

**COUNCIL OF AUSTRALASIAN MUSEUM
DIRECTORS**

CONSTITUTION AND RULES

Adopted 2 May 2005
Amended 11 August 2005
Amended 25 August 2009
Amended 29 November 2013

Council of Australasian Museum Directors Constitution

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COUNCIL OF AUSTRALASIAN MUSEUM DIRECTORS CONSTITUTION

Adopted 2 May 2005

1. Name

The name of the incorporated association is the Council of Australasian Museum Directors.

2. Definitions

In these Rules, unless the contrary intention appears:

‘Act’ means the *Associations Incorporation Act (Victoria) 1981*;

‘Executive’ means the committee of management of the association;

‘Council’ means the association;

‘Director’ means the Chief Executive Officer or principal officer however titled;

‘financial year’ means the year ending on 30 June;

‘member’ means a member of the association;

‘museum’ means a permanent institution that acquires, conserves, researches, communicates and exhibits for the purpose of study, education and enjoyment, material evidence of humankind and its environment;

‘written notice’ of meetings may be sent by prepaid post to the address appearing in the register of members or by facsimile or electronic transmission;

‘ordinary member of the Executive’ means a member of the Executive who is neither Chairperson nor Treasurer;

‘regulations’ means regulations under the Act;

‘relevant documents’ has the same meaning as in the Act.

3. Alteration of the Rules

These Rules and the statement of purposes of the Council must not be altered except in accordance with the Act.

4. Statement of Purpose

The aim of the Council is to provide a forum for Directors of major regional, state and national museums in Australia and New Zealand to share experiences and ideas, consider strategic issues of interest to the museum profession nationally and internationally, and to be a lobby group on these issues as required.

5. Membership

(1) The Membership shall be the Directors of the:

- Auckland War Memorial Museum

- Australian Centre for the Moving Image¹
- Australian National Maritime Museum
- Australian War Memorial
- Australian Museum
- Canterbury Museum
- Historic Houses Trust of NSW
- History Trust of South Australia
- Museum of Australian Democracy at Old Parliament House²
- Museum of New Zealand Te Papa Tongarewa
- Museums and Art Galleries of the Northern Territory
- Museum Victoria
- National Museum of Australia
- National Science and Technology Centre
- Otago Museum and Discovery World
- Museum of Applied Arts and Sciences (Powerhouse)
- Queensland Museum
- Queen Victoria Museum and Art Gallery
- Scitech Discovery Centre, Perth
- South Australian Museum
- The Sovereign Hill Museums Association
- Tasmanian Museum and Art Gallery
- Western Australian Museum

and the Directors of such other Institutions as the Council may in future decide. Members shall be members in their own right.

- (2) A person who applies and is approved for membership as provided for in these Rules is eligible to be a member of the Council on payment of the annual subscription payable under these Rules.

6. Register of Members

- (1) The Chairperson must keep and maintain a register of members containing:
- (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member

¹ Admitted by resolution passed at the CAMD Annual General Meeting, Townsville, 20-21 August 2009.

² Admitted by resolution passed at the CAMD Annual General Meeting, Wellington, 28-29 November 2013

upon request.

- (3) A member may make a copy of entries in the register.

7. Deputies

The Director of a museum may appoint a member of staff to represent him or her at any meeting where the Director is unable to be present. Such representative shall have the right to be heard on all matters and shall have the same rights of voting as if he or she were the Director of the Institution represented.

8. Observers

Council may invite such persons as it chooses to attend meetings as (non-voting) observers.

9. Chairperson and Executive

- (1) The affairs of the Council shall be managed by the Executive.
- (2) The Executive :
 - (a) shall control and manage the business and affairs of the Council; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Council other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Council; and
 - (c) subject to these Rules, the Act and the Regulations, the Executive shall deal with those matters referred to it by a Council Meeting and shall have power to act in relation to such other matters which it considers are of such significance that delay in action would not be in the best interests of Council.
- (3) The Executive shall comprise the Chairperson, who shall serve as Chair at executive and general meetings, the Treasurer, and not less than two and no more than four other members.
- (4) The immediate past Chairperson shall be a member of the executive for the two-year term immediately following his or her term as Chairperson.

10. Election of the Executive

- (1) The Chairperson of Council, the Treasurer and the ordinary members of the Executive shall be elected by the members present at the annual general meeting for a two-year term.
- (2) Following their election, they shall be eligible for election for a further

term, providing that no member shall serve as Chairperson for more than two consecutive terms and as an ordinary member of the Executive for more than four consecutive terms.

11. Vacancies

The office of a member of the Executive, becomes vacant if the officer or member:

- (a) ceases to be a member of the Council; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.
- (d) In the event of a casual vacancy in any office referred to in Rule 9(3), the Executive may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

12. Executive Meetings

- (1) The Executive shall meet at such times and places as it determines, providing that not less than one meeting of the Executive shall be held between each annual general meeting.
- (2) Written notice of each executive meeting must be given to each member of the Executive at least 5 business days before the date of the meeting.
- (3) The Executive may meet either in person; by telephone, by audio-visual link-up; or by any other instantaneous communications medium for conferring.
- (4) Any 3 members of the Executive constitute a quorum for the conduct of the business of a meeting of the Executive. No business may be conducted unless a quorum is present. In the absence of a quorum the meeting may be adjourned to a date to be determined by the Executive.
- (5) In the absence of the Chairperson, members may elect a Chair to preside at the meeting in his or her place.
- (6) At any executive meeting a resolution shall be decided by a simple majority of the votes cast.
- (7) In the event of a tied vote the Chair of the meeting may exercise a second or casting vote.
- (8) A declaration by the Chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the proceedings shall be conclusive evidence of the result.

