

ICOM WORKING GROUP ON STATUTES AND INTERNAL RULES TERMS OF REFERENCE & MANDATE 2023-2025

ARTICLE 1 – STATUS OF THE WORKING GROUP ON STATUTES AND INTERNAL RULES

In accordance with Article 5.1. of the ICOM Internal Rules, *“the President of ICOM may, with the approval of the Executive Board, establish temporary Working Groups for special purposes; define their mission, term of office, membership and their duration. The Chair of each Working Group submits its report to the President of ICOM and the Executive Board”*.

At its 152nd Session (14-15 December 2020), the ICOM Executive Board decided to establish a Working Group on Statutes and Internal Rules (hereinafter referred to as the “**Working Group**”). The Working Group began its mission in June 2021 and ran until the end of the ICOM 26th General Conference (August 2022). At its 163rd session (13-14 October 2022), the ICOM Executive Board decided to renew the mandate of the Working Group until June 2023. Finally, the ICOM Executive Board has reviewed the mandate and missions of the Working Group during its 165th Session (23 – 24 March 2023), as stated in the following articles.

ARTICLE 2 – MISSIONS OF THE WORKING GROUP

The purpose of the Working Group is to revise the ICOM statutory and reglementary texts and the governance structure of ICOM, in particular by:

- identifying any sections of the Statutes and Internal Rules that could be contested, are ambiguous or are incomplete;
- identifying any ambiguities and/or inconsistencies between the Statutes and the Internal Rules;
- analysing and identifying any issues that affect the present governance structure and practices, based on feedback provided by former working groups, the membership and the ICOM Secretariat, as well as the recommendations made by the External Audit in April 2022;
- providing proposals, improvements, alternatives and options (with a detailed explanation), that will enable the governing bodies of ICOM to make well informed decisions; ICOM Legal Affairs team (ICOM Secretariat) and a lawyer will review the proposals and convert them into legal terms;
- and ensuring that the ICOM Statutes and Internal Rules comply with 1901 French law.

ARTICLE 3 – COMPOSITION OF THE WORKING GROUP

3.1. Appointment of members

In accordance with Article 5.1 of the Internal Rules, the President of ICOM may, with the approval of the Executive Board and in accordance with the nomination process for Standing Committees and Working Groups, define the membership of the Working Group.

The Working Group shall be composed of at least **5 members** and a maximum of **15 members** (including *ex officio* members).

3.2. Eligibility and restrictions

The members of the Working Group shall be:

- Individual members of ICOM in good standing;
- Individual with a strong knowledge of ICOM, its bodies, organs and network;
- Individual with previous experience in the management of an association;

- Individual with an understanding of the governing structure of an association;
- Individual with an understanding of civil law.

The following restrictions apply:

- No ICOM member shall be appointed to more than two (2) ICOM Standing Committees or Working Groups at the same time.
- No ICOM member shall be appointed as *Chair* of more than one (1) ICOM Standing Committees or Working Groups at the same time.
- ICOM Executive Board Members, the Chair of the Advisory Council and the Spokesperson for the National Committees and International Committees shall not be appointed as Chair of ICOM Standing Committees or Working Groups.

3.3. *Ex officio* Members

In addition to the members appointed by the ICOM President, the Working Group also includes:

- the President of ICOM;
- one (1) or two (2) Executive Board representatives.

The Director General can take part in the Committee meetings but not in voting. ICOM Legal Affairs team (ICOM Secretariat) shall be consulted at each stage to ensure that the proposals comply with 1901 French law.

3.4. Cooperation with other ICOM Standing Committees and Working Groups

The Working Group shall work closely with the ICOM Legal Affairs Committee (LEAC). The ICOM President shall appoint:

- one (1) representative from the LEAC as a member of the Working Group to support the work.

The Working Group shall work closely with the Working Group on National Committees (NCWG) and the Working Group on the future of International Committees (ICWG) when questions about the governance, structure and functioning of National and International Committees arise.

