

# [ Museums Australia ]

## REGULATIONS

Dated 20 May 2013

## Authority, Scope and Purpose

1. These Regulations are enacted by the Council of Museums Australia in accordance with Rule 45 of the Constitution and Rules. At all times, the Regulations are subordinate to the Constitution and Rules. These Regulations replace all previous Regulations and By Laws which are hereby repealed from 20 May 2013.
2. The divisions and sub-divisions of Museums Australia play a key role in providing service to members of the Association who are brought together on the basis of geographical proximity or a shared interest in a particular practice. For many Members their relationship to the Association is conducted primarily through the division(s) and sub-division(s) to which they belong. As such it is vital that the divisions and sub-divisions are supported in their efforts to provide service that is consistent, of quality and meets the expectations of Museum Australia Members.
3. Museums Australia Incorporated and on its behalf the Council stands in a position of legal liability for all of the divisions and sub-divisions. As such, the Council must at all times be aware of any significant actions being undertaken by the divisions and sub-divisions.
4. These Regulations describe procedures for the governance of the Association, the divisions and sub-divisions. The procedures described in these Regulations may vary from time to time through application of new technologies or initiatives of the Association or Council to meet operational requirements.
5. These Regulations are in two sections:
  - A. General Regulations including:
    - A1 Additional definitions,
    - A2 Affiliates and Associates,
    - A3 Council Meetings and Quorum,
    - A4 Finances of the Association, and
    - A5 Membership.
    - A6 General Meetings
  - B. Model Rules for Divisions or Sub-Divisions including:
    - B1 Authority and definitions [Mandatory Section];
    - B2 Committee constitution, elections and powers [Advisory Section];
    - B3 General meetings [Advisory Section];
    - B4 Staff [Mandatory Section];
    - B5 Financial management and reporting [Mandatory Section];
    - B6 By laws and amendments [Mandatory Section];
    - B7 Risk management [Mandatory Section]; and
    - B8 Winding up [Mandatory Section].

# SECTION A

## General Regulations

### A1 Additional definitions

‘**Committee**’ means the committee of a division or sub-division;

‘**National Office**’ means the administrative facility of Museums Australia and Council;

‘**Subscription**’ means a payment that may include a joining fee, an annual fee, an administrative fee and an annual administrative fee as determined by the division or sub-division and these Regulations.

### A2 Affiliates and Associates

A2.1 An Affiliate or Associate is an organisation or individual [respectively] that wishes to participate in the activities of one or more divisions or sub-divisions of the Association in accordance with Rule 8 of the Constitution and Rules.

A2.2 An Affiliate or Associate is not a Member of the Association but is recorded in the membership roll of the division or sub-division in which they participate.

A2.3 Affiliates or Associates will forward an application to be recognised, together with the appropriate subscription to the division or sub-division. The applicant will agree to abide by the Constitution and Rules, the Regulations and the Code of Ethics of the Association in regard to their membership of the division or sub-division.

A2.4 In the case of an organisation, whether incorporated or not, the application will state the name of the designated representative of that organisation.

A2.5 In the case of an association, a separate application is required for each division [or site, or member] of that association.

A2.6 The application for recognition will be considered by the division or sub-division and, if endorsed, will be forwarded to National Office together with any administrative fee determined by National Council. Where the division or sub-division does not charge a fee, any administrative fee determined by National Council shall still be payable.

A2.7 Affiliates and Associates may seek recognition by more than one division or sub-division upon application accompanied by the subscription, that will include any administrative fee determined by National Council for each additional division or sub-

division. Where the division or sub-division does not charge a fee, the administrative fee shall still be payable.

A2.8 When recognised, the applicant will be allocated an Affiliate or Associate identification that is required to receive any benefits authorised by these Regulations.

A2.9 Affiliates and Associates will be granted:

- i. access to the communications and activities organised in the division or sub-division in which they are recognised;
- ii. eligibility for Affiliate or Associate rates for attendance at conferences, workshops, seminars and other activities organised by Museums Australia, and
- iii. eligibility for election to the Committee of a division or sub-division, provided that the number of affiliates or associates is not more than half of the membership of the Committee.

### A3 Council Meetings and Quorum

A3.1 In the event that a scheduled meeting of Council is unable to take substantive decisions or action for lack of a quorum, the members of Council present:

- i. may discuss business on the agenda;
- ii. make recommendations to be considered by a subsequent meeting of Council; and
- iii. refer matters of urgency to the Executive Officers for resolution.

### A4 Finances of the Association

A4.1 Payments made on behalf of the Association by cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall have two signatories, being two members of Council nominated by the Executive, or one member of Council and one member of the staff of the Association nominated by the Executive.

