

AMaGA

**National Council
Induction Manual**

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Notes:

- 1. In May 2016, National Council agreed to a trial restructure – details outlined in the accompanying document to this Manual, titled *161125NC The Agreed Plan for the Trial Council Restructure*. In November 2018, National Council agreed to continue with the changed structure.**
- 2. In November 2018 the membership voted to change the name of the association. The new name of Australian Museums and Galleries Association (AMaGA) was launched in February 2019. Where Museums Australia appears in the text, it should be read as Australian Museums and Galleries Association (AMaGA).**

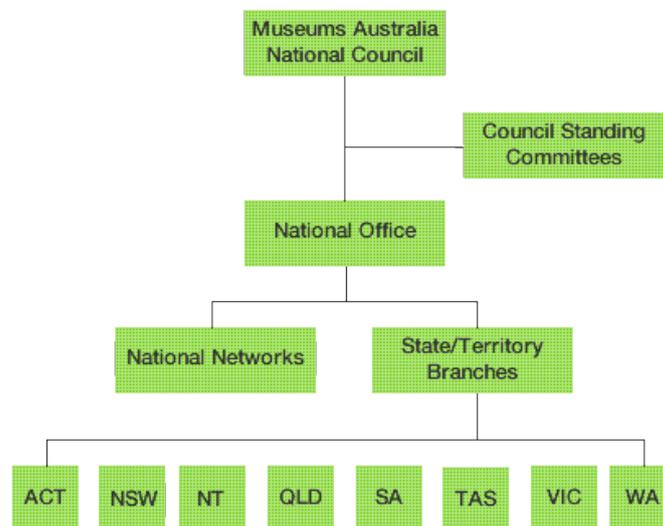
About Australian Museums and Galleries Association

AMaGA is a national association comprising Individual and Institutional members, National Networks and state/territory-based Branches. New South Wales and Western Australia branches also host Chapters. The National Council, supported by the National Office, provides for the development of policies, services, and national strategy and advocacy to advance the agreed aims of the organisation.

AMaGA members create, shape and steer the organisation through participation in the Association's activities, through Council membership and support for the work of Council Standing Committees; and through membership of the National Networks; State/Territory Branches; and Chapters. All of these varied components of the national body together enable AMaGA to support and strengthen the work of the museums sector in all regions across the nation.

An important role that AMaGA plays is to develop services, programs and projects, according to agreed policies and frameworks, which help guide the work of the museums sector in Australia. The Association's current policies and guidelines continue to serve the museums sector.

More information about the Association can be found in the Annual Reports available on the AMaGA website: <www.amaga.org.au>



This manual is to be used in addition to and alongside the AMaGA Constitution & Rules

Introduction to National Council

Mission

The National Council is responsible for the national overview and governance of AMaGA in accordance with the Constitution (hereafter referred to as MAC).

Whilst on Council, each Member is required to act for the benefit of AMaGA and its membership as a *national* organisation and not to promote the agendas of individuals, organisations or personal interests.

Composition

The National Council consists of the following positions:

- President
- Vice-president
- Secretary
- Treasurer
- Public Officer
- Six Ordinary Members
- State/Territory Branch Representatives
- Ex-officio Members

The Council can also include co-opted members and members such as the current Chair of ICOM Australia.

Refer MAC: 13-18 & B2

Governance versus Management

A major challenge in the governance of organisations such as AMaGA is ensuring the governing body, i.e. the National Council and Standing Committees, are able to delineate their different responsibilities.

"Governance" is the strategic task of setting the organisation's goals, direction, limitations and accountability frameworks. This is the responsibility of the National Council.

"Management" is the provision of service and support to the Membership base, securing funding, allocation of resources and overseeing the day-to-day operations of the organisation. This is the responsibility of the Standing Committees (when specified in their Terms of Reference), National Office, and Branch executive staff.

One way to think about this is that Governance determines the "What?" - what the organisation does and what it should become in the future. Management determines the "How?" - how the organisation will reach those goals and aspirations.

The Role of the National Office and the National Director

The National Office (NO) is located at ALIA House, 9-11 Napier Close, Deakin, ACT. The National Director oversees the *management* of the Association and its operational activities, and provides advice to the Council.

