

# ARC Constitution

## CONSTITUTION OF THE AUSTRALASIAN REGISTRARS COMMITTEE, INC.

(Updated and amended November 2020)

### 1. NAME

The name of the Association shall be the Australasian Registrars Committee, Inc, hereinafter known as the "Committee".

### 2. OBJECTIVES

The objectives of the Committee shall be:

- a) to affirm, represent and promote the professional role of Registrars and positions undertaking registration duties in museums and galleries throughout the Australasian region;
- b) to encourage professional registration practices in museums throughout the Australasian region;
- c) to encourage and maintain communication and cooperation among Registrars, between Registrars and other museum staff, and between Registrars and people in related service fields;
- d) to cooperate with other related professional associations;
- e) to provide professional development opportunities to members.

### 3. POWERS

The Committee may undertake any activities which promote its objectives.

### 4. INCOME AND PROPERTY

The income and property of the Committee however derived, shall be applied solely toward the promotion of the objectives of the Committee and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Committee.

This does not prevent the payment in good faith to a worker or member of the Committee of:

- a) remuneration in return for services actually rendered to the Committee by the worker or member or for goods supplied to the Committee by the worker or member in the ordinary course of business provided that the supply of such services or goods has the prior approval of the Council, except that no member of the Council shall receive any fees and wages for such service;
- b) interest at current bank overdraft rate on money lent; or
- c) a reasonable and proper sum by way of rent for premise let to the Committee by the worker or member, and any other expenses incurred with the prior approval of the Council.

### 5. MEMBERSHIP

Membership of the Committee shall be open to any individual, organisation or company who subscribes to the objectives of the Committee.

#### a) Categories of membership

The categories of Membership shall be:

- i) Full membership: available to individuals employed by museums, related organisations or whose experience identifies them as Registrars, Assistant-Registrars, Registration Assistants and those individuals involved in performing registration or collection management or exhibition management functions as the majority of their duties but under a different position title.
- ii) Supporting Institution membership: available to museums, related non-profit organisations, and related Associations;
- iii) Supporting Commercial membership: available to commercial organisations.
- vi) Student membership: available to full and part-time students (not in full-time employment) studying to complete a relevant degree or diploma

#### b) Admission to Membership

An application for membership of the Committee shall

- i) be made via the website or email
  - ii) specify the category of membership sought;
  - iii) be accompanied by the written consent and acceptance of the aims and objectives of the Committee of the person nominated;
  - iv) be lodged with the Honorary Secretary or Honorary Treasurer of the Committee;
  - v) be accepted as soon as practicable after the submission through the website and upon receipt of the sum payable by or on behalf of the applicant with payment ending on June 30 of the relevant year.
- c) Scale of Fees
- i) All annual subscriptions and other fees payable by members shall be at rates fixed by the Council from time to time and confirmed by the votes of members at a General Meeting of the Committee;
  - ii) All subscriptions and fees shall be due and payable on the first day of July in each year for the financial year then commenced.
  - iii) The nature and scale of fees shall be determined by Council from time to time and confirmed by the votes of members at a General Meeting of the Committee
- d) Rights of Members
- i) Full members shall be entitled to attend all Annual and Special General Meetings of the Committee, shall be entitled to one vote at these meetings, shall be eligible for appointment to any office of the Committee, and shall receive all other ordinary benefits, of membership of the Committee;
  - ii) Student members shall have all the rights of Full membership except for the right of voting and appointment to office of the Council of the Committee.
  - iii) Supporting Institution and Supporting Commercial members are entitled to ordinary benefits, including one copy of the journal per release and benefits for one person per event, and shall not have the right of voting or appointment to office of the Council of the Committee.
- e) Termination of Membership
- i) A member of the Committee may, at any time, resign from the Committee by written notice of resignation addressed to the Committee.
  - ii) Any member whose subscription shall be more than three months in arrears shall be deemed to be an un-financial member. Un-financial members and their delegates shall not hold any office, be members of the Committee or any of its sub-committees or be entitled to vote an Annual or Special General Meetings.
  - iii) The issue of a notice of the intention to suspend or terminate the membership of any person or organisation may be determined by a two-thirds majority vote at a meeting of the Council. If no request for consideration of such suspension or termination by the subject of the notice within twenty-eight days of the issue of the notice, the suspension or termination shall be deemed to have taken effect. Following a request for such consideration, effect of the notice shall be suspended until the action of suspension or termination of membership is approved or rejected by a majority of members present at a Special General Meeting.
  - iv) Upon the termination of membership under this rule, the name of the member shall be removed from the register of members on the website, whereupon that member ceases to be a member of the Committee.
  - v) A right, privilege, or obligation of a person by virtue of her or his membership of the Committee:
    - 1) is not capable of being transferred or transmitted to another person or organisation
    - 2) terminates upon the cessation of his or her membership
- f) Transfer between categories of membership
- i) A member of the Committee may, at any time, transfer their membership to a different category of membership upon fulfilling the requirements of that category and by giving written notice of their wish to do so addressed to the Committee.
  - ii) Annual subscriptions at the rate applicable to the new category to which the member is transferring shall be payable when they fall due at the beginning of the financial year following the transfer of membership category.