A4.2 All payments made using credit cards and other electronic transfers are to be authorised by the Treasurer prior to payment.

A4.3 Payments previously authorised by Council or the Executive may, in circumstances of urgency, be made on behalf of the Association by signature of two members of the staff of the Association nominated by the Executive.

## **A5 Membership**

- A5.1 Applications for Membership or recognition as an Affiliate or an Associate shall include an undertaking and assurance by the applicant to abide by the Constitution and Rules, the Regulations and the Code of Ethics of Museums Australia.
- A5.2 Notwithstanding the joining and annual fees for Individual Members of the Association determined by Council, a discount on these fees may be offered where:
- a. the applicant is employed on the staff of an Organisational Member; or
  - b. the applicant is a financial member in good standing of:
    - i. Australian Registrars Committee, or
    - ii. Australian Society of Archivists, or
    - iii. Australian Library and Information Association, or
    - iv. International Council of Museums, or
    - v. such other professional associations that are, from time to time, recognised by Council.

## **A6 General Meetings**

- A6.1 Pursuant to Rule 30 Notice for a general meeting “... is to be sent by pre-paid post to each Member at the Member’s address as advised to the Secretary”. Under this regulation, where a Member has an electronic address that has been notified to the Secretary, this electronic address may be used to satisfy the requirements for notice under sub-rule 30.1 and sub-rule 30.2.
- A6.2 At general meetings convened concurrently with Annual Conference, the Agenda may include an item References to National Council. Under this item of business, printed resolutions that do not satisfy the requirement of 28 days notice under sub-rule 30.2, may be discussed by the meeting. The meeting may resolve to recommend the resolution[s] to National Council for further action.

# SECTION B

## Model Rules for Divisions and Sub-Divisions

### Preamble

The Model Rules provide a guide to those By Laws that are to be adopted by each division or sub-division. Several sections are mandatory and must appear in the By Laws verbatim. These mandatory sections have 'Mandatory' included in the heading. Other sections are 'Advisory' and describe the matters that are to be included in the By Laws, but the detail is to be decided by the division or sub-division to meet their specific needs.

### B1 Authority and Definitions [Mandatory Section]

B1.1 Divisions and sub-divisions of the Association are established under Rule 35 of the Constitution and Rules as follows:

- i. 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.
- ii. 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.
- iii. 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.

B1.2 In these Regulations, unless the contrary intention appears:-

“**the Association**” means Museums Australia Incorporated;

“**Affiliate**” means an organisation recognised as such by the Association under Rule 8 of the Constitution and Rules;

“**Associate**” means a person recognised as such by the Association under Rule 8 of the Constitution and Rules;

“**By Laws**” means those rules of procedure adopted

by divisions or sub-divisions in accordance with the Model Rules and approved by Council;

“**Committee**” means the committee of a division or sub-division;

“**Council**” means the Council of the Association established under rule 13 of the Constitution and Rules;

“**In writing**” means printed, typewritten and any other means of reproducing words in a visible form, including words on paper transmitted by facsimile, email 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 of the Constitution and Rules;

“**Division**” means a subordinate body of the Association that may be a group of Members, Affiliates and Associates from a state or territory or a group of Members, Affiliates and Associates with a particular professional interest as established under Rule 35 of the Constitution and Rules;

“**Model Rules**” means the Model Rules set out in these Regulations that are adopted as the rules of procedure for governance of divisions and sub-divisions;

“**National Office**” means the administrative facility of Museums Australia and Council;

“**Regulations**” means any regulations made under rule 45 of the Constitution and Rules; and

“**Sub-division**” means a subordinate body of the Association that is a regional grouping of Members, Affiliates and Associates who are part of a division of the Association established under Rule 35 of the Constitution and Rules.

### B2 Committee Constitution, Elections and Powers [Advisory Section]

#### B2.1 The Committee

- a. The Council shall vest the management of a division or sub-division in the committee for that division or sub-division (the Committee).
- b. Each Committee is to comprise a minimum of three elected office bearers, President, Secretary and Treasurer. Detail to be included in By Laws.
- c. Divisions or sub-divisions may operate as a committee of the whole, or elect a number of committee members to suit their needs. Detail to be included in By Laws.
- d. To facilitate succession planning, it is preferred that there be defined tenure for Committee members. Detail to be included in By Laws.

## **B2.2 Election of the Committee and Vacancies**

- a. The normal procedure for the election of each Committee should provide an opportunity for members of the division or sub-division to participate. Detail to be included in By Laws.
- b. Names and contact details of members of the Committee are to be advised to National Office within 30 days of their election or appointment to the Committee. Provision is to be made for filling casual vacancies in the Committee. Detail to be included in By Laws.

