

**BY-LAWS
OF THE
MUSEUMS ASSOCIATION OF THE CARIBBEAN**

BE IT ENACTED as the general by-laws of the Association as follows:

INTERPRETATION

1. In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- a) All terms contained in the by-laws and also defined in the Act shall have the meaning given to such terms in the Act.
- b) The singular includes the plural and the plural includes the singular; the word "person" includes bodies, corporate companies, partnership, syndicates, trust and any association of persons; and the word "individual" means natural person.
- c) "Act" means the Companies Act 1982 (Barbados) as from time to time amended and every statute substitute therefore and, in the case of such substitution, any references in the by-laws of the association to provisions of the Act shall be read as references to the substituted provisions therefore in new statute or statutes.
- d) "Association" means the Museums Association of the Caribbean.
- e) "By-laws" means by-law of the Association from time to time in the force.
- f) "Caribbean" means the geographical area touched by the Caribbean Sea together with such other areas as the Board of Directors may reasonably deem to be part of the Caribbean area.
- g) "Government" includes local assemblies and island governments.
- h) "Regulation" means any Regulation made under the Act and every regulation substitutes therefore and, in the case of such substitution, any reference in the by-laws of the Association to provision of the Regulations shall be read as references to the substituted provisions therefore in the new regulations.
- i) In the case of conflict between the following Articles and any other rules of the Association the Articles shall prevail.
- j) "Directors" means the "Board of Directors" and "Board Members" as described in section DIRECTORS.
- k) "Member" means an Institutional, Individual and Student Member, as described in Section MEMBERSHIP.
- l) "Resolution" means by any formal decision, proposed and approved by a majority of Directors at a meeting of the Board.

OBJECTIVES

2. Accepting the definition of Museums as promulgated by the International Council of Museums (ICOM) that a Museum is "a non-profit, permanent institution in the service of society and its development, open to the public, which acquires, conserves, researches, communicates and exhibits the tangible and intangible heritage of humanity and its environment for the purposes of education, study and enjoyment;" and recognizing the importance of museums as centers of conservation and preservation of the natural and cultural patrimony and the vital role which museums play in the conservation, education systems, scientific research and tourism of Caribbean States and cognizant of our common heritage, the Association hereby establishes the following objectives:

- a) To develop a common policy relative to the role of museums and duties of curatorial staff with common policies on conservation, preservation, legislation and regulations for the protection of national patrimony. In this regard encouragement will be given to Caribbean countries to act in accord with international agreements relative to the region on cultural property.
- b) To act as an advisory body to governments and public and private institutions, in the region on matters relating to museum development.
- c) To identify technical and financial resources at national, regional and international levels and to share information on needs and sources of assistance.
- d) To serve as a forum for exchange of information and ideas to create a framework for ongoing communication on a regional basis through annual meetings, publications, museum exchanges and programs.
- e) To develop linkages with international and other regional and national museum-related organizations and agencies, and to act as a lobby for eliciting assistance.
- f) To strengthen museums so that they may foster and promote an awareness, appreciation and understanding of our heritage through education and related programs.

REGISTERED OFFICE

3. The registered office of the Association shall be delegated by the Board of Directors and be fixed from time to time by resolution.

MEMBERSHIP

4. Membership of the Association is open to all Caribbean Museums and individuals who accept the obligations contained in the by-laws of the Museum Association of the Caribbean and who complete the Membership Application Form and pay the appropriate fee. The admission of any such organization or persons to membership of the Association may be subject to review, confirmation and acceptance by the Board of Directors of the Museum Association of the Caribbean.

5. All members shall be entitled to attend meetings and participate in the business of the association. The following are established as categories of membership:

- a) Institutional Membership is open to all organizations that meet the definition of a museum as stated in the objectives of the association. All institutional members will have one vote in the affairs of the association irrespective of the number of agencies represented.
- b) Individual Membership is open to all organizations and individuals, from anywhere with interest in the Association and in the Caribbean.
- c) Student Membership can be open to any student enrolled in a secondary school, college or university. If over the age of 18, they shall be allowed to vote on any matters of the Association.

6.

- a) The fee for annual membership in the Association shall fall due at the time of the Annual General Meeting. The Association shall establish the subscription rates/fee structure for each category of membership, and shall review the rates/fee from time to time.
- b) It is to be noted that failure to pay membership fees will result in reduction or loss of access to member benefits.