NO currently has four positions:

- National Director (3 days/week)
- National Operations Manager (4 days/week)
- Manager Communications (5 days/week)
- Administration Officer (1 day/week)

The staff in the National Office:

- Process membership for the whole Association
- Provide services and support for the national membership
- Maintain finances for divisions that do not have their own staff or account-keepers (i.e. all divisions except Victoria and Queensland)
- Identify opportunities for and secure funding
- Liaise with national government and partnership bodies and advocate on national issues
- Produce the national Magazine MaG
- Oversee the use of visual identity across the Association
- Develop and maintain the national website
- Support divisional staff and volunteers
- Support the National Council
- Prepare National Council agendas, minutes and centralise meeting arrangements
- Provide secretariat duties for ICOM Australia
- Liaise with and advise the National Council on advocacy issues
- Manage Awards programs
- Support the National Conference organising committee

Refer MAC: 38-29; Rules: 5.4

The Role of State Branches:

State Branches service and deliver programs, and are responsible for membership drives and the management of membership relationships and communication within their respective state and territories.

State Branches report to the National Office in accordance with MAC. Their Presidents represent them on Council and have the same powers and responsibilities as Ordinary Members.

Refer MAC: 35, Regulations: B1, B4

National Representation

Whilst not provided specifically in the Constitution, AMaGA is an inclusive organisation and the composition of the National Council should be equitable, have regard to gender balance, region of residence, professional interests, cultural background and institutional affiliations.

Members of Council:

Elected:

- President
- Vice-President
- Secretary
- Treasurer
- 6 x Ordinary Members

Non-elected:

- Public Officer
- State/Territory Branch Representative (generally the Branch President, elected within their state)

The Council is able to co-opt up to 3 Members in order to redress any inequity in gender and interests as a result of the election of the members of Council.

The maximum term of office for an Ordinary Member is two consecutive terms unless they are elected as an Officer of Council.

Refer MAC: Clauses 13-14; 24

Conflict of Interest and Confidentiality

As members of the Council of an association, each member needs to be aware that they are acting as a "fiduciary" of the association. A "fiduciary" is a person appointed to act at all times in the best interests of the association. As such, Council members should avoid situations in which there is a real and sensible possibility of conflict arising between the Council members' personal interests and the interests of the association.

Such a conflict of interest might arise when negotiating a contractual arrangement between the association and another organisation owned or managed by a Council member. Under the contract the Council member may be deriving income and personal profit. Hence, they could not be taken to be acting in the best interests of both the association and the organisation at the same time when negotiating and performing the contract as he or she would have competing loyalties to both.

In these circumstances, the Council member must declare the nature of the interest to the association so that the members of the association can consider whether or not to approve the arrangement. This requirement is also supported by the *Associations Incorporation Act 1991*. If a Council member fails to declare any such conflicts of interest, he or she will be liable to compensate the association for any profit the Council member makes from the contract or for any other loss or damage caused to the association by reason of the conflict.

Following on from the rule against conflict of interest is the rule against Council members misusing their position or special knowledge of the association's affairs for their own advantage without the association's fully informed consent. Failing to inform the association of the Council member's action in such circumstances would require the Council member to account to the association for any personal profit made, or loss or damage caused to the association, by the Council member.

National Council Meetings

National Council is constitutionally obligated to meet at least twice every calendar year. Suitable days will be shortlisted and confirmed with Council members and the meeting date set with at least three to four weeks' notice.

A call for Council papers will be issued from the National Director before a meeting. All representatives are able to submit papers for discussion. Council papers, including the meeting agenda, are distributed by the National Director at least one week prior to the meeting.

If a Council member is unable to attend a Council meeting, either face-to-face or teleconference, their apologies should be made to the National Director.

The President, or in the absence of the President, the Vice-President shall preside at each meeting. 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.

Refer MAC: Clauses 21-34; Regulations A3; Rules B2.4, B2.8 and B3.

Council Member Personal Expenses and Access to Association Resources

Representation on the National Council is a voluntary position. Council members are not generally eligible for personal expense reimbursements for finances spent in order to attend Council meetings, and only by exception to meet other National Council obligations when agreed beforehand by the President and National Director. **At the Council Meeting held on 25 November 2016**, it was agreed that AMaGA allows for the reimbursement of travel costs associated with attendance at national council meetings where there is no sponsoring organisation that can reasonably support these costs. The reimbursement is to be agreed on a case-by-case basis.

