form, including words on paper transmitted by facsimile and other electronic means;

"Member" means a person or organisation admitted to membership in any of the categories of membership set out in sub-rule 7.1;

"division" means a subordinate body of the Association that may be a group of Members from a state or territory or a group of Members with a professional interest as established under Rule 35 of this Constitution;

"Officers" means the persons elected to the positions designated as officer positions in sub-rule 13.2;

"Model Rules" means those Regulations made under Rule 45 of this Constitution that describe the procedures for operation of divisions and sub-divisions;

"Regulations" means any regulations made under rule 45 of this Constitution and Rules, and

"sub-division" means a subordinate body of the Association that is a regional grouping of Members who are part of a division of the Association established under Rule 35 of this Constitution.

- 5.2 Words or expressions contained in this Constitution and Rules shall be interpreted in accordance with the provisions of the Interpretation Act 1967 (ACT).

- 5.3 Museums Australia defines "museum" as an organisation with the following characteristics:

*A museum helps people understand the world by using objects and ideas to interpret the past and present and explore the future. A museum preserves and researches collections, and makes objects and information accessible in actual and virtual environments. Museums are established in the public interest as permanent, not-for-profit organisations that contribute long term value to communities.*

Museums Australia recognises that museums of science, history and art may be designated by many other names (including gallery and Keeping Place). In addition, the following may qualify as museums for the purposes of this definition:

- (a) natural, archaeological and ethnographic monuments and sites and historical monuments and sites of a museum nature that acquire, conserve and communicate material evidence of people and their environment;
- (b) organisations holding collections of and displaying live specimens of plants and animals, such as botanical and zoological gardens, aquaria and vivaria;
- (c) science centres;
- (d) cultural centres and other entities that facilitate the preservation, continuation and management of tangible or intangible heritage resources (living heritage and digital creative activity);
- (e) such other organisation as the Council considers as having some or all of the characteristics of a museum.

### 6. Membership

- 6.1 Individuals or organisations (other than individuals or organisations dealing [ie buying and selling for profit] in cultural property) that support the objects of the Association and the Associations code of ethics shall be eligible for membership of the Association .

- 6.2 An individual or organisation meeting the requirements of sub-rule 6.1 may apply in writing to become a Member of the Association. Applications shall be in the prescribed form, addressed to the Secretary. A decision on an application for membership of the Association shall be taken in

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- accordance with procedures prescribed by the Council and the Council's decision shall be final.
- 6.3 If an individual or organisation is admitted to membership of the association under sub-rule 6.2, this membership shall commence from the first day of the month in which the Member was admitted.
- 6.4 A Member shall cease to be a Member of the Association upon:
- dying;
  - resigning from the Association in accordance with sub-rule 6.5;
  - being wound up or ceasing to exist for any other reason;
  - being expelled from the Association;
  - no longer meeting the requirements of membership set out in sub-rule 6.1; or
  - failing to meet financial obligations properly imposed, within six months of the imposition of those obligations (unless otherwise determined by the Council).
- 6.5 A Member may resign from the Association by giving notice in writing addressed to the Secretary and such resignation will take effect 14 days after receipt of such notice by the Secretary.
- 6.6 Resignation from the Association shall not absolve a Member from any financial obligations duly imposed under this Constitution and Rules.
- 6.7 A Register of Members shall be maintained, in which shall be recorded the names and addresses of all persons or organisations that are Members, Affiliates or Associates of the Association the category of membership to which they were admitted. The name of a person or organisation that ceases to be a Member, Affiliate or Associate of the Association for any reason shall be deleted from the Register of Members.
- 6.8 The presence or absence of a Member's, Affiliate's or Associate's name in the Register of Members shall be prima facie proof of that person's or organisation's membership of the Association or otherwise as the case may be.

### 7. Categories of Membership & Membership Rights

- 7.1 Members shall be admitted into one of the following categories:
- Individual Member;
  - Organisational Member;
  - Honorary Life Member; or
  - Patrons
- 7.2 Natural persons who support the objects of the Association and the Association's code of ethics may be admitted as an Individual Member.
- 7.3 Museums, organisations involved in the administration of museums, institutions that teach courses relevant to museum practice, and organisations that hold collections of cultural material that support the objects of the Association and the Association's code of ethics may be admitted as Organisational Members.
- 7.4 Honorary Life Members shall be persons who have given outstanding service to the cause of museums and who are elected to this category of membership by the Members at an annual general meeting on the recommendation of the Council.
- 7.5 Patrons shall be individuals who support the objects of the Association and the Association's code of ethics and who have made a substantial contribution to the Association through the donation of money, goods or services, and who are admitted to this category of membership by Council. Patrons may be admitted to this category of membership for one or more years at the sole discretion of Council.