3.5 Appointment and role of the Working Group Chairpersons

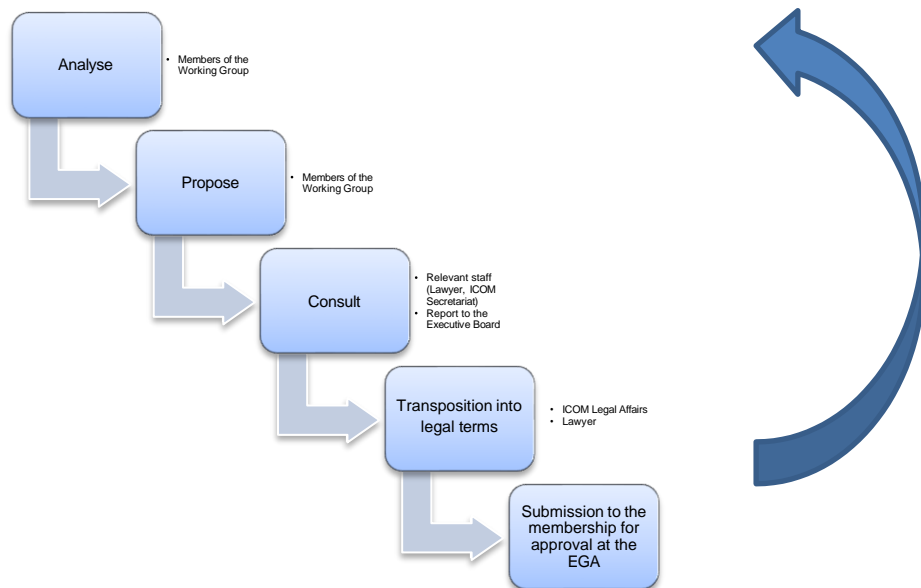
Two (2) Chairpersons of the Working Group shall be appointed by the ICOM President, with the approval of the Executive Board. The Chairpersons shall, with the support of ICOM Legal Affairs team, prepare, convene and chair the meetings of the Working Group.

ARTICLE 4 – FUNCTIONING OF THE WORKING GROUP

4.1. Meeting and working method

The Working Group shall meet either face-to-face or online about twelve (12) times per year, and as often as their duties require, or at the request of the ICOM Executive Board. The Working Group shall perform most of its work online. Each nominated member of the Working Group commits to attend and participate to the Working Group's meetings. It is expected that a member of the Working Group who is unable to attend a meeting will inform the Chairpersons and/or the ICOM Legal Affairs team (ICOM Secretariat) in advance.

4.2. Working method



The four (4) steps shall be implemented by the Working Group at each stage of the revision of the Statutes and Internal Rules. In consultation with the ICOM Executive Board and the Chairpersons of the Working Group, ICOM Legal Affairs team (ICOM Secretariat) will develop a working methodology for the Working Group.

During the process and before the final consultation with the Executive Board in advance of the Extraordinary General Assembly, the revised Statutes and Internal Rules shall be submitted to a French Lawyer for review, in light of the requirements of 1901 French law.

The Working Group shall submit the final proposed amendments to the Statutes and Internal Rules to the ICOM President and the Executive Board at least three (3) months prior to the Extraordinary General Assembly, to ensure that documents are “*be made available in sufficient time for reflection and debate among ICOM’s members, preferably at the time of the official invitation*” (Article 10 – Section 4 of the ICOM Statutes).

4.3. Agenda and convening of the meetings

The Chairpersons of the Working Group shall set the agenda, in consultation with ICOM Legal Affairs team (ICOM Secretariat) and convene meetings by a reasonable deadline.

4.4. Voting and minutes

The Working Group’s proposals are adopted by simple majority and the diversity of views and proposals shall be reflected in the minutes and reports. The ICOM Legal Affairs team (ICOM Secretariat) shall collect by written (including, but not limited to, emails) the sign-off on the Working Group’s proposal(s) from all the members of the Working Group, within a specified time limit indicated to the members. Beyond this deadline, and to ensure the smooth running of the work of the Working Group, the simple majority shall be calculated on the basis of those members who have responded and expressed their views.

Minutes shall be drafted by a member of the Working Group. At the beginning of each meeting of the Working Group, a member shall be appointed as the recording secretary and/or nominate herself/himself to do so. Once in agreed form, the minutes shall be circulated to all members of the Working Group and to ICOM Legal Affairs team (ICOM Secretariat).

ARTICLE 5 – REPORTING

The Chairpersons of the Working Group shall submit regular written reports (or upon request) on the progress of the work, to the President of ICOM and the Executive Board, in accordance with Article 5.1. of the ICOM Internal Rules.

Reports shall be drafted by the Working Group members and subsequently presented by the Chairpersons to the ICOM President and Executive Board.

The reports shall clearly describe each proposal and its consequences to provide the Executive Board with sufficient information to make well informed decisions.

ARTICLE 6 – COMPENSATION OF WORKING GROUP MEMBERS

ICOM does not compensate Working Group Members or reimburse expenses incurred such as travel, hotel and other costs, unless otherwise instructed by the ICOM Executive Board.

ARTICLE 7 – TERM OF MANDATE OF THE WORKING GROUP

The Working Group will begin its mission in June 2023 and run until the end of the ICOM 27th General Conference (2025), unless the ICOM Executive Board expressly decides to renew it.