

Museums Australia NSW Branch By Laws

Preamble

These By Laws may be adopted by Chapters as printed or with variations to Sections 2, 3, or 4 to suit local needs. However it is mandatory that there be a minimum of three officers in each Chapter.

1 Authority and Definitions

1.1 Museums Australia NSW Branch is established under Rule 35 of the Constitution and Rules as follows:

- (i) Museums Australia NSW Branch comprises the Members of the Association resident in New South Wales and is established to provide a focus for activities among those Members consistent with the objects of the Association.
- (iii) Sub divisions, comprising regional groups of Members of Museums Australia NSW Branch, if supported by the Branch, may be established to provide a local focus for activities within New South Wales. These are known as Chapters of Museums Australia NSW Branch.

1.2 In these By Laws, unless the contrary intention appears:-

- "the Association" means Museums Australia Incorporated;
- "Affiliate" means an organisation recognised by Museums Australia NSW Branch and by the Association under Rule 8 of the Constitution and Rules [note: not Chapter Affiliates];
- "Associate" means a person recognised by Museums Australia NSW Branch and by the Association under Rule 8 of the Constitution and Rules [note: not Chapter Associate];
- "By Laws" means these rules of procedure adopted by Museums Australia NSW Branch in accordance with the Model Rules and approved by Council;
- "Chapter" means a sub-division, a subordinate body of the Association that is a regional grouping of Members, Affiliates and Associates who are part of Museums Australia NSW Branch established under Rule 35 of the Constitution and Rules.
- 'Committee' means the committee of Museums Australia NSW Branch;
- "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 the 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

2 Committee Constitution, Elections and Powers

2.1 The Committee

- (a) The Council shall vest the management of Museums Australia NSW Branch in the committee (**the Committee**).
- (b) Museums Australia NSW Branch Committee is to be comprised of the following members:
 - (i) President, Vice-President, Secretary and Treasurer, (**the Officers**);
 - (ii) a minimum of three and a maximum of six Members, Affiliates or Associates who are not the Officers (**the Ordinary members**) (collectively the **Committee members**) and in compliance with Regulation A2.9 (iii);
- (c) Museums Australia NSW Branch Committee may invite other members or persons to attend their meetings in their sole discretion.
- (d) The Committee members:
 - (i) shall be announced at the annual general meeting of Museums Australia NSW Branch in the year in which they are elected;
 - (ii) shall hold office for the elected term of 2 years until the appointment of their successors; and
 - (iii) subject to paragraph (e) will be eligible for re-election.

- (e) No person shall:
 - (i) hold more than one office on the Committee at any one time;
 - (ii) hold the same office on the Committee for more than 2 elected terms; or
 - (iii) be a member of the Committee for more than 8 consecutive years, unless:
 - (iv) the tenure of an individual holding a position is extended by adoption of a special resolution at an annual general meeting of Museums Australia NSW Branch.

2.2 Election of the Committee

- (a) The normal procedure for the election of the Committee is to allow sufficient time for conduct of a postal ballot if required, and shall be as follows:
 - (i) the Committee Secretary shall call for nominations not later than 60 days prior to every second annual general meeting;
 - (ii) a candidate for election as an Officer or an Ordinary member of the Committee must be an Individual Member or, in the case of an Institutional Member of the Association, a person who holds a position with that institution or the representative of an Affiliate or an Associate of Museums Australia NSW Branch [note: not of a Chapter];
 - (iii) nominations for candidates must be received by the Committee Secretary 40 days prior to the annual general meeting;
 - (iv) the outgoing Committee shall seek to ensure that there is a balanced range of candidates for election that reflects Museums Australia NSW Branch membership;
 - (v) the Committee Secretary shall at least 30 days prior to the date of the annual general meeting announce the slate of candidates;
 - (vi) if only one candidate is nominated for each position, those candidates will be deemed to be elected as the Committee Members for those positions.
 - (vii) where the number of candidates nominated is insufficient to fill any or all of the positions on the Committee:
 - A. the Chair may accept nominations from among the members present at the annual general meeting whether held in person or by electronic means; and
 - B. the Members, Affiliates and Associates present at the annual general meeting will vote by a show of hands or other appropriate means and elect the Committee members from those candidates.
 - (viii) if more than the required number of nominations is received for any position:
 - A. a ballot shall be held for each such position;
 - B. ballot papers containing the names of all the nominated candidates must be sent in writing to all voting Members, Affiliates and Associates no later than 25 days prior to the annual general meeting;
 - C. all completed ballot papers must be received by the Committee Secretary no later than 10 days prior to the annual general meeting in order to be valid; and
 - D. in the event of a tied vote, the Committee shall, by secret ballot at its next meeting determine the winner from among the candidates for the tied position
- (b) Results of the election shall be announced at the annual general meeting following the election., except that, where a decision about a tied vote is taken after the annual general meeting, the result shall be announced forthwith.