### 8. Affiliates and Associates

- 8.1 Affiliates and Associates participate in the activities of a division of the Association but are not Members of the Association as described in sub-rule 7.1 and do not attract the rights of Members but may participate in the affairs of a division of the Association as described in the Regulations.
- 8.2 An organisation (other than an organisation qualifying for admission as an Organisational member under sub-rule 7.3) whether incorporated or not, that supports the objects of the Association and the Association's code of ethics may apply to be admitted as an Affiliate of the Association in accordance with the Regulations.
- 8.3 Natural persons (other than those who qualifying for admission as an individual member under sub-rule 7.2) who support the objects of the Association and the Association's code of ethics may apply to be admitted as an Associate of the Association in accordance with the Regulations.
- 8.4 The Council, at its absolute discretion, may recognise Affiliates and Associates and the Council's decision shall not be subject to appeal.

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- 8.5 The Council may determine that an entrance fee and/or an annual fee shall be payable by Affiliates and Associates and such fee or fees shall be paid prior to the organisation or person accruing rights described in the Regulations.
- 8.6 The Council may from time to time review the roll of Affiliates and Associates and may, for cause, withdraw such recognition.
- 8.7 Before adopting a resolution to withdraw recognition of an Affiliate or Associate, Council will give an opportunity for the Affiliate or Associate to present such evidence or argument concerning the matter as the Affiliate or Associate considers necessary within 60 days of making the details available to the Affiliate or Associate at a time and place mutually convenient to the Member and the Council.

### 9. Rights of Members

- 9.1 An Organisational Member may designate a person, from time to time, to represent them in the affairs of the Association and such a designated representative, while so designated, shall have the same rights and privileges as if they were an Individual Member.
- 9.2 Members shall have the right to attend and to speak at general meetings of the Association.
- 9.3 Members shall have the right to vote at general meetings of the Association, to be nominated for election to the Council of the Association, and to enjoy any other benefit of membership that may from time to time be provided by the Association. The rights of a Member may be curtailed in accordance with sub-rule 10.4 if the membership dues of the member have not been paid, or by a decision of Council in accordance with sub-rule 11.1.

### 10. Membership and Other Fees

- 10.1 The Council of the Association may prescribe an entrance fee for persons or organisations joining the Association. Such fee shall be paid prior to the person or organisation being admitted to membership and accruing any of the rights and privileges of membership.
- 10.2 Membership fees will be determined by Council. The fees for Individual and Organisational Members shall be determined annually to apply for the following calendar year, and may be set at different levels for different classes of members within each category. The fees for Patrons shall be determined annually and may be either a single donation or a series of donations of money, goods or services, at the discretion of Council. No membership fees shall be payable by Honorary Life Members.
- 10.3 Annual membership fees become due and payable on the first day of the month in which the Member was admitted to membership and on each anniversary thereafter. On request from an Organisational Member, the Council may agree that the membership fee due for a particular year may be paid in instalments.
- 10.4 Where the membership fee for the current year or any instalment, has not been paid within three months of it being due the rights and privileges of the Member (including the right to vote) shall be suspended forthwith and shall remain suspended until the outstanding membership fee is paid in full.
- 10.5 Where the membership fee remains unpaid six months after falling due the Member shall cease to be a Member of the Association and the Member's name will be removed from the Register of Members.
- 10.6 A person or organisation whose membership has been terminated in the manner set out in sub-rule 10.5 and who subsequently wishes to resume membership of the Association shall make application as a new Member. and pay any prescribed entrance fee and the fees for the current financial year prior to being admitted again as a Member.
- 10.7 In addition to membership fees, charges may be made for services provided to particular Members under a contract with the Association, the level of such charges to be agreed in the contract between the Members concerned and the Association.

### 11. Disciplining of Members

- 11.1 Where the Council is of the opinion that a Member has:
  - (a) persistently refused or neglected to comply with a provision of this Constitution and Rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association, the Council may by resolution -
    - (i) expel the Member from the Association; or
    - (ii) suspend the Member from such rights and privileges of membership of the Association as the Council may determine for a specified period.

Before adopting any such resolution the Council shall make available to the Member in question full details of the matters that have been taken into account by the Council and give the Member

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an opportunity to present such evidence or argument concerning the matter as the Member considers necessary within 60 days of making the details available to the Member at a time and place mutually convenient to the Member and the Council.