## **6. LIMITED LIABILITY**

A member of the Committee is liable to contribute towards the payment of the debts of the Committee or the costs, charges and expenses of a winding up of the Committee, only to the extent of the membership subscription.

## **7. ACCOUNTS, FINANCE**

- a) True accounts shall be kept:
  - i) of all sums of money received and expended by the Committee and the manner in respect of which the receipt or expenditure takes place;
  - ii) of the property, credits and liabilities of the Committee.
- b) The financial year of the Committee shall be the period of a financial year from the first day of July to the thirtieth day of June the following calendar year.
- c) The Committee shall cause to be opened with such bank as the Council selects a banking account or accounts in the name of the Committee into which all moneys received shall be paid as soon as possible after receipt thereof.
- d) No finances shall be drawn on the Committee's bank account or accounts except for the payment of expenditure that has been authorised by the Council;
- e) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by such persons as the Committee shall from time to time nominate for that purpose.

## **8. AUDITOR**

- a) The Committee shall appoint a suitably qualified person (not being a member or the Public Officer) as Auditor. Once at least in each financial year of the Committee the Auditor shall examine accounts of the Committee and report as to the correctness of those accounts to the members.
- b) The Auditor:
  - i) has a right of access to the accounts, books, records, vouchers, and documents of the Committee;
  - ii) may require from the workers of the Committee such information and explanations as may be necessary for the performance of his or her duties as auditor;
  - iii) may employ persons to assist her or him in investigating the accounts of the Committee;
  - iv) may, in relation to the accounts of the Committee examine any member of the Committee or any worker of the Committee.

## **9. ANNUAL GENERAL MEETING**

- a) The Committee shall, in each financial year, hold an Annual General Meeting;
- b) The Annual General Meeting shall be held on such day as the Council may determine;
- c) The Annual General Meeting shall be in addition to any other meetings that may be held in the same year, and shall be specified as such in the notice convening it;
- d) The ordinary business of the Annual General Meeting shall be to:
  - i) confirm the minutes of the last preceding Annual General Meeting;
  - ii) receive from the Council, Auditor, and workers of the Committee reports upon the activities of the Committee during the last preceding financial year;
  - iii) elect the office bearers of the Council and other Committee appointments.
- e) The Annual General Meeting may transact special business of which notice is given in accordance with this Constitution;
- f) All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

## **10. SPECIAL GENERAL MEETINGS**

- a) The Council may, whenever it thinks fit, convene a Special General Meeting of the Committee;
- b) A Special General Meeting of the Committee shall be summoned by the Secretary on the written request of not less than ten members of the Committee;
- c) A requisition for a Special General Meeting shall state the objectives of the meeting and shall be signed by the requisitioner and formally received by an officer of the Council and may consist of several documents in the like form, each signed by one or more of the requisitioners;
- d) If the Council does not cause a Special General Meeting to be held within twenty eight days from the date on which a requisition is received, the requisitioner, or any of them, may convene the meeting; but any meeting so convened shall not be held after two months from the date of the deposition of the requisition;
- e) A Special General Meeting convened by requisitioners in pursuance of these rules shall be convened in the same manner as that in which those Meetings are convened by the Committee.