7. Any member of the association who has persistently violated the principles contained in its by-laws may be expelled from Membership of the Association by a majority of membership present and voting at the Annual General Meeting on the recommendations of the Board of Directors.

DIRECTORS

8. Directors will be elected at the Annual General Meeting of the Association. There will be TEN elected Directors. FIVE of the Directors will be Institutional members and FIVE will be Individual members. In addition, the treasurer is appointed by the Board of Directors and confirmed at the Annual General Meeting. In addition, the outgoing president will serve as an ex-officio member of the Board for a period of ONE YEAR, providing he or she has not been elected to the Board. All elected Board members; including the President have one vote in all matters. If a tie should occur the President then would always have a second deciding vote. The Board shall sit for a period of THREE years. Directors who have served their three-year term may be re-elected as per the guidelines for election of officer herein when the three year term has ended.

All officers shall be selected by the Board of Directors from its selected members at the first meeting of the Board after each Annual General Meeting of the Association. There should be the following officers of the Board of Directors: President, Vice-President, Secretary and Treasurer. Both institutional and individual members are eligible as officers. Officers of the Board of Directors may succeed themselves if duly nominated and elected. All Directors may succeed themselves in office if nominated and elected.

9. The Board of Directors shall appoint, not less than three months prior to the Annual General Meeting, a nominating Committee that shall serve until the close of the meeting. The nominating committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two or more members of the Association. The nominating committee shall submit to the Board of Directors a list of nominees for the positions of Officers and elected Directors, who shall be persons who have indicated their willingness to stand for election. The nominees shall be Members in good standing of the Association. The nominating committee shall make as many nominations as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. The language groups that constitute the member territories of the Association shall as far as practicable be represented among the nominees to the Board of Directors. As soon as possible after the list of nominees is submitted to the Directors, but not less than one month before the Annual General Meeting, the directors shall publish the list of nominees. A serving officer or elected Director shall be eligible for re-election unless they shall have failed to attend half of the regular meeting of the Association during the previous year. The Board may, by resolution and good cause, waive this disqualification. Additional proposals of names for election may be made in writing signed by the proposer and a seconder (each being a member in good standing of the Association) and by the person so proposed for election, to be delivered to the office of the secretary no later than the close of the business two weeks before the date of the Annual General Meeting. Additional nominations for election to the Board may be proposed and seconded on the day of the Annual General Meeting (by members in good standing) provided that such nominee or nominees be present and accept the nomination. The Chairperson of the nominating Committee shall have the discretion and right to limit such additional nominations to two (2) for Institutional Members and one (1) for Individual Members.

10. Election of Directors shall be by secret ballot if the number of nominations exceeds the number of vacancies. Each member, except students under the age of 18, shall be entitled to a vote according to the provisions of these articles. The person receiving the largest number of votes shall be elected. In the event of a tie vote another election to break the tie will be held.

11. Whenever an absent member be nominated for election to fill any post on the Board of Directors, such an absent member may be elected to fill such a post if prior to their nomination the said member has submitted their written consent to election as a member of the Board of Directors, PROVIDED, however, that in case of a nomination for re-election to such a post the provision for the written consent of an absent member shall not be applicable.

12. The office of Director shall be vacated if an one of the following events should occur:

- a) If by notice in writing to the Association he or she resigns his or her office.
- b) If he or she shall be absent from two consecutive meetings of the Board of Directors without reasonable excuse in writing.
- c) If he or she becomes bankrupt or suspends payment or compounds with his or her creditors.
- d) If he or she is found to be insane or of unsound mind.
- e) If he or she is removed under article 13 of the by-laws of the Association.

13. A Director may be removed from the Board of Directors before the expiration of their office for cause by the unanimous vote of the remaining Directors present and voting in person or by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director the remaining Directors of the Board may appoint another person in this place. The person shall hold office during such time only as the Director in whose place they are appointed would have held office.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

14. The Board of Directors, in addition to powers and authorities by these presents or otherwise conferred upon it, may exercise on behalf of the Association all such powers are not reserved to the membership by other provisions of these by-laws, including but not limited to the imposition of fees or tariffs for membership of the Association and generally for any fundraising activity.