Online Resources

Past Council papers will be accessible through Basecamp.

Roles and Responsibilities

The role and responsibility of the National Council is clearly set out in the MAC: Clause 13 and Clause 20.

It is worth noting that the National Council is legally responsible for compliance with the MAC, not only with respect to the Council and National Office being compliant but also the Branches and National Networks.

To participate and be on the National Council each member must be a current and financial member of AMaGA.

The positions available on National Council are:

1. President
2. Vice-president
3. Secretary
4. Treasurer
5. Public Officer
6. Ordinary Members and Ex-officio Member/s

President

The President (or Chair) is the leader of the organisation, and bears important responsibilities for leadership of the Council. While an organisation assigns specific roles and duties to the President in its Constitution, Policies and through Council resolutions, the President is usually presumed to have a role in ensuring the overall health and functioning of an organisation.

While specific duties will vary between organisations, the President often undertakes the duties of:

- chairing Meetings of the Council
- planning the Agenda and ensuring sufficient information has been given to Council members
- being the spokesperson or representative of the Council and by extension the Association to outside parties
- being the “supervisor” of the Executive Officer, and providing the link between the Council and staff through this relationship
- mediating or otherwise resolving conflict between Council members, or staff conflicts unable to be resolved by the Executive Officer

There are some legal precedents that have determined that the President has certain responsibilities beyond those of non-executive directors. This is particularly the case for organisations incorporated under the Corporations Act 2001, and where the organisation is facing financial difficulty. Responsibilities may include:

- being more active and vigilant with respect to the organisation's financial circumstances, particularly in times of financial difficulty
- ensuring that the Council (or management committee) are properly informed about all relevant matters, in particular, financial matters and issues concerning the organisation's debtors and creditors and other information relevant to potential financial difficulties
- ensuring that the Council adequately, properly and promptly understand and address serious financial concerns of the organisation, if they arise
- personally assessing the quality, reliability and timeliness of information provided to the Council, particularly where it concerns the organisation's deteriorating financial position

Vice-president

The Vice-president provides support to the President and from time to time assumes the President's duties in their absence as outlined in Point 1 of Positions Roles and responsibilities.

Secretary

The Secretary is a pivotal role who has responsibility for certain administrative tasks which Council or the Management and Governance Committee are required to carry out.

From the Constitution

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.

A Council or management committee will sometimes appoint a Secretary to take general responsibility for certain administrative tasks which the Council or management committee is required to carry out.

As well as bearing all the general responsibilities of being a member of a management committee or Council there are several tasks for which the Secretary of an organisation has responsibility. Many of these are the regular practical administrative duties that will be done by staff where the organisation employs paid members of staff.

Note that, in respect of incorporated associations, the position of Secretary is not expressly referred to in the *Associations Incorporation Act 1991*. Hence, all members of the Council may be liable for any action taken or breach of its responsibilities under the Act.

Refer MAC: Clause 16

Treasurer

From the Constitution

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.

As well as bearing all the general responsibilities of being a member of the Council, there are several tasks for which the Treasurer has responsibility. Many of these are the regular practical administrative duties that will be done by staff where the organisation employs paid members of staff.

The Treasurer is responsible for providing financial transparency and accountability to the Council, and ensuring that processes and reporting requirements are met openly and accountably. A Treasurer also provides an assurance of the ongoing financial viability of the organisation to the Council.

The tasks of the Treasurer for meetings may include:

- ensuring that the finances of the organisation are managed appropriately
- making recommendations to Council about income and expenditure, investments and debts

- keeping records of all incoming and outgoing payments
- reviewing the annual profit and loss, and balance sheets
- ensuring that the annual audit process is undertaken in a timely fashion according to legislative requirements
- providing regular financial statements to the management committee/Council with a capacity to explain any details
- drawing up the annual budget in consultation with staff and the other executive members
- ensuring that sufficient funds are available at all times to support the organisation's liabilities

Many of these tasks would be undertaken by staff in organisations where administration is carried out by staff, but the Treasurer is still responsible for ensuring that the necessary processes for reporting are in place and that sufficient funds are available. The Treasurer is also responsible for explaining any details in those reports that the Council might ask questions about.