- 11.2 Following the adoption of a resolution of the Council under sub-rule 11.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member:
  - (a) setting out the resolution of the Council and the grounds on which it is based, and
  - (b) stating that the Member may appeal against the decision of the Council, in writing addressed to the Secretary within 28 days.
- 11.3 If a Member chooses to exercise this right of appeal, the resolution shall not take effect until the matter has been considered by the Association at its next annual general meeting.
- 11.4 In any appeal against a decision of the Council to expel or suspend a Member taken under sub-rule 11.1, the Member shall have the right to make representations in writing and such representations shall be made available to the Members at the annual general meeting at which the matter is considered. The Member shall also be entitled to be present and to speak at the annual general meeting in relation to the matter.
- 11.5 The decision of the annual general meeting on the appeal shall be final and no further appeal shall be allowed. A Member that has been expelled from the Association under this sub-rule may seek to be readmitted to membership on the presentation of evidence satisfactory to the Council that the matters which led to the expulsion have been corrected or no longer apply.

### 12. Income and Property

- 12.1 The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus or otherwise, to any Member of the Association.
- 12.2 Nothing contained in sub-rule 12.1 shall prevent the payment in good faith of remuneration to a servant or Member of the Association, whether such servant or Member is a member of the Council or otherwise, or any other person:
  - (a) in return for any services actually rendered to the Association;
  - (b) for goods supplied in the ordinary and usual way of business;
  - (c) as repayment of out-of-pocket expenses;
  - (d) in payment of interest at a rate not exceeding the rate for the time being charged on overdrawn accounts by bankers in Australia, on money borrowed from any Member of the Association; or
  - (e) as reasonable and proper rent for any premises let to the Association.

### 13. Governance of the Organisation

- 13.1 The affairs of the Association shall be conducted by a Council, comprised of the Officers, the Representative Members, the Ordinary Members, the Chairperson of the International Committee established under rule 23, and any Co-opted Members.
- 13.2 The Officers shall be:
  - (a) the President
  - (b) the Vice-President
  - (c) the Secretary; and
  - (d) the Treasurer
- 13.3 The Representative Members shall be the persons nominated by the Committee of a state or territory division of the Association, established under rule 35.
- 13.4 The Ordinary Members shall be six persons elected by the Members in accordance with Rule 26..
- 13.5 The Co-opted Members shall be up to three persons invited by the other members of Council to join the Council in order to redress any inequity in gender and interests arising as a result of the election of the members of the Council.
- 13.6 Only Individual Members or persons who are the designated representative of an Organisational Member are eligible to be members of the Council.
- 13.7 A person may not simultaneously hold more than one position on the Council.
- 13.8 The Officers shall constitute the Executive Committee of the Council, which shall be entitled to conduct the business of the Association between meetings of the Council.

### 14. Term of Office

- 14.1 The Officers and Ordinary Members of the Council shall be elected by the Members. They shall hold office for a term extending from the annual general meeting at which they are declared elected until the result of the election of Officers and Ordinary Members is announced at the annual general meeting in the second succeeding year.

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- 14.2 In the event of a casual vacancy occurring among the Officers or Ordinary Members of the Council, the Council may appoint a Member of the Association to fill the vacancy and the Member so appointed shall hold office, subject to these rules, until the conclusion of the term of appointment of the person who vacated the position.
- 14.3 The Representative Members shall hold office from the date of their nomination by the Committee of the division until the date of the next division Committee elections.
- 14.4 A person shall not be eligible to be a member of the Council if they have already been an Ordinary Member of the Council for two consecutive terms, unless subsequently elected as an Officer of the Council.
- 14.5 A person who is elected as an Officer of the Council may not hold that office for more than two terms. No person may serve on Council for more than four consecutive terms.
- 14.6 A person who is ineligible to be a member of the Council under sub-rule 14.4 may seek re-election to the Council after one term has elapsed since they were last a member of the Council.

### 15. Public Officer

- 15.1 The Council shall appoint a Public Officer from time to time in accordance with the provisions of the Associations Incorporation Act 1991 (ACT).
- 15.2 The Public Officer shall, if not already a member of the Council, be entitled to attend meetings of the Council, but if not a member of Council, shall have no right to vote.
- 15.3 In the event of a vacancy arising in the position of Public Officer whether by removal from office or for any other reason prescribed in the Act, the Council or, if the Council cannot meet, the Executive Committee shall immediately take such steps as are necessary to appoint another person as Public Officer in accordance with the requirements of the Act.