15. It shall be in the duty of the Board of Directors to do the following:

- a) To do all things necessary or required to carry out the aims, purposes and objectives of the Association.
- b) To approve the programs, projects, and budget of the Association.
- c) To appoint and administer the employees of the Association and to be duly called and held as provided in these articles.
- d) To cause the Annual General Meeting of the members of the Association to be duly called and held as provided in these articles.
- e) To appoint a Nominating Committee as provided in these articles, and other committees, as they deem appropriate with such terms of reference and responsibilities as the Board may determine. The Board may appoint such persons as it thinks fit to membership of the committees. Each committee shall have a Board Member as its Chairperson.
- f) To administer the funds of the Association.
- g) To cause to be kept a complete record of all acts and corporate affairs of the Association and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting, when such statement is required in writing by one-fifth of the members who are entitled to vote.
- h) To set fees and tariffs for membership.
- i) To establish the financial year of the Association.

MEETINGS OF DIRECTORS

16. The President of the Association or any two Directors may call a meeting of the Board after giving not less than twenty days notice in writing to each member of the Board, such notice should contain the time, place and date when such meeting is to be held.

17. The Board of Directors shall meet together not less than twice a year for the dispatch of business, and may regulate its meeting and proceedings as it sees fit. A majority of the number of Directors shall constitute a quorum of five for the transaction of business.

18. A Director may vote by proxy at any meeting of the Board of Directors, provided such proxy is also a Director and has been appointed in writing under the hand of the appointer.

REIMBURSEMENT OF DIRECTORS

19. Directors may be reimbursed for actual expenses incurred in performance of their duties as Directors or Officers.

20. Director or Officers of the Associations and firms of which they are members may be employed to perform specialized services for the Association. The fact of membership on the Board or incumbency as an Officer of the Association shall not disentitle the person or firm from receiving proper enumeration for such services, as long as there does not appear to be a conflict of interest.

PROTECTION OF DIRECTORS

21. No Director or Officer of the Association shall be personally liable for:

- a) The acts, receipts, neglect or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity.
- b) Any loss damage or expense incurred by the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association.
- c) The insufficiency or deficiency of any security on or upon which any of the moneys of or belonging to the Association shall be placed out or invested.
- d) Any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, including any person with whom any moneys, securities or effects shall be lodged or deposited.
- e) Any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with moneys, securities or any assets belonging to the Association.
- f) Any loss or damage resulting from any contract, act or transaction whether or not made, done or entered into the name or on behalf of the Association, except such as are submitted to and authorized or approved by the Directors.
- g) Any other loss, damage or misfortune whatever, which may happen in the execution of the duties of his or her respective office or trust in relation thereto; unless the same happens by or through their failure to exercise the power and discharge the duties of their office honestly and in good faith with a view to the best interest of the Association and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

22. Not therein contained shall relieve a Director or Officer from the duty to act in accordance with the act or regulations made there under or relieve them from liability for breach thereof.

23. Subject to Association section 97 of the "act", except in respect of an action by or on behalf of the Association to obtain a judgment in its favor, the Association shall indemnify a Director or Officer of the Association, a former Director or Officer

of the Association or a person who acts or acted at the Association's request as a Director or Officer of a body corporate of which the Association is or was a shareholder or creditor, and their personal representative, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director of such company, if:

- a) He or she acted honestly and in good faith with a view to the best interest of the Association; and
- b) In case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

OFFICERS AND THEIR DUTIES

24. The Officer of the Association shall be the President, Vice-President, Secretary, Treasurer and such other officers as the Board may, from time to time, by resolution create. Except for the President, Vice-President, Secretary, and Treasurer officers need not be members of the Board of Directors.

25. No person shall simultaneously hold more than one office except in the case of special offices created pursuant to the provisions of these Articles.

26. Any Officer may be removed from office for cause by a majority of the Board of Directors. Any Officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation, shall not be necessary to make it effective.

27. A vacancy in any office may be filled through appointment by the Board of Directors, the Officer so appointed to serve for the remainder of the term of the Officer they replace.

28. An Executive Committee comprised of the President, Vice-President, Secretary, Treasurer and one other member of the Board of Directors shall be responsible to the Board for compliance between Board Meetings with its decisions and policies. The responsibility of the committee includes any direct assignments it may receive from the Board, but also all important or long-term financial decisions and contract obligations that must not await attention of the full Board.