## **11. NOTICE OF ANNUAL AND SPECIAL GENERAL MEETINGS**

The Committee shall give at least twenty-eight days' notice in writing to members of the place, day, and time for the holding of the Annual General Meeting and any Special General Meeting and the nature of the business to be transacted thereat. Such notice in writing shall be sent to the last address notified by each member to the Honorary Secretary sent via email.

## **12. PROCEDURE AT ANNUAL AND SPECIAL GENERAL MEETINGS**

### **a) Quorum**

- i) No item of business shall be transacted at a General Meeting unless a quorum of members entitled to vote under these rules is present;
- ii) The quorum for the Annual General Meeting shall be seven (7) members attending, and for a Special General Meeting, five (5) members attending; members can attend in person or virtually via a teleconferencing service such as FaceTime or Zoom.
- iii) For the purpose of Article 12 a) only, a proxy for a member shall not be considered as a member for the purposes of forming a quorum.

### **b) Chairing**

The President or one of the Council shall preside at Annual and Special General Meetings of the Committee. If none of these people are present or if it has been agreed to by the Council then the members present shall elect one of their number to preside thereat.

### **c) Voting**

- i) At any General Meeting a resolution put to the vote of the meeting shall be carried by a simple majority;
- ii) A declaration by the Chairperson 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 upon acceptance of such minutes be conclusive evidence of the result;
- iii) Voting shall be by a ballot unless a poll is demanded (before or on the declaration of the result of the show of hands) by the Chairperson or by at least seven (7) members present or by a proxy;
- iv) A poll shall be taken in such manner and after such intervals as the Chairperson directs unless the poll is on the election of a chairperson or on the question of an adjournment when it shall be taken forthwith.

### **d) Proxies and Postal Votes**

- i) A member may vote in person or by proxy or by postal vote (including by appropriate electronic means whether now known or hereafter invented) and on a show of hands every member present in person or by proxy or by a postal vote according to Article 12 d) iii) below shall have one vote;
- ii) The instrument appointing a proxy shall be in writing in the form stipulated by Council and must be deposited with the Honorary Secretary or any other duly authorised member of the Council not later than fifteen (15) minutes before the time appointed for the meeting at which the person named in the instrument proposes to vote; Proxies may only be represented by a full member of the Committee and no member may hold more than two proxy votes
- iii) Postal votes must be received by the Honorary Secretary or other duly authorised member of Council not later than fifteen (15) minutes before the time appointed for the meeting at which the votes are to be cast.

## **13. OFFICERS OF THE COMMITTEE**

### **a) The officers of the Committee shall be:**

- i) President
- ii) Vice President
- iii) Treasurer
- iv) Honorary Secretary

### **b) The officers shall be elected annually from among the Committee members.**

## **14. MANAGEMENT**

- a) The affairs of the Committee shall be managed by a Council;
- b) The Council:
  - i) shall control and manage the business and affairs of the Committee;
  - ii) may, subject to this Constitution, exercise such powers and functions that are required by the Constitution to be exercised by the Annual General Meetings or Special General Meetings of members of the Committee;
  - iii) subject to the *Committees Incorporation Act 1953* and this Constitution has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Committee;
  - iv) shall have power to appoint sub-committees for the purpose of carrying out such functions of the Committee as the Council directs.