### 16. Secretary

- 16.1 The Secretary shall ensure that accurate minutes are kept of all proceedings at Council, Executive Committee and general meetings including the annual general meeting and shall distribute copies of the minutes to all members of the Council and to the Public Officer as soon as practicable after the meeting to which they refer has been held.
- 16.2 Minutes of proceedings at a meeting shall, if approved, be signed by the person presiding at the next succeeding meeting.
- 16.3 The Secretary shall, as soon as practicable after an election, notify the Members of the names of the members of the Council, the positions to which they were elected and as appropriate, the division that they represent.
- 16.4 The Secretary shall ensure that the Register of Members is maintained in accordance with sub-rule 6.7.

### 17. Treasurer

- 17.1 The Treasurer shall ensure that the Association:
  - (a) collects and receives all moneys due to the Association and makes all payments authorised by the Association; and
  - (b) keeps correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

### 18. Vacancies in Council Membership

- 18.1 For the purposes of this Constitution and Rules, a vacancy on the Council occurs if a member of the Council:
  - (a) dies;
  - (b) ceases to be a member of the Association;
  - (c) resigns from the Council;
  - (d) is removed from the Council pursuant to sub-rule 19.1;
  - (e) becomes an insolvent under administration within the meaning of the Corporations law;
  - (f) is disqualified from office under sub-rule 63 (1) of the Act;
  - (g) is absent without the consent of the Council from all meetings of the Council held during a period of six months;
  - (h) in the case of a Representative Member, ceases to be, for whatever reason, the designated representative of the division which the Member represented; or
  - (i) is appointed under sub-rule 18.2 to fill a vacancy that has previously arisen on Council.
- 18.2 The Council may appoint a Member of the Association to fill a vacancy in an Officer or Ordinary Member or Co-opted Member position.
- 18.3 A vacancy in a position of Representative Member of Council shall be filled when the Members

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of the division concerned designate another person to the position.

- 18.4 A vacancy in the position of the Chairperson of the International Committee shall remain vacant until that Committee elects a new Chairperson.

### 19. Removal of Council Members

- 19.1 The Association may at a meeting of the Council by resolution, subject to rule 50 of the Association Incorporation Act 1991 (ACT), remove any member of the Council from office before the expiration of the member's term.

### 20. Powers of the Council

- 20.1 The Council shall control and manage the affairs of the Association and may exercise all such functions as may be exercised by the Association other than those functions that are required by the Act to be exercised at the annual general meeting.
- 20.2 The Council has power to perform all such acts and do all such things as are necessary or desirable for the proper management of the affairs of the Association.
- 20.3 In delegating to other persons, to a committee, or to the Executive Committee power to perform functions on its behalf the Council shall not resile from responsibility for those activities and functions, but shall allow the maximum practicable freedom to such persons or to the committee or to the Executive Committee to perform those functions, consistent with the need to ensure proper control of funds and all matters within the purview of the Council.

### 21. Council Meetings and Quorum

- 21.1 The Council shall meet at least twice in each calendar year, in such place and at such time as the Council may determine.
- 21.2 Council may meet (and vote) by electronic means including teleconferences and videoconferences, and may take decisions by email vote.
- 21.3 Additional meetings of the Council may be convened by the President or the Vice-President.
- 21.4 The Council shall meet within fourteen days of receipt of a request that it do so signed by at least seven members of the Council.
- 21.5 A request for a meeting under sub-rule 21.4 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at that meeting, except business which the Council members present at that meeting unanimously agree to treat as urgent business.
- 21.6 The quorum for a meeting of the Council shall be ten members, whether present personally or by proxy.
- 21.7 No substantive decisions or actions may be made by the Council unless a quorum is present.
- 21.8 At meetings of the Council:
- (a) the President or in the absence of the President, the Vice-President shall preside; or
  - (b) if the President and the Vice-President are absent, the members present shall elect one of their number to preside.

### 22. Delegation to a Council Committee

- 22.1 The Council may, by instrument in writing, delegate to a committee (consisting of such members of the Council together with such other persons as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than
- (a) this power of delegation; and
  - (b) a function which is a function imposed on the Council by the Act, by any other law of the Australian Capital Territory, or by resolution of the Association in general meeting.
- 22.2 A function, the exercise of which has been delegated to a committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- 22.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation. Notwithstanding any delegation under this rule, the Council may continue to exercise any function delegated.
- 22.4 Any act or thing done or suffered by a committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Council.
- 22.5 The Council may, by instrument in writing, revoke wholly or in part any delegation under this rule. A committee may meet and adjourn as it thinks proper. The President and the Vice-President shall each be, ex officio a member of all committees.
- 22.6 The activities of such committees should not interfere with the operation of the Association's

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staff on a routine basis but should offer the broadest possible guidelines to ensure that the policies and programs adopted are within the Association's capabilities and responsive to the needs of the members.