## **B2.3 Powers of the Committee**

- a. Each Committee of a division or sub-division shall have the power to act, within the Constitution and Regulations, as it may deem necessary in the interests of the Association and the division or sub-division.

## **B2.4 Committee Meetings, Procedure, Conduct, Quorum and Voting**

- a. The procedure at Committee meetings, quorum, conduct of meetings and voting procedures, including provision for electronic meetings, of the division or sub-division Committee are to be described. Detail to be included in By Laws.

## **B2.5 Minutes**

- a. Minutes shall be kept of all resolutions and proceedings of meetings of the Committee including the names of all persons present at each such meeting and provision made for copies to be forwarded to National Office [in the case of divisions] or to the division of which a sub-division is part. Detail to be included in By Laws.

## **B3 General Meetings [Advisory Section]**

### **B3.1 General Meetings, Procedure, Conduct, Quorum and Voting**

- a. Each division and sub-division shall conduct an annual general meeting. The procedure for calling Special General Meetings also needs to be described. Detail to be included in By Laws
- b. The notice, procedure at general meetings, quorum, conduct of meetings and voting procedures, including provision for electronic meetings, of the division or sub-division are to be described, ensuring equitable access for all members. Detail to be included in By Laws.

## **B4 Staff [Mandatory Section]**

### **B4.1 Employment of Staff**

- a. All staff must be employed by the Council. As the Council alone has the power to decide whether to establish a new employment position in the Association, requests for new positions and appointments must come to the Council, through the division President, for approval. Employment of staff by sub-divisions will not be permitted.
- b. The management of staff employed by the Council shall be delegated to the relevant Committees. Management includes, but is not limited to, the following:
  - i. determining the job description for employment positions;
  - ii. deciding who shall be appointed to fill vacant employment positions; and
  - iii. ensuring that their staffs are given the opportunity to liaise with staff in other states and territories and with the National Office to assist in achieving consistency in activity and policy formulation across the Association.
- c. Each Committee shall ensure that staff are employed on terms and conditions approved by the Council.
- d. Each Committee shall ensure that the National Office is provided with details of:
  - i. the job description;
  - ii. the applications of successful applicants; and
  - iii. all correspondence with staff, including copies of employment contracts, staff performance reviews and other information pertinent to the employment history of staff.

## **B5 Financial Management and Reporting [Mandatory Section]**

### **B5.1 Funding**

- a. Despite anything to the contrary contained in a funding contract, the Council, the divisions and sub-divisions intend and acknowledge that the responsibility for complying with key performance indicators under a funding contract is held by a division, a sub-division, or the divisions and sub-divisions who benefit from that funding contract.
- b. Any funding provided under a funding contract which the Council has entered into on behalf of a division or sub-division may only be expended

in accordance with the terms of the funding contract.

### **B5.2 Budgets**

- a. All divisions that hold monies in excess of \$5,000 or whose transactions exceed \$5,000 in any one year". must present an annual budget for the coming year to the Council by the end of November each year.
- b. Sub-divisions that hold monies in excess of \$5,000 or whose transactions exceed \$5,000 in any one year". must present an annual budget for the coming year to Council and to the division of which they are part, by the beginning of November each year, for incorporation into the National budget.
- c. Before any expenditure can be authorised, the budgets required by Regulation B5.2 (a) and B5.2 (b) must be approved by Council.
- d. Additional expenditure which differs from the approved budget by more than 10% must be approved by Council before the additional expenditure is authorised.
- e. Application to modify an existing annual budget can be made to the Council, through the national office, at any time, at least 14 days prior to the proposed additional expenditure being committed. The MA Executive is authorised to consider and approve requests for variations to the budget should a Council meeting not be scheduled at that time.

### **B5.3 Accounts Generally**

- a. The financial year for a division or sub-division shall end on 31 December each year.
- b. Each Committee Treasurer shall have charge of all accounts and shall see to the collection of all monies due to their division or sub-division.
- c. Each Committee Treasurer shall pay, or authorise payment of, all proper accounts due by their division or sub-division, for expenditure previously authorised by their Committee in accordance with the approved budget and shall report such payments in a financial statement of income and expenditure at the next meeting of their Committee.
- d. Each Committee Treasurer shall keep proper accounting and other records, for each financial year and shall securely retain the records for the previous seven years of the division or sub-division's operation, and shall prepare a financial statement and balance sheet which after being audited shall be submitted with the annual report at the next annual general meeting for

their division or sub-division.

