

Annual General Meeting

Agenda Item 8 a)

17 May 2024

Motion for Amendments to ICOM Australia Rules of Procedure

1. Motion

In accordance with ICOM Australia's Rules of Procedure, the following changes are adopted by the members at the 2024 AGM.

These changes will come into immediate effect.

- 1.1 Ref 6 (e). "The quorum for the AGM shall be 10% of the voting membership of the National Committee or at least 15 members, whichever is the greatest, present in person, ~~personally~~ or by proxy, **or online**, provided that at least five voting members of the National Committee are present in person **or online**."
- 1.2 Ref 11(d). "Adoption and amendment of these Rules shall require a three-quarters majority of the members present and voting and then only if at least thirty of the members of the National Committee in good standing are present at the meeting, either personally, ~~or~~ by proxy, **or online**."
- 1.3 Ref 7 (I). "The President of ~~Museums Australia Inc~~ **the Australian Museums and Galleries Association (AMaGA)** and **a representative** ~~the Secretary-General~~ of the Pacific Islands Museums Association shall be, ex-officio, non-voting members of the Executive Board."
- 1.4 Ref 3 (f). "Membership of ICOM and the National Committee may be terminated by the Executive Board of ICOM only, in accordance with Article 4 Section 4 of the Statutes, viz. if:
 - i. ~~the member resigns-2009~~

2. Information

- 2.1 ICOM Australia is governed by both the ICOM Rules of Procedure and, as it is incorporated in the ACT, by the ACT Model Rules as set out in the Associations Incorporation Regulation 1991 – Effective 01/07/2019.
- 2.2 ICOM Australia is required, like other incorporated associations, to hold an Annual General Meeting (AGM) each year.
- 2.3 The current Rules of Procedure state that “The quorum for the AGM shall be 10% of the voting membership of the National Committee or at least 15 members, whichever is the greatest, present personally or by proxy, provided that at least five voting members of the National Committee are present in person.” (6e)
- 2.4 The Rules also state that “Unless special circumstances arise, the AGM shall be held in conjunction with a conference or other meeting at which a significant number of the members of the National Committee are likely to be present.” (6b)
- 2.5 The Rules of Procedure were last revised and adopted on 30 October 2018.
- 2.6 There are also three minor edits which should be made at the same time as we are making the major change to the quorum’s requirement for a physical presence. These refer to updating the name of Museums Australia Inc to its current name, the Australian Museums and Galleries Association (AMaGA); substituting a representative for the Secretary-General of the Pacific Islands Museums Association (PIMA) to be an ex officio member of the Board (as this makes it easier for PIMA to participate); and deleting an errant ‘2009’ which is included in the list of reasons for a membership being terminated.

3. Background

- 3.1 Over the past several years it has been getting harder to reach a quorum at our AGMs. This trend was exacerbated by the COVID-19 pandemic, both during the first waves of limited travel and as an ongoing impact. This is also partly due to the success of many businesses and organisations switching to online activity and the continued preference for the digital experience.
- 3.2 Last year, the AGM for the 2022 calendar year was opened on 17 May 2023 during lunchtime at the AMaGA national conference in Newcastle. With 30 members attending, the required quorum of 10% of the voting membership, ie 61 members, was not met and the AGM was therefore closed and postponed to a week later in Canberra. At this meeting on 24 May, a quorum was not reached again, and the AGM closed and was re-opened some minutes later, as, under the ACT Model Rules, it could finally proceed as “the members present (not being less than 3) constitute a quorum.” (Part 1.4, clause 25 (4)).

- 3.3 Online participation was provided at the re-convened AGM on 24 May; however, those members online could not be counted towards the quorum as they were not physically present.
- 3.4 These matters were subsequently discussed by the Executive Board, and it was agreed that we should solve the problem by changing the relevant Rules.

4. Issues

- 4.1 Given the continuing difficulties of attracting the physical attendance of a large number of members to the AGM, the technical improvements in providing digital access to meetings, and the greater level of acceptance by museum professionals of participating in meetings and activities online, there needs to be a change to the requirement for physical presence.
- 4.2 The Board also discussed the desirability of reducing the number of members required for a quorum. However, the ICOM International Rules for National Committees specifically state the required percentage (in clause 6 (e) which the ICOM Australia Rules follow.
- 4.3 The process for making these changes is set out Section 11 of the Rules. Amendments must be proposed and seconded by members in good standing and circulated to the membership as a special resolution at least 28 days prior to the Annual General Meeting or at a Special General Meeting. "Adoption and amendment of these Rules shall require a three-quarters majority of the members present and voting and then only if at least thirty of the members of the National Committee in good standing are present at the meeting, either personally or by proxy." (11(d)). This will be difficult to achieve, as it faces the same hurdles outlined above. It also makes sense to change the requirements in this clause, for motions in the future.
- 4.4 ICOM has recently held general and extraordinary assemblies online, so the Australian National Committee can propose, in good faith, the change to accepting online participation as part of the quorum.

5. Summary of proposed changes

5.1 Clause 3 – Membership (deletion of text)

The Board recommends that an errant '2009' which is included in the list of reasons for a membership being terminated should be deleted.

Current:

Clause 3 (f). i. the member resigns 2009

Proposed Change:

Clause 3 (f). i. the member resigns

5.2 Clause 6 – Meetings of the National Committee (addition of text)

The Board recommends that the quorum for AGMs includes members who are participating online. It is therefore proposed that the section be changed as follows:

Current:

Clause 6 (e). “The quorum for the AGM shall be 10% of the voting membership of the National Committee or at least 15 members, whichever is the greatest, present personally or by proxy, provided that at least five voting members of the National Committee are present in person.”

Proposed Change:

Clause 6 (e). “The quorum for the AGM shall be 10% of the voting membership of the National Committee or at least 15 members, whichever is the greatest, present in person, ~~personally or by proxy,~~ **or online,** provided that at least five voting members of the National Committee are present in person **or online.**”

5.3 **Clause 7 – Management of the National Committee: the Executive Board**

The Board recommends that the name of the Museums Association Inc be updated to its current name, and that the Secretary-General of PIMA be replaced by a representative of PIMA, as being an ex-officio member of the Board.

Current:

Clause 7 (I). “The President of Museums Australia Inc and the Secretary-General of the Pacific Islands Museum Association shall be, ex-officio, non-voting members of the Executive Board.”

Proposed Change:

7 (I). “The President of ~~Museums Australia Inc~~ **the Australian Museums and Galleries Association (AMaGA)** and **a representative** ~~the Secretary-General~~ of the Pacific Islands Museums Association shall be, ex-officio, non-voting members of the Executive Board.”

5.4 **Clause 11 (d)**

The Board recommends that voting for changes to Rules should also include members participating online, as well as present in person or by proxy.

Current:

Clause 11(d). “Adoption and amendment of these Rules shall require a three-quarters majority of the members present and voting and then only if at least thirty of the members of the National Committee in good standing are present at the meeting, either personally or by proxy.”

Proposed Change:

Clause 11(d). “Adoption and amendment of these Rules shall require a three-quarters majority of the members present and voting and then only if at least thirty of the members of the National Committee in good standing are present at the meeting, either personally, ~~or by proxy,~~ **or online.**”