### 23. International Committee

- 23.1 There shall be an International Committee to advise and assist the Association's participation in programs of international interest.
- 23.2 The members of the International Committee shall be those Members of the Association who are members of the International Council of Museums.
- 23.3 The Chairperson of the International Committee shall be a member of Council.

### 24. Nominating Committee

- 24.1 There shall be a Nominating Committee responsible for ensuring that there is a balanced list of candidates for election to the Council.
- 24.2 The Nominating Committee shall consist of a Chairperson and two other Members, none of whom shall be candidates for election to the Council at the next elections.
- 24.3 The members of the Nominating Committee shall be appointed by the Council prior to the closing date for nominations of candidates for election to Council as specified in sub-rule 25.3.
- 24.4 As soon as practicable after the closing date for nomination of candidates for election to the Council specified in the notice calling for such nominations, the Nominating Committee shall consider whether any additional Members of the Association should be invited to nominate for election. In its consideration, the Nominating Committee shall have regard to the balance of the:
  - (a) gender
  - (b) professional interests
  - (c) region of residence
  - (d) cultural background
  - (e) organisational affiliationsof the candidates who have been nominated for election.
- 24.5 The Nominating Committee may invite any Member of the Association whom it considers appropriate, to be a candidate for election to the Council and any such Member who accepts the Committee's invitation shall be deemed to have been duly nominated and shall be included in the ballot.

### 25. Nominating of Candidates for Election to Council

- 25.1 In the years in which an election of members of the Council is to be held, the Secretary shall, at least six months prior to the annual general meeting, call for nominations of Members as candidates for election to the Council for each Officer and Ordinary Member position.
- 25.2 Any Individual Member or the designated representative of an Organisational Member in good standing may be a candidate for election to any Officer or Ordinary Member position, unless ineligible by virtue of the limitations on length of membership of the Council prescribed in rule 14 or by being a member of the Nominating Committee.
- 25.3 Nominations of candidates for election as Officers and Ordinary Members shall:
  - (a) be in writing, supported by at least two Members, and accompanied by the written consent of the candidate,
  - (b) specify the position to which the candidate is being nominated and
  - (c) be received by the Secretary of the Association not less than 90 days before the date fixed for the annual general meeting at which the election is to take place.

### 26. Elections

- 26.1 If more than one nomination is received for any Officer position, a ballot shall be conducted for that position.
- 26.2 If more than six persons are nominated for election as Ordinary Members of the Council, a ballot shall be conducted.
- 26.3 The Council shall advise Members of the candidates for election and the positions for which they have been nominated no less than 60 days prior to the annual general meeting.
- 26.4 In the event that a ballot is required, voting papers containing the names of all nominated candidates shall be mailed to all voting Members in good standing no less than forty-five days prior to the annual general meeting. Names of candidates for each position will be listed in order determined by lot.
- 26.5 To be valid all completed voting papers must be received at the Association's office no less than fourteen days prior to the annual general meeting.
- 26.6 Where there is more than one candidate for an Officer position, the candidate receiving the

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largest number of votes shall be elected. Where there are more than six candidates for the Ordinary Member positions, the six candidates receiving the largest number of votes shall first be deemed elected.

- 26.7 In the event of a tied vote, the Council shall, by secret written ballot at its next meeting determine the winner from among the nominees for the tied position.
- 26.8 Results of the elections shall be announced at the first annual general meeting following the election.
- 26.9 The Chairperson of the Nominating Committee shall be the Returning Officer. He or she shall be responsible for the proper conduct of the election and for ensuring that the vote is counted accurately. In carrying out these duties the Returning Officer may be assisted by such persons not being candidates for election to the Council, as he or she thinks necessary.

### 27. Voting & Decisions at Meetings of Council

- 27.1 A member of the Council may appoint another Member of the Association as a proxy for a particular meeting of the Council but no person shall hold more than one such proxy. The appointment of a proxy under this sub-rule shall be in writing and delivered to the Secretary prior to the meeting to which it relates. The Chairperson of the meeting shall alone decide on whether or not a proxy has been properly given and delivered.
- 27.2 Questions arising at a meeting of the Council or the Executive Committee or of any other committee appointed by the Council shall be determined by a majority of the votes of members of the Council or Committee present at the meeting personally or by proxy.
- 27.3 Each Member present at a meeting of the Council (whether personally or by proxy) or of the Executive Committee or a Committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 27.4 Subject to sub-rule 21.5 the Council may act notwithstanding any vacancy on the Council.
- 27.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a Committee appointed by the Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or Committee.