- e. If, for any reason, the division or sub-division is determined to be non-operational in accordance with sub-rule 35.5 of the Constitution and Rules, all funds and all financial records held by the division or sub-division must be transferred to the National Office within thirty days of the determination. .
- f. Any unexpended grant funds transferred to the National Office will be dealt with by the National Office in accordance with the terms of the funding contract in operation.
- g. Within 14 days of the holding of the annual general meeting for a division or sub-division the Committee Secretary for that division or sub-division shall provide to the National Office the list of the Committee members for the current term of office plus a copy of the annual report for that division or sub-division and a financial statement and balance sheet.

### **B5.4 Accounts held at National Office**

- a. Where accounts are held at National Office on behalf of a division or sub-division, the Committee Treasurer will deposit all monies received in accordance with the procedure determined by National Office. Invoices for payment are to be forwarded to National Office in accordance with the procedure determined by National Office.
- b. The Committee of a division or sub-division with accounts held by National Office must annually complete a declaration in regard to the collection and expenditure of monies.
- c. The Committee of a division or sub-division with account held at National Office must notify National Office of any change of person authorised to operate the account within 14 days of the change.

### **B5.5 Accounts Not Held at National Office**

- a. Each Committee may, with the agreement of the Treasurer of the Association, establish such bank accounts as is deemed necessary for its operation.
- b. An audit of accounts for the division or sub-division must be completed within 42 days of the end of the financial year and the results forwarded to the National Office within 14 days of its receipt from the auditor. The formal adoption of the accounts by the division or sub-division can be on the date of the division or sub-division AGM.
- c. Each Committee may by resolution authorise

any of its Members and designated employees to sign cheques or make electronic payments (through any means) on its behalf. Signatories for bank accounts that hold MA funds must, at all times, be current Members of MA or current MA staff.

- d. Details of the accounts in which MA funds are held – including account name, number, branch, signatories – must be submitted to the National Office and at all times kept up to date. Authorities for MA Staff or Committee Members as signatories to an account are to be revoked when there is a change in those personnel, and details of the new authorised signatories notified to National Office within 14 days of the occurrence.
- e. Cheques drawn on the bank accounts of a division or sub-division must be signed by at least 2 persons duly authorised by their Committee, one of whom must be a Committee member.
- f. Each Committee Treasurer shall ensure that accounts are kept in a manner consistent with any guidelines issued by the Council and are audited in accordance with Regulation B5.6.

#### **B5.6 Audit of Accounts Not Held at National Office**

- a. The accounts for each division or sub-division that operates its own bank account shall be audited by a person who:
  - i. is not an Officer of that Division; and
  - ii. has not prepared or assisted with the preparation of those accounts.
- b. Audits of each division or sub-division that operates its own bank account must be conducted by an auditor with the qualifications and standing required by the Associations Incorporation Act 1991 (ACT). This auditor must be appointed at a general meeting of the Committee.
- c. Audits of each division or sub-division that operates its own bank account must be conducted in accordance with the Constitution and Rules.

### **B6 By Laws and Amendments [Mandatory Section]**

#### **B6.1 Division or Sub-division By Laws and the Regulations**

- a. Each division or sub-division shall adopt By Laws appropriate to the governance and operation of the division or sub-division. By Laws are subordinate to the Constitution and Rules, Regulations and Model Rules. By Laws

are to be approved by Council.

- b. The Regulations shall not be amended except by resolution passed at a meeting of the Council by a two-thirds majority of the Members present.

### **B7 Risk Management [Mandatory Section]**

#### **B7.1 General**

- a. In dealings with non-members, all Members, Affiliates and Associates must take every reasonable precaution to ensure that they are not exposed to risks which are either not commensurate with the income receivable or incompatible with the Association's insurance position or which expose a division or sub-division and/or the Association to unnecessary risk.
- b. Wherever possible, dealings with non-members should be governed by a contract or agreement that contains standard terms and conditions which offer protection to a division, sub-division and/or the Association.
- c. Each Committee has primary responsibility for ensuring their division or sub-division complies with all applicable local laws and regulations which affect their division or sub-divisions and/or the Association.
- d. All employees should be made aware of the risk management controls that should be in place in their area of the Association.
- e. Responsibility for implementing the risk management controls should be assigned to an individual and a chart of those responsibilities should be made available to all staff.
- f. All significant instances of risk management control weakness or irregularities, either financial or operational, must be reported immediately to the relevant division or sub-division Committee Treasurer.
- g. All occurrences of fraud must be immediately reported to the relevant Committee Treasurer, the Treasurer of the Association and the Secretary of the Association.