2.3 Vacancies on the Committee

- (a) Any vacancies in a Committee occurring during the term shall be filled by co-option of a Member, Affiliate or Associate by the Committee.
- (b) Any vacancies among the Officers shall be filled by appointment of a Committee member and the vacancy so arising shall be filled in accordance with paragraph (a).
- (c) Within 14 days of filling such vacancies the Committee Secretary shall inform the National Office of the changes in Committee members.
- (d) Any Committee member who is absent (without leave of the Committee) from three consecutive Committee Meetings shall forfeit their position as a Committee member.

2.4 Powers of the Committee

The Committee shall have the power, except where these acts or things conflict with the requirements of the Constitution or the other Regulations to:

- (a) appoint an executive sub-committee, other sub-committees and to determine their membership, rules of procedure and terms of reference;
- (b) recommend to the Council the creation of such employment positions as it deems necessary;
- (c) accept grants and enter into agreement with funding agencies to provide services and programs which will further the objects of the Association and Museums Australia NSW Branch; and
- (d) do all such other acts and things as it may deem necessary in the interests of the Association and Museums Australia NSW Branch.

2.5 Committee Meetings

- (a) No business must be conducted at any Committee Meeting unless a quorum of Committee members is present at the time appointed.
- (b) The quorum for a Committee Meeting must be half the total number of Committee members, except where the total number of Committee members is an odd number in which case the quorum will be the nearest whole number greater than the half.
- (c) If within 30 minutes of the time appointed for the commencement of a Committee Meeting a quorum is not present, the Committee Meeting shall stand adjourned to such other time and place as the Committee members present may determine.
- (d) If at the adjourned Committee Meeting a quorum is not present within 30 minutes of the time appointed for the commencement of the Committee Meeting and there are:
 - (i) 3 or more Committee members present, those Committee members will be deemed to constitute a quorum; or
 - (ii) less than 3 Committee members present, the Committee Meeting will stand adjourned to such other time and place as the Committee members present may determine.

2.6 Conduct of Meetings

- (a) Subject to paragraph (b), the Committee President shall be the chairperson (**the Chair**) of their Committee Meeting.
- (b) If there is:
 - (i) no Committee President; or
 - (ii) the Committee President is not present within 15 minutes of the time appointed for the commencement of the meeting; or
 - (iii) the Committee President is unwilling to act, the Committee Vice-President shall be the Chair of the Committee Meeting, or if the Committee Vice-President is not present or is unwilling to act, then the Committee members present must elect one of their number to be Chair of the Committee Meeting.

2.7 Voting

- (a) At any Committee Meeting a resolution shall be decided by a simple majority of the votes cast.
- (b) In the event of a tied vote the Chair of the Committee Meeting may exercise a second or casting vote.
- (c) A declaration by the Chair 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.
- (d) A resolution in writing and signed by, or agreed in writing by, all Committee members shall be as valid and effectual as if it had been passed at a Committee meeting duly called and constituted and may consist of several documents in the like form each signed by one or more Committee members.

2.8 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.
- (b) All minutes of Committee meetings of Museums Australia NSW Branch are to be forwarded to National Office within 40 business days of the date on which the Committee meeting was held.

3 General Meetings

3.1 Annual General Meetings

- (a) Annual general meetings of Museums Australia NSW Branch shall be held not later than five months after the end of the financial year on a date determined by the Committee.
- (b) Notice of annual general meetings, and of any special business proposed to be conducted, will be given to the membership not less than 21 days before the date of the meeting. Notice must be in writing by the normal means for the member to receive communications from the Branch.
- (c) At the annual general meeting of Museums Australia NSW Branch:
 - (i) an annual report of the Committee for the previous financial year shall be submitted for approval;
 - (ii) in an election year, the membership of the Committee for the ensuing term shall be announced; and
 - (iii) such other business as may properly arise shall be transacted.
- (d) The conduct of and voting at the annual general meeting of Museums Australia NSW Branch shall be in accordance with procedures described in these By Laws.
- (e) Museums Australia NSW Branch may conduct general meetings more frequently than annually.

3.2 Special General Meetings

- (a) Special general meetings of Museums Australia NSW Branch may be convened by the:
 - (i) Committee; or
 - (ii) Committee President in their discretion; or
 - (iii) Committee Secretary when requested by a written application stating the purpose thereof from 10 Members, Affiliates or Associates of Museums Australia NSW Branch.
- (b) 30 days notice must be given to Members, Affiliates and Associates of any special general meeting.
- (c) The conduct of and voting at any special general meeting, shall be in accordance with these By Laws.

4 Procedure at General Meetings

4.1 General Meetings

- (a) No business shall be transacted at any general meeting unless a quorum of Members, Affiliates or Associates is present at the time appointed.
- (b) The quorum for a general meeting shall be 4 members for every 100 Members, Affiliates or Associates or part thereof.
- (c) For the purpose of paragraph (b), "member" includes a person attending as a proxy or as the duly authorised representative of an Institutional Member or Affiliate.
- (d) If within 30 minutes of the time appointed for the commencement of the meeting a quorum is not present, the general meeting if convened upon the requisition of Members, Affiliates or Associates shall be dissolved, and in any other case shall stand adjourned to such other time and place as the Committee may determine.
- (e) General meetings may be convened by electronic means provided that all members of Museums Australia NSW Branch are capable of accessing the electronic exchange and are given notice in accordance with these By Laws.
- (f) If at the adjourned general meeting a quorum is not present within 30 minutes of the time appointed for the commencement of the meeting, and there are:
 - (i) 3 or more Members, Affiliates or Associates present, those persons will be deemed to constitute a quorum; or
 - (ii) less than 3 Members, Affiliates or Associates present, the general meeting will be deemed to be dissolved.
- (g) All minutes of general meetings of Museums Australia NSW Branch must be forwarded to the Council within 40 Business Days of the date on which the general meeting, to which they relate, was held.