## **15. COMPOSITION OF THE COUNCIL**

- a) Membership  
The Council shall consist of:
  - i) the President, Vice-President, Honorary Treasurer and Honorary Secretary, who shall be the office bearers of the Council;
  - ii) Minimum of seven other members who shall be elected at the Annual General Meeting;
  - iii) Such other members as may be co-opted from time to time by a majority decision of Council.
- b) The membership of the Council shall represent at least four of the following nine geographic jurisdictions: Australian Capital Territory, New South Wales, New Zealand, Northern Territory, Queensland, South Australia, Tasmania, Victoria, Western Australia. Representation shall be taken to mean the Country, State or Territory of the Council member's residence or employment.
- c) Term of office
  - i) The term of office for every member of the Council is from the date of election at the Annual General Meeting until the date of the Annual General Meeting two years after. A maximum of half of the council should be up for re-election at any one time.
- d) Casual Vacancies
  - i) In the event of a casual vacancy occurring in the office of one of the office bearers then the Council shall appoint one of their number or a member of the Committee to the vacancy, and the member so appointed shall hold office until the Annual General Meeting next following;
  - ii) In the event of a casual vacancy occurring in the office of ordinary Council member, then the Council may appoint a member of the Committee to fill the vacancy and the member so appointed shall hold office till the Annual General Meeting next following.

## **16. ELECTION OF MEMBERS OF THE COUNCIL**

- a) Nominations of candidates for election as officers of the Council or as ordinary Council members:
  - i) shall be made in writing;
  - ii) shall be signed by a nominator and a seconder, each of whom shall be a member;
  - iii) shall be accompanied by the written consent of the candidate;
  - iv) shall be delivered to the Honorary Secretary prior to the commencement of the Annual General Meeting;
- b) If insufficient nominations are received to fill the vacancies on the Council, further nominations shall be received at the Annual General Meeting;
- c) Where there is only one nomination for an office of Council, the candidate nominated shall be deemed to be elected to that office. Where there are seven or fewer nominations for ordinary membership of Council, those candidates shall be deemed to be elected;
- d) Where there is more than one candidate nominated for an office of Council, a ballot shall be held. The candidate who obtains the highest number of votes shall be deemed to be elected;
- e) Where there are more than seven candidates nominated for ordinary membership of the Council a single ballot shall be held in which members may vote for up to seven candidates. The seven candidates who obtain the highest number of votes shall be deemed to be elected;
- f) The ballot for the election of officers and ordinary Council members shall be held in such proper manner as the Council may direct;

g) In the event that the election of officers and ordinary Council members does not result in adequate representation specified in 15(b) above, the Council shall co-opt one or more members of the Committee in order to achieve such representation. Members so appointed shall hold office until the following Annual General Meeting.

## **17. TEMPORARY LEAVE OF ABSENCE**

The President may grant leave of absence to a member at his/her discretion, for a specified period, upon request by that member.

## **18. VACATION OF OFFICE**

For the purpose of these rules, the office of a Council member becomes vacant if the member:

- a) resigns his or her office by writing under his or her hand, or via email, addressed to the Council;
- b) is absent from four consecutive meetings of the Council, (unless leave has been granted by the Council), provided that after the third meeting that the member has failed to attend he or she is notified in writing of the time and place of the next meeting and that failure to attend will result in the cessation of his or her membership of the Council;
- c) ceases to be a member of the Committee;
- d) fails to pay all arrears of subscription due him or her within fourteen days after he or she has received a notice in writing stating that he or she has ceased to be a financial member of the Committee.
- e) becomes bankrupt or applies or takes other advantages of any law relating to bankrupt or solvent debtors or compound with his or her creditors;
- f) becomes of unsound mind;
- g) dies.