### 28. Annual General Meetings

- 28.1 The Association shall, once in each financial year and within the period of five months after the expiration of each financial year of the Association, convene the annual general meeting of its Members.
- 28.2 In addition to any other business which may be transacted at the annual general meeting, the business of the annual general meeting shall be:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Council a report on the activities of the Association during the last preceding financial year;
  - (c) to announce the result of any election of the Officers and Ordinary Members of the Council;
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to sub-rule 73(10) of the Act;
  - (e) to appoint an Auditor.

### 29. General Meetings

- 29.1 The Council may, whenever it thinks fit, convene a general meeting of the Association.
- 29.2 The Council shall, on the requisition in writing of not less than thirty Members of the Association, convene a general meeting.
- 29.3 A requisition of Members for a general meeting:
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the Members making the requisition;
  - (c) shall be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 29.4 If the Council fails to convene a general meeting within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members that made the requisition may convene a general meeting to be held not later than three months after that date.
- 29.5 The general meeting convened by a Member or Members referred to in the preceding sub-rule

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shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Council and any Member that thereby incurs reasonable expense is entitled to be reimbursed by the Association.

- 29.6 Individual Members, designated representatives of Organisational Members and Honorary Life members may vote at general meetings.

### **30. Notice**

- 30.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 28 days before the date fixed for the holding of the general meeting, cause to be sent to each Member at the Member's postal address or email address as advised to the Secretary, notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 30.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 28 days prior to the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in sub-rule 30.1 specifying, in addition to the matters required under that sub-rule, the intention to propose the resolution as a special resolution.
- 30.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to sub-rule 28.2.
- 30.4 A Member proposing to bring any business before a general meeting may give notice in writing of that business to the Secretary, who shall include that business on the agenda of the next general meeting held after receipt of the notice from the Member, provided the proposal is supported in writing by at least two other Members.
- 30.5 No general meeting shall be invalid by reason of non receipt of notice by a Member.

### **31. Procedure and Quorum at General Meetings**

- 31.1 No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- 31.2 Thirty persons present in person constitute a quorum for the transaction of business at a general meeting.
- 31.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of one or more Members shall be dissolved and in any other case shall stand adjourned to a day and a place determined by the person presiding at the meeting or communicated by written notice from the Secretary to Members at least 14 days prior to the date to which the meeting is adjourned.
- 31.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, those present being at least 15 persons shall constitute a quorum.

### **32. Presiding Member**

- 32.1 The President, or in the absence of the President, the Vice-President shall preside at each general meeting.
- 32.2 If the President and the Vice-President are absent from a general meeting, the Members present shall elect one of their number to preside at the meeting.

### **33. Adjournment**

- 33.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of the Members present, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 33.2 Where a general meeting is adjourned for 14 days or more, the Secretary shall give written notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 33.3 Except as provided in sub-rules 31.3 and 31.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **34. Voting and Decisions at General Meetings**

- 34.1 Subject to sub-rule 34.4, a Member is entitled to one vote on any question arising at a general meeting of the Association.

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- 34.2.1 A Member may vote in person or by proxy.
- 34.2.2 Each Member shall be entitled to appoint another Member as proxy by notice given to the Secretary no later than one hour before the time of the meeting in respect of which the proxy is appointed.
- 34.2.3 The notice appointing the proxy shall be in a form approved by the Council.
- 34.3 A Member is not entitled to vote at any general meeting of the Association unless all monies due and payable by the Member to the Association have been paid, except for the current year's annual subscription subject to the provisions of sub-rule 10.4.
- 34.4 In the case of an equality of votes on a matter at a general meeting, the person presiding shall be entitled to exercise a second or casting vote.
- 34.5 A question arising at a general meeting of the Association shall be determined on a show of hands of those persons present and entitled to vote and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 34.6 At a general meeting of the Association a poll may be demanded by the person presiding or by not less than five Members present in person at the meeting.
- 34.7 Where a poll is demanded at a general meeting, the poll shall be taken -
  - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the result of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### 35. Divisions and Sub-Divisions of the Association