#### **B7.2 Insurance**

- a. In matters relating to insurance:
  - i. The Association may request that the Committee of a division or sub-division obtain advice from an insurance broker regarding the adequacy of the Association's insurance cover in the state or territory of the division or sub-division.
  - ii. Following a request under (i), the Committee shall provide the Association

- with a written report as to the adequacy of the Association's insurance cover in the state or territory of the division or sub-division.
- iii. If, following receipt of the report under (b), the Association considers that its insurance is inadequate, the Association can request that the Committee procure further insurance cover on behalf of the Association.
- b. It is the responsibility of each Committee to ensure that their division or sub-division complies with all local insurance regulations.
- c. All potential new insurance claims or circumstances that may reasonably give rise to such insurance claims must be immediately notified to the Secretary of the Association.
- d. Any information or documentation forming the basis of any claim, notice of claim, writ or proceeding made against a division or sub-division and/or the Association or any Member of the Association, must be immediately forwarded to the Secretary of the Association upon receipt.
- e. The effect of Regulation B7.2 (d) applies to Affiliates and Associates only in respect of their participation in the activities of the division or sub-division in which they are recognised.

### **B7.3 Litigation**

- a. No lawsuit, arbitration or similar proceeding may be commenced by a division or sub-division or Member in relation to the affairs of the Association without legal advice and prior to consultation with and approval from the Council.
- b. If a lawsuit, arbitration, governmental investigation or similar proceeding is brought against a division or sub-division and/or the Association, or if any Member becomes aware of facts or circumstances that may reasonably give rise to such actions, that Member must immediately provide to the Council (by telephone, email or facsimile) the name of the person, company or government body commencing the lawsuit or proceedings and the claims alleged against a division or sub-division and/or the Association, including the amount of the claim and the facts and circumstances surrounding such claim or that are likely to give rise to such a claim.
- c. The effect of Regulation B7.3 (a) and (b) applies to Affiliates and Associates only in respect of their participation in the activities of the division or sub-division in which they are recognised.

- d. Copies of all relevant documentation relating to a case should be immediately sent to the Secretary of the Association, accompanied by a letter identifying the enclosed documents.

## **B8 Winding Up [Mandatory Section]**

### **B8.1 Suspension of Non-Operational Divisions or Sub-Divisions**

- a. A Division or sub-division may be declared to be non-operational by a resolution passed at a general meeting of the Association if it is unable to operate in compliance with sub-rule 35.5 of the Constitution and Rules and shall be suspended for a period specified by Council.
- b. Prior to a recommendation being made to a general meeting of the Association that a division or sub-division is non-operational, Council will attempt to contact the Committee of the division or sub-division, to advise the matters of non compliance and to seek an explanation. If it appears that compliance can be achieved, consideration of the recommendation shall be deferred for 60 days.
- c. In accordance with Regulation B5.3 (e), non-operational divisions or sub-divisions are required to transfer all funds and financial records to National Office within 30 days of the determination of non-operational status by a general meeting of the Association.
- d. In accordance with Regulation B5.3 (f), any unexpended grant funds transferred to the National Office will be dealt with by the National Office in accordance with the terms of the funding contract in operation.
- e. The funds and other assets of a non-operational division or sub-division shall be kept in trust for a period, approved by Council, to facilitate the re-establishment of the division or sub-division after its suspension.
- f. Non-operational divisions or sub-divisions that are unable to be re-established within the period of suspension approved by Council, may be wound up by resolution of a general meeting of the Association.

### **B8.2 Prior to Winding Up of Divisions or Sub-Divisions**

Prior to a recommendation being made to a general meeting of the Association to wind up a division or sub-division, Council will attempt to contact the Committee of the division or sub-division, to advise the matters of non compliance and to seek an explanation.

**B8.3 Winding Up of Divisions or Sub-Divisions**

Council, after seeking an explanation, may recommend to an annual general meeting of the Association that a division or sub-division be wound up where:

- a. the division or sub-division fails to meet its obligations under these Regulations, or
- b. the division or sub-division has been in suspension and not been re-established for a longer than the period specified under Regulation B8.1 (e), or
- c. the division or sub-division has passed a resolution at a general meeting to wind up its operations.

**B8.4 Procedure on Winding Up of Divisions or Sub-Divisions**

Following the adoption by a general meeting of the Association to wind up a division or sub-division, the assets of the division or sub-division may be distributed to other divisions or sub-divisions or into the general account of the Association:

- a. in accordance with a resolution of the general meeting, or
- b. as determined by Council.
- c. It is assumed that by the time of this action all unexpended grant funds should have been dealt with in accordance with Regulation 8.1 (c)

**Regulation 8.4 is the end of the Model Rules Section of the Regulations.**