SPECIFIC DUTIES OF OFFICERS

29. The duties of the four permanent officers are as follows:

- a) The President shall be at all the meetings of the Association and all meetings of the Board of Directors and the executive committee. They shall ensure that orders, resolutions, and directives of the Board of Directors are carried out. They may be an ex-officio member of any committee created and they or their delegate shall sign all documents or instruments purporting to bind or obligate the Association.
- b) The Vice-President shall act in the place and instead of the President in the event of their absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of them by the Board of Directors.
- c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; serve notice of meetings of the Board of Directors and of members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board of Directors. The secretary may from time to time delegate any of these functions with the approval of the Board of Directors.
- d) The Treasurer will receive and deposit in appropriate bank accounts as directed by the Board of Directors, all monies of the Association, shall disburse such funds as directed by resolution of the Board of Directors; shall keep proper book accounts; cause as annual audit of the books and accounts of the Association to be made by a qualified auditor at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditure to be presented to the membership at its regular Annual General Meeting, and deliver a copy of each to the members. The treasurer may from time to time delegate any of these functions with the approval of the Board of Directors.

MEETINGS OF MEMBERS

30. An Annual General Meeting must be held every calendar year. The Board of Directors will determine the dates and the venue of the Annual General Meeting in accordance with the Articles in Incorporation of the Association. Notice of the Date of such meeting shall be first published at least three months prior to the date of the meeting and written notice shall be served on each member, on each Director and on the Auditor of the Association not less than twenty-one days or more than fifty days (exclusive of the day on which the notice was delivered or given) before the meeting. Special meetings of the members may be called at any time by a quorum of Directors, or upon written request of one-tenth of the members who are entitled to vote. The venue of such meetings shall be a place specified in Articles of Incorporation of the Association.

31. Written notice of extraordinary meetings of the members shall be given by, or at the direction of, the Secretary or other person authorized to call the meeting, by mailing a copy of such notice, postage paid, at least thirty days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice.

32. Notice of all meetings shall specify the place, day and hour of the meeting, and the agenda; including amendments to the by-laws, if any. In the case of special meetings, the purpose of the meeting shall be stated, and no other business shall be transacted. The accidental omission to give notice at any meeting to, or the non-receipt of any such notice by any of the members, shall not invalidate any business transacted at any such meeting.

33. The quorum at the annual meeting or special meeting shall be one-tenth of the members entitled to cast votes, including those present both in person and by proxy. If the quorum is not forthcoming, another meeting may be called subject to the notice requirements of these Articles.

34. Any member of the Association has legal right to participate in business of an Annual General Meeting.

35. Each member who is entitled to vote may do so either personally or by proxy. The instrument appointing a proxy shall be in writing in such common form as may be approved by the Board. No person shall be appointed a proxy who is not a member of the organization and otherwise qualified to vote, save that an organization being a member of the Association may appoint as its proxy any officer or such an organization whether a member of the Association or not. The instrument appointing a proxy shall be deposited at the office of the Association not less than 14 days before the Annual General Meeting and two days before other meetings at which person named in such an instrument proposes to vote. The Board of Directors shall have the authority to void this requirement if they deem it necessary.

36. No member shall be entitled to vote on any question or submit a nomination either personally, or by proxy, or as a proxy for another member if their subscription for the current year has not been paid.

AVAILABILITY OF BOOKS AND RECORDS

37. Minutes shall be kept in books provided for the purpose of preserving a record of:

- a) The proceedings of all Meetings of the Association of the Board of Directors and of all sub-committees.
- b) The names of the members present at any meeting of the Board of Directors and of any sub-committee that may be appointed.

38. Any such minutes, purporting to be signed by the Chairperson of the said meeting or by the Chairperson of the next succeeding Meeting of the Association or Board of Directors sub-committee (as the case may be) shall be sufficient evidence without any further proof of the facts therein stated.

39. This by-law and any other rules, records and papers of the Association shall at all times, during reasonable business hours, be available for inspection by any member or other person whose duty requires them to inspect the same. Copies will be furnished upon written request.

*These by-laws were altered and approved by the Museums Association of the Caribbean membership during the MAC Annual General Meeting held on **October 12th 2016** at the National Gallery of the Cayman Islands, Grand Cayman.*