- 35.1 Divisions of the Association comprising the Members of the Association resident in any State or Territory of Australia may be established to provide a focus for activities among those Members consistent with the objects of the Association. These divisions may be known as Branches of the Association.
- 35.2 Divisions of the Association, comprising Members of the Association interested in a particular aspect of museums or museum work may be established to provide a focus for activities among those Members in relation to those interests that are consistent with the objects of the Association. These divisions may be known as Special Interest Groups or National Networks of the Association, or other such titles approved by Council.
- 35.3 Sub divisions, comprising regional groups of Members of a previously authorised division, if supported by that division, may be established to provide a local focus for activities within a state or territory or by a group within a state or territory with a common professional interest. These sub-divisions may be known as Chapters of the previously authorised division.
- 35.4 Divisions and sub-divisions may be established at the discretion of the Council on request from a group of Members who have resolved to form such a division or sub-division in accordance with the Regulations to this Constitution and adopt procedures acceptable to the Council.
- 35.5 A division or sub-division shall be considered as operational if it communicates with its members, conducts a program of activities, has a viable group of members, and abides by the Constitution, Rules and Regulations of the Association. A general meeting of the Association may determine, after considering a report from the Council, whether divisions are to be considered as operational for the ensuing year. Non-operational divisions or sub-divisions cease to be authorised by Council and may be wound up in accordance with the Regulations.
- 35.6 Divisions and sub-divisions are to comply with the Model Rules. Divisions and sub-divisions may determine additional rules of procedure or by laws for their purposes that are approved by Council and are consistent with this Constitution and Rules and the Regulations.
- 35.7 A division or sub-division may organise such meetings, conduct such activities and produce such publications as it thinks fit but the costs of doing so shall be met by the Members of the division or sub-division.
- 35.8 Divisions that hold monies in excess of \$5,000 or whose transactions exceed \$5,000 in any one year". will report to Council by the end of November annually, their planned activity and budget for the ensuing year.

### 36. The Finances of the Association

- 36.1 The finances of the Association shall comprise the membership fees and any entrance fees payable by Members, Affiliates or Associates as determined in accordance with sub-rules 8.5, 10.1 and 10.2 of this Constitution and Rules, together with any fees paid under a contract with

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the Association and any grants, bequests, donations, interest, profits from the holding of events and national conferences or from the sale of publications and other goods, but nothing in this rule shall prevent a division or sub-division of the Association established under rule 35 of this Constitution and Rules from raising, holding and expending monies in connection with activities undertaken by it in accordance with the Regulations.

- 36.2 The Treasurer shall ensure that the Association shall maintain proper accounting records and that all monies received by the Association are deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 36.3 The Association shall be responsible for meeting the cost of activities that are carried on by divisions and sub-divisions in the name of the Association provided that the Council has approved the conduct of such activities and has agreed to meet the costs of them.
- 36.4 Payments on behalf of the Association will be made in accordance with the procedures described in the Regulations.
- 36.5 The Association's financial year shall end on 31 December in each year.
- 37.6 Divisions and sub-divisions shall maintain books of account and shall ensure that an annual audited statement (or financial statement in accordance with the Regulations) of the financial affairs of the division or sub-division is submitted to the Treasurer no later than two months after the end of the financial year of the Association.

### **37. Audit of Accounts**

- 37.1 The Association shall at its annual general meeting appoint a person who is not a member of the Council and who has not prepared or assisted with the preparation of the accounts and who meets the requirements of the Act, to carry out an annual audit of its financial records, and issue a certificate as to the correctness of such records.
- 37.2 The Council shall take reasonable steps to ensure that the audit is completed at least 14 days prior to the annual general meeting of the Association.
- 37.3 If a vacancy arises in the position of Auditor before the annual audit has been completed, the Council shall appoint another person who meets the requirements of sub-rule 37.1 to carry out the audit.
- 37.4 A person who has completed an appointment as auditor is, subject to the provisions of the Act, eligible for re-appointment.

### **38. National Director**

- 38.1 The Council may employ a National Director who, under supervision of the President of Council, shall be responsible for the day to day operations of the Association and its Committees, and for promoting and conducting the overall programs.
- 38.2 The National Director (or in his or her absence a person nominated by the National Director) shall attend all general meetings of the Association and all meetings of Council and the Executive Committee. The National Director shall have the right to speak at any such meeting but shall not be entitled to vote.