Refer also to MAC: 12, 36-37; Regulations: A4, Rules: B5

Public Officer

The Public Officer is the only office bearer covered in detail in the Associations Incorporation Act.

The appointment of the Public Officer is different from other positions, in that they can be appointed indefinitely. It is an offence however if the Public Officer does not notify the Registrar General that the Public Officer has changed within one month of the appointment.

It is also an offence if the Public Officer fails to notify the Registrar General of his or her change of address within one month.

It is quite common for the Public Officer to be the coordinator or director of the organisation, due to ease of correspondence, authority to correspond, etc. This person does not need to be a member of the association.

In summary, the Public Officer:

- is the person with whom the Registrar General corresponds;
- is responsible for compliance with the Act;
- is the person on whom documents are served;
- has the power to sign documents on behalf of the Association; and,
- may be an indefinite appointment.

To be appointed, the Public Officer must reside in the Territory and be at least 18 years of age.

The Act also restricts certain persons from being appointed to the position, including any person who:

- has been convicted of offences in the promotion, formation or management of a body corporate;
- has been convicted of offences involving fraud or dishonesty punishable by imprisonment of three months or more; or
- is insolvent under administration for the purposes of the Corporations Act 2001.

The position of Public Officer in an association is deemed to be vacant if the person:

- is removed from office by the association in general meeting;
- resigns from the office or dies;
- becomes insolvent under administration within the meaning of the Corporations Act 2001;
- suffers from a mental or a relevant physical incapacity (such that he or she is unable to carry out the functions and responsibilities of the office);
- has been convicted of an indictable offence involving the promotion, formation or management of a body corporate or an offence involving fraud or dishonesty; or
- ceases to reside in the Territory.

If the position of Public Officer becomes vacant for any reason, the management committee must appoint a replacement within fourteen days of the vacancy.

Refer MAC: 15, 41, 46

Ordinary Members and Ex-officio Member/s

Ordinary Members are elected at the Annual General Meeting and can serve up to two consecutive terms. A longer term can only be achieved if they are elected as an Office Bearer of the National Council.

Refer MAC: 13, 14, 20, 27, 31, 34; Regulations: A3

Responsibilities of the National Council

The National Council should be mindful of its responsibilities. These include:

- Showing leadership by:
 - providing organisational vision above all else
 - understanding their role within the organisation
 - being a trustee/owner not a volunteer/helper
 - being results focussed

- Having the discipline to:
 - focus on their governance role
 - maintain a national perspective
 - be responsible for working as a group
 - determine what information is needed for accountability
 - give clear and consistent instruction to the staff
 - speak with one voice

- Fulfilling obligations to membership under the Associations Incorporation Act 1991, including to:
 - maintain the register of members
 - manage the funds
 - appoint the auditor and commission the annual audits
 - appoint a Public Officer
 - convene the Annual General Meeting
 - ensure elections are conducted as required
 - provide reports to the Annual General Meeting
 - lodge documentation with the Registrar General

Responsibilities of Standing Committees

National Council has two permanent Standing Committees: Management and Governance Committee (chaired by the National President); and Finance and Audit Committee (chaired by the National Treasurer). Other Standing Committees are established as Council decides. All committees have specific Terms of Reference (TORs). Each council member is expected to join at least one committee.

Constitution and Rules and Regulations

It is the responsibility of all National Council Members to be aware of the 'Australian Museums and Galleries Association Incorporated Constitution & Rules' (adopted 3 December 1993, first revision 22 March 2002, second revision 20 May 2008) which sets out the rules by which the Association operates and the Regulations (adopted October 2008) which sets out the rules by which the Association's Divisions (Branches, Special Interest Groups and Chapters) operate.

Fiduciary Responsibilities of Council Members

There are five key duties that AMaGA National Council members have in carrying out their responsibilities under the Corporations Act 2001. These are also applicable to associations incorporated under the Associations Incorporation Act 1991, although they are not all specified in the legislation. The common law fiduciary duty applies to all incorporated entities.