## **19. MEETINGS OF THE COUNCIL**

- a) Reasonable notice shall be given of meetings of the Council;
- b) Special meeting of the Council may be called by the President or by any three of its members;
- c) Notice shall be given to members of the Council of a special meeting, specifying the general nature of the business, and no other business shall be transacted at such a meeting;
- d) Any three members of the Council attending in person or remotely constitute a quorum for the transaction of a meeting of the Council;
- e) No business shall be transacted at a meeting of the Council unless a quorum is present and if within sixty minutes of the time appointed for a meeting a quorum is not present, the meeting shall be adjourned to a time to be determined by the Chairperson, such time to be not more than fourteen days following the adjournment unless the meeting is a special meeting, in which case that special meeting lapses;
- f) A resolution in writing signed by all members of the Council, other than those who have been granted leave of absence for the period, shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted;
- g) The President, in their absence the Vice-President shall preside over the meeting.
- h) Motions arising at meetings of the Council or of any sub-committee appointed by the Council shall be determined by a show of hands, or if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- i) Each person present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) shall be entitled to one vote and, in the event of an equality of votes, the motion shall lapse.
- j) A meeting of the Council (or any sub-committee) may be held in person or by any teleconference platform or electronic means (whether now known or hereafter invented).

## **20. DISCLOSURE OF INTEREST**

- a) A member of the Council who has interest in any contract or arrangement made or purposed to be made with the Committee, shall disclose that interest at the first meeting of the Council at which the contract or arrangement is first taken into consideration if the interest then exists; or, in any other case,

at the first meeting of the Council after the acquisition of the interest.

b) If a member of the Council becomes interested in a contract or arrangement after it is made or entered into the member shall disclose that interest at the first meeting of the Council after becoming so interested.

c) No member of the Council shall vote as a member of the Council in respect of any contract or arrangement in which that member is so interested and if the member does so vote that vote shall not be counted.

## **21. DISCIPLINE**

The Committee has no measures for discipline.

## **22. APPOINTMENT OF STAFF**

The Council may appoint or may arrange to be appointed such staff as are needed by the Association from time to time and shall designate or arrange to be designed the terms of such appointments.

## **23. PUBLIC OFFICER**

a) The Council shall appoint a Public Officer who must be a resident of the ACT and, if the office becomes vacant, shall within fourteen days after it becomes vacant, appoint a person to fill the vacancy.

b) The office of the Public Officer becomes vacant if the person holding that office:

i) resigns his or her office by writing via email under his or her hand addressed to the Council;

ii) ceases to be a member of the Committee.

iii) ceases to be a resident of the ACT.

iv) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent creditors or compounds with his or her creditors;

v) becomes of unsound mind;

vi) dies.

## **24. NOTICES**

A notice may be served by or on behalf of the Committee upon any member either personally or by electronic delivery addressed to the member at his or her usual or last known place of abode.

## **25. ALTERATION TO CONSTITUTION**

a) Any changes to the objects or rules of the Committee must be passed by special resolution under section 70 of the Associations Incorporation Act 1991.

b) This requires the special resolution to be passed at a general meeting of the Committee, of which at least 21 days' notice has been given to the members, accompanied by notice of the intention to pass the resolution as a special resolution.

c) The special resolution must be passed by a majority of at least 75% of the votes of those members who are entitled to vote and who vote in person, or by proxy, at the general meeting.

## **26. COMMON SEAL**

a) This seal of the Committee shall be in the form of a rubber stamp inscribed with the name of the Committee encircling the word "Seal".

b) The seal shall not be affixed to any instrument except by authority of a resolution of the Council and in the presence of at least two (2) members of the Council or of one member of the Council and the Public Officer of the Association or such other person as the Council may appoint to that purpose and that attestation is sufficient for all purposes that the seal was affixed by authority of the Council.

c) The Seal shall remain in the custody of the Public Officer or for a temporary period, any other member of the Committee specified for the purpose by the Council.

## **27. WINDING UP**

- a) If, upon winding up or dissolution of the Committee there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same way, by determination of the members of the Committee at or before the time of dissolution, be given or transferred to a society, institution or organisation covered by the provisions of Item 81(1) (c) in the First Schedule to the *Sales Tax (Exceptions and Classifications) Act*, or to some other institution or institutions having objectives similar to the objectives of the Committee, and which is fund, authority or institution referred to in paragraph 78 (1) (a) of the *Income Tax Assessment Act 1936*, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by the Supreme Court of the Australian Capital Territory.
- b) Upon the winding up or dissolution of the Committee, not any property nor any assets are to be disbursed to any of the Committee's members.