### **39. Staff**

- 39.1 The Association may employ such staff as it considers necessary and under such conditions as are approved by the Council and in accordance with any relevant laws governing employment in the State or Territory concerned and in the case of staff employed to serve a State or Territory Branch of the Association, in accordance with any agreement that may be entered into between the Association and the Government of the State or Territory concerned.
- 39.2 The Association may arrange for staff to be seconded to it from an Organisational Member. Such staff shall be employed in accordance with a contract between the Member and the Association.

### **40. Alteration of Constitution and Rules**

- 40.1 Amendments to the Constitution and Rules shall not be made except in accordance with provisions of the Associations Incorporation Act 1991 (ACT).
- 40.2 Proposed amendments to the Constitution and Rules must be made by at least two Members and notified to the Secretary in writing, who shall be responsible for circulating any proposed amendments to the other Members as soon as practicable after they have been received.
- 40.3 Any proposed amendment shall be discussed and may be decided at a general meeting of the Association which shall not take place until at least three months after the proposed changes have been notified to the Members.
- 40.4 Amendments to the Constitution and Rules shall require the affirmative vote of at least two

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thirds of the Members present and voting.

### 41 Common Seal

- 41.1 The Association shall have a common seal which shall be kept in the custody of the Secretary.
- 41.2 The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures either of the President and one other Officer or of the Vice-President and one other Officer or of the Secretary and one other Officer.

### 42. Custody of Books

- 42.1 The Secretary shall ensure that all records, books and other documents relating to the Association are maintained in accordance with the Act.

### 43. Inspection of Books

- 43.1 The records, books and other documents of the Association shall be open to inspection at the Registered Office of the Association, free of charge, by a Member at any reasonable hour.

### 44. Service of Notices

- 44.1 For the purpose of this Constitution and Rules, a notice may be served by or on behalf of the Association upon any Member either by delivering it personally, by sending it by post or electronic means to the Member at the postal address or email address last advised to the Secretary.
- 44.2 Where a document is sent to a Member by properly addressing, prepaying and posting to the Member a letter containing the document to the postal address, or by electronic means to an email address advised to the Secretary, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the Member.

### 45. Regulations

- 45.1 The Council shall have power to make such Regulations as it thinks fit in relation to the affairs of the Association not otherwise provided for in this Constitution and Rules.
- 45.2 A Regulation proposed to be made under sub-rule 45.1 shall be notified to all Members of the Association as soon as is reasonably practicable.
- 45.3 A Regulation shall come into force one month after it has been notified to Members, unless before that date the Secretary receives a request from at least ten Members that the proposed Regulation should be amended or repealed.
- 45.4 If such a request is received, the proposed Regulation shall be reconsidered by the Council which may confirm, amend or repeal the proposed Regulation. In the event that Council decides to confirm or amend the Regulation, it shall again notify all Members and the provisions of sub-rule 45.3 shall again apply.
- 45.5 If a Regulation which has been reconsidered and confirmed by Council is again the subject of a request for amendment or repeal, the matter shall be referred to the next annual general meeting of the Association, which shall decide the matter.

### 46. Winding Up of The Association

- 46.1 The Association may be wound up if:
  - (a) a special resolution, proposing that consideration be given to winding up the Association, has been adopted at a general meeting of the Association by at least two thirds of the Members voting, whether personally or by proxy; and
  - (b) a further general meeting has been held at which a further special resolution to wind up the Association has been adopted by at least two thirds of the Members voting, whether personally or by proxy.
- 46.2 In the event that a special resolution has been adopted in accordance with paragraph 46.1(a), the further general meeting referred to in paragraph 46.1 (b) shall be convened by the Secretary not less than 4 months nor more than 6 months after the date of that earlier general meeting at which no other business than a special resolution to wind up the Association shall be discussed.
- 46.3 At the further general meeting referred to in paragraph 46.1 (b) the Public Officer, or in the absence of the Public Officer, a Member who is not a member of the Council shall take the Chair. If the special resolution to wind up the Association is adopted by at least two thirds of the Members voting whether personally or by proxy, the Association shall be wound up.
- 46.4 If, upon winding up the affairs of the Association there remains after satisfaction of all its debts and liabilities any property, the property shall be given or transferred to some other organisation

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concerned with museums or one of the museological professions nominated in the special resolution winding up the Association. This organisation must prohibit the distribution of its income among its members, and be eligible for tax deductibility of donations under Section 78 (1)(a) of the Income Tax Assessment Act 1936 and listed on the Register of Cultural Organisations maintained under that Act.

- 46.5 The liability of a Member to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by sub-rule 10.3 of this Constitution and Rules and to any additional amount owing for services provided under a contract between the Association and a Member or a group of Members under sub-rule 10.7.