Fiduciary duty: the duty to act in the best interest of the organisation.

- Within fiduciary duty is the expectation that Council members will act with a duty of care, loyalty and obedience to purpose, in keeping with the philosophy and objectives of the organisation.
- Even if the staff and/or volunteers run the day to day affairs of the organisation, the committee or Council are ultimately responsible for maintaining financial and legal responsibilities.

Duty to act honestly: to apply reasonable skills, act in good faith and in the best interests of the organisation.

Duty of care and diligence: the duty to abide by the constitution of the organisation and to know and comply with all legal requirements.

- This includes taking all reasonable steps to minimise risk for the organisation.
- It also includes working on a positive public perception of the organisation.
- It also means making sure you have enough information to make decisions.

Duty of confidentiality: the duty to keep confidential all organisational and Council information.

- This includes not expressing dissent about a Council decision with which you disagree - remember the Council speaks as one voice. If you cannot live with a decision you need to leave the Council. Once a decision is made it is a decision of the Council as an entity.

Duty to declare any conflict of interest: the duty to inform the governing body of any personal interest in any matter before it and to absent yourself from issues where there is the possibility of a perceived or real personal or financial interest.

- A financial conflict of interest may be, for example, where an organisation hires a contracting firm run by a Council member's partner. There is the possibility of direct financial gain to the Council member. Another common cause of conflict of interest arises when Council members undertake paid work for the organisation.

Appendix A: Ordinary Member Position Description

Position Description

Position Title: AMaGA National Council Member
Reports to: AMaGA National President

Recruiting goals for the Council

- The National Council requires individuals with proven governance experience.
- The National Council shall from time-to-time co-opt individuals with specialist professional experience in a diversity of fields including but not limited to marketing, membership programs, financial management as well as museum practice
- To ensure the most effective Council, of primary importance is the diversity among Council members in areas such as: cultural experience, gender and age; geography; institutional affiliations; and museums sector experience.

Roles

- The National Council (henceforth 'Council') sets policy and provides leadership for the Association in broad categories that include the mission, goals, priorities and general resource allocation for the Association. The Council establishes its own goals and rules of operation within the guidelines and criteria set out under section 20 of the Association's Constitution. The Council engages in self-evaluation on a regular basis.
- The Council ensures that accountability is maintained for all resources. The Council is responsible for establishing organisational goals, shaping a broad strategic direction for the Association, and monitoring the progress towards strategic objectives and business goals.
- Each Council member acts on behalf of the museums sector at large and the members of the Association nationally – not specific constituencies. Members of the Council have the responsibility to participate in shaping policy to support Council decisions, and to act collaboratively and corporately.

General duties of all Council members

Council members have the following duties:

1. To finance their own participation as a Council member.
2. To serve the term of office as set out in the Association's Constitution (section 14) and Regulations.
3. To always act in accordance with the Constitution and Regulations, to abide by the guidelines as stated in the Council Member Code of Conduct and Code of Ethics, and to achieve the Association's mission through prudent and ethical action.
4. To provide leadership, where appointed to do so, to clarify and sustain the mission of the Association.
5. To provide information, ideas and suggestions from the sector to the Council and communicate the activities and ideas of the Council to the sector.
6. To participate actively in deliberations of the Association's agenda of issues relevant to the museums sector.
7. To represent and promote the Association to the profession by maintaining a working knowledge of the Association's operations and services.
8. To represent the Association by identification as an Association Council member, and act as spokesperson for the work of the Association when attending national, state, regional, local and other museum meetings and events.
9. To participate in and be knowledgeable about public policy issues on the Association's advocacy agenda.
10. To attend Council meetings and actively participate in the decision-making process. Where unable to attend meetings to provide an apology and lodge a proxy in advance of meetings.
11. To participate, where appropriate, in Council's delegated committees and working groups.
12. To approve and support the financial and program goals of the annual budget and business plan to assure the Association's ongoing sustainability.
13. To participate in establishing strategic plans and act as a spokesperson to support and disseminate the plan's goals and objectives at the national, state, regional and local levels.
14. To actively seek candidates for the Council who have demonstrated leadership skills, a commitment to the museum sector and to the Association, and who bring diversity to the Council.