13. General Meetings

- (1) Council shall meet at times and places which it determines or if Council so resolves, as determined by the Executive.
- (2) No business shall be transacted at any general meeting unless a quorum of seven members of the Council is present.
- (3) The Chairperson of the Council shall preside at every general meeting and shall have, in addition to his or her own vote, a casting or deliberative vote.
- (4) In the Chairperson's absence for any sessions of the general meeting, those present shall elect one of their number to preside at that session.
- (5) At any general meeting a resolution put to the vote shall be decided on a show of hands, unless a poll is demanded by the Chairperson or at least three members present.

14. Annual General Meeting

- (1) The Executive may determine the date, time and place of the annual general meeting of the Council except that an annual meeting shall be held not more than 14 months after the previous annual meeting.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be to:
 - (a) confirm the minutes of the previous annual general meeting and of any general meeting held;
 - (b) receive from the Executive reports of the transactions of the Council during the preceding financial year;
 - (c) elect officers of the Executive; and
 - (d) receive and consider the financial statement submitted by the Council in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

15. Notice of Motion

- (1) Notice of motion of any proposal must be deposited with the Chairperson 7 days prior to the time at which the next general or annual general meeting is set down if the matter requires the vote of Council.

- (2) The fact that any item does not appear on the notice paper for the meeting shall not prevent that matter being discussed at the general meeting or annual general meeting.

16. Notice of General and Annual General Meetings

The Chairperson of the Council, at least 21 days before the date fixed for holding a general or annual general meeting of the Council, must cause to be sent to each member of the Council, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

17. Proxies and Postal Votes

A member may vote, in all matters, in person or by proxy or by postal vote. Postal votes do not apply to any form of special resolution. On a show of hands every person present who is a member or duly authorised representative of a member shall have one vote. On a poll every member present in person or by proxy and every duly authorised representative shall have one vote.

18. Minutes

Minutes must be kept of the resolutions and proceedings of each general meeting and each executive meeting, together with a record of the names of persons present at the meetings.

19. Power of Council Resolutions

In as much as members of Council comprises members who attend in their own right and recognising the fact that so far as the majority of the institutions represented are governed by Trusts or other bodies, resolutions of Council shall not be binding on members of Council in any situation where the enforcement of such resolution would be, in the opinion of the Director of the particular institution, contrary to the aims, objectives and adopted policy of that institution.

20. Amendment of Rules

These Rules shall not be amended except by resolution passed at a meeting of the Council by a three quarter majority present and with reference to Clause 3.

21. Finances

- (1) The funds of the Council shall be derived from annual subscriptions, donations, levies and such other sources as the Executive determines.
- (2) The income and property of Council shall be applied solely towards the promotion of its statement of purpose as in Clause 4.

- (3) All cheques drawn in the name of Council shall be signed by the Treasurer or such persons as the Executive may approve, and such payments shall be notified to and approved by the Executive.
- (4) All monies of the Council shall be kept in a bank or banks to be approved from time to time by the Executive.
- (5) The Treasurer shall keep books of account showing all monies received and paid by the Council and shall present to each annual general meeting a statement setting out the transactions which have taken place since the previous annual meeting as required by section 30(3) of the Act.

22. Subscriptions

The annual subscription, which shall be due and payable on July 1st each year, shall be of such amount for each member as is determined at each annual meeting.

23. Custody and Inspection of Books and Records

- (1) Except as otherwise provided in these Rules, the Chairperson and the Treasurer must keep in their custody or under their control all books, documents and securities of the Council.
- (2) All accounts, books, securities and any other relevant documents of the Council must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Council.

24. Cessation of Membership

Any member who ceases to hold the post of Director shall no longer be eligible for membership. Any member may be excluded from further membership if his or her Institution's subscription is in arrears by more than two years or if in the opinion of Council the member takes any action that seriously impairs the standing of Council.

25. Disputes and Mediation

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between:
 - (a) a member and another member; or
 - (b) a member and the Council.
- (2) The parties to the dispute must meet either in person; by telephone, by audio visual link-up; or by any other instantaneous communications medium for conferring and discuss the matter in dispute, and, if

possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Executive;
 - (ii) in the case of a dispute between a member and the Council, an outside mediator acceptable to both parties.
- (5) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (6) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (7) The mediator must not determine the dispute.
- (8) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

26. Employment of Staff

- (1) The management of any staff employed by the Council will be delegated to the Chairperson and Treasurer.
- (2) The Executive shall ensure that staff are employed on terms and conditions established by the Council.

27. Winding Up

In the event of the winding up or the cancellation of the incorporation of the Council, the assets of the Council must be disposed of in accordance with the provisions of the Act.

28. Disciplinary Procedure

There will be no disciplinary procedure in relation to members.