4.2 Conduct of General Meetings

- (a) Subject to paragraph (b), the Committee President shall Chair the general meeting(s) for Museums Australia NSW Branch .
- (b) If there is:
 - (i) no Committee President; or
 - (ii) the Committee President is not present within 15 minutes of the time appointed for the commencement of the meeting; or
 - (iii) the Committee President is unwilling to act, the Committee Vice-President shall be the Chair of the general meeting, or if the Committee Vice-President is not present or is unwilling to act, then the Committee members present must elect one of their number to be the Chair of the general meeting.

4.3 Voting

- (a) At any general meeting of Museums Australia NSW Branch a resolution shall be decided by a simple majority of votes.
- (b) A resolution in writing and signed by, or agreed in writing by, members shall be as valid and effectual as if it had been passed at a general meeting duly called and constituted and may consist of several documents in the like form each signed by one or more members.
- (c) In the event of a tied vote the Chair of the meeting may exercise a second or casting vote.
- (d) A declaration by the Chair that a resolution has been carried unanimously or 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.
- (e) Voting shall be by show of hands unless a poll is demanded, before or on the declaration of the result of the show of hands, by the Chair or by at least 3 Members, Affiliates or Associates present.
- (f) A poll shall be taken in such manner and after such interval as the Chair directs, unless the poll is on the election of a chair or on the question of an adjournment when it shall be taken forthwith.

4.4 Proxies and Postal Votes

- (a) A Member, Affiliate or Associate of Museums Australia NSW Branch may vote, in all matters other than elections, in person or by proxy or by postal vote.
- (b) On a show of hands every Member, Affiliate or Associate of Museums Australia NSW Branch present in person or duly authorised representative of a Member, Affiliate or Associate shall have 1 vote.
- (c) On a poll every Member, Affiliate or Associate of Museums Australia NSW Branch present in person or by proxy and every duly authorised representative shall have 1 vote.
- (d) The instrument appointing a proxy shall be in writing in the form stipulated by the Committee.
- (e) The instrument appointing a proxy must be deposited with:
 - (i) the Committee Secretary; or
 - (ii) any other duly authorised Committee member; or
 - (iii) any duly authorised nominee of the Committee,not later than 15 minutes before the time appointed for the general meeting at which the person named in the instrument proposes to vote.
- (f) Postal votes, for all matters other than elections, must be received by:
 - (i) the Committee Secretary; or
 - (ii) any other duly authorised Committee member; or
 - (iii) any duly authorised nominee of the Committee,not later than 15 minutes before the time appointed for the commencement of the general meeting at which the votes are to be cast.

5 Staff

Museums Australia NSW Branch is to comply with all aspects of staff employment and procedures as expressed in the mandatory Model Rules Section 5. Chapters are not permitted to employ staff.

6 Financial Management and Reporting

6.1 Funding

Museums Australia NSW Branch and Chapters are to comply with all aspects of funding procedures as expressed in the mandatory Model Rules Section 6.1.

6.2 Budgets

- (a) Museums Australia NSW Branch must present an annual budget for the coming year to the Council by the end of December each year.
- (b) Chapters must present an annual budget for the coming year to Museums Australia NSW Branch by the end of November each year for incorporation into the Branch budget.
- (c) Before expenditure is authorised, the budgets required under By Laws 6.2 (a) and 6.2 (b) are to be approved by Council.
- (d) Additional expenditure which differs from the approved budget by more than 10% of the total is to 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.

6.3 Accounts Generally

Museums Australia NSW Branch and Chapters that adopt these By Laws are to comply with all aspects of account management as expressed in the mandatory Model Rules Section 6.4.

6.4 Accounts held at National Office

- (a) The accounts of Museums Australia NSW Branch and certain Chapters are held at National Office on behalf of the Branch or Chapter. 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 Committees of Museums Australia NSW Branch and Chapters must annually complete a declaration in regard to the collection and expenditure of monies.

7 By Laws and Amendments

Museums Australia NSW Branch and Chapters are to comply with all procedures related to amendment of By Laws expressed in the mandatory Model Rules Section 7.

8 Risk Management

Museums Australia NSW Branch and Chapters are to comply with all aspects of risk management, insurance and litigation as expressed in the mandatory Model Rules Section 8.

9 Winding Up

Museums Australia NSW Branch and Chapters are to comply with all procedures related suspension and winding up as expressed in the mandatory Model Rules Section 9.