



By-laws of the ICOM International
Committee for Communications, Marketing
and Audience Engagement
(ICOM COMMS)

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Article 1: Name

The name of the ICOM International Committee is: *Comité International pour Communication, le Marketing et la Participation du Public*, International Committee for Communications, Marketing and Audience Engagement, *Comité Internacional para Comunicación, Marketing y Participación del Público*, hereafter referred as the “**Committee**” or by the acronym “**ICOM COMMS**”.

Article 2: Status and relationship with ICOM

International Committees are principal instruments for the work of ICOM and for the realisation of its programmes of activity. They are channels of communication between ICOM members with similar professional interests. International Committees are responsible for the development and implementation of ICOM's programmes and activities related to each International Committee's specific mandate. Furthermore, International Committees provide valuable advice to the ICOM Executive Board, the Advisory Council and the Director General on matters relevant to ICOM's mission and programmes.

International Committees are components of ICOM and are at all times subject to the ICOM Statutes, Internal Rules (including Article 7 – Rules for International Committees), Code of Ethics for Museums and relevant decisions of the ICOM General Assembly and Executive Board.

The Committee is established under Article 16 of the ICOM Statutes and Article 7 of the ICOM Internal Rules.

As all International Committees, ICOM COMMS is not entitled to operate as a legal entity but must operate within the generally accepted framework of ICOM with respect to ICOM COMMS' specific mandate described in the Article 3.

Each International Committee is represented at the ICOM Advisory Council by its Chair or its appointed representative, and at the ICOM General Assembly as determined by the ICOM Statutes and Internal Rules.

Article 3: Mandate

The ICOM COMMS' aims are:

- Providing professional growth opportunities for its members;
- Disseminating good communications and marketing practices to ICOM members and other museum professionals;
- Promoting the development of international networks amongst colleagues; and
- Planning and conducting annual meetings that bring together communications, fundraising, marketing, membership, and visitor studies professionals from museums, galleries, and other cultural, scientific, and educational fields to share experience and knowledge.

Article 4: Membership

The membership of ICOM COMMS is open to all ICOM members in good standing upon request and without undue delay or restrictions.

Members of ICOM COMMS are members of ICOM, either individual members or representatives of institutional members, who have nominated ICOM COMMS as the International Committee of which they wish to be members. Any ICOM member shall be allowed to choose ICOM COMMS as his/her designated International Committee.

Members of ICOM wishing to join ICOM COMMS shall update their personal data in the ICOM database by ticking ICOM COMMS as their International Committee in their personal member space on the ICOM Website or inform the ICOM Secretariat, which shall forthwith transmit details of the member's application to the Chair or the Secretary of the Committee, together with the information as to whether the member is a voting member of any other International Committee.

Each International Committee is composed of those ICOM members that have chosen to be member of ICOM COMMS and must maintain a membership of at least fifty (50) members. ICOM COMMS membership list is maintained by the ICOM Secretariat on behalf of the Committee and for its purposes. The ICOM Secretariat shall provide restricted access to the Chair and the Secretary of ICOM COMMS to the relevant parts of the ICOM membership database.

Membership of the Committee shall cease if the Member:

- resigns from the Committee, or
- is no longer a member of ICOM.

Article 5: Rights of members

ICOM COMMS Members are entitled to participate in ICOM COMMS' activities and programmes, and to attend its meetings.

General information shall be distributed to ICOM COMMS Members on a regular basis as a membership service.

Voting members of the Committee shall have the following rights:

- to vote in the meetings of the Committee;
- to stand for election to the Board;
- to vote in the Board elections; and
- to be designated as a representative to vote at the ICOM General Assembly and in elections to the ICOM Executive Board.

Article 6: Protection of personal data

While working with personal data from its Members, the Committee takes all the necessary measures to respect the provisions of national and international legislations, especially comply with the European Union General Data Protection Regulation (EU-GDPR).

Article 7: Meetings

General Assembly

The Committee shall hold meeting with its members at least once (1) a year. The Committee shall determine the venue and arrangements.

To ensure the proper legal and financial management of funds associated with its General Assembly meeting and to certify the proper audit of related accounts, the Committee shall establish an agreement of cooperation with an entity in the host country (a museum, university, foundation, the ICOM National Committee, or similar public-oriented body) under the conditions set out in Article 11 and in the ICOM Financial Regulations.

When possible, the year of an ICOM General Conference, the General Assembly meeting shall be held at the same time and place as the General Conference, but it may be held separately and/or virtually if circumstances require this.

The Chair shall set the agenda of the General Assembly meeting, in consultation with the Board. An official invitation to the General Assembly meeting shall be sent at least thirty (30) days before the date of the meeting to all members of the Committee. The official invitation shall include the date, time and place of the meeting, as well as the agenda. Documents shall be made available in sufficient time for reflection and debate among the Committee's members, preferably at the time of the official invitation.

While organising the General Assembly, the Committee shall inform the ICOM National Committee in the host country of the forthcoming event.

The Committee may accept other members of ICOM, as well as non-members as observers in its General Assembly. The observers do not have voting right.

Conferences

The Committee may organise a wide range of activities to fulfil its mission and achieve its objectives: conferences, workshops, local and regional meetings and other activities that seem appropriate to promote the Committee and/or museum education and cultural action.

To ensure the proper legal and financial management of funds associated with its conferences and to certify the proper audit of related accounts, the Committee shall establish an agreement of cooperation with an entity in the host country (a museum, university, foundation, the ICOM National Committee, or similar public-oriented body), under the conditions set out in Article 11 and in the ICOM Financial Regulations.

The Committee may accept as participants in its conferences, and include in its communication network, other members of ICOM, as well as non-members.

Quorum

The quorum for a General Assembly meeting of the Committee shall be ten per cent (10%) of its membership. If this quorum is not obtained, the meeting shall be convened again at the same

place within a period of twenty-four (24) hours. Regardless of the number of members present and being represented at that time, the Committee shall have the power to deliberate.

The Committee's decisions shall be subject to a simple majority between the members present and being represented.

Voting rights and proxy

Each ICOM member in good standing who is a voting-member of the Committee shall have the right to vote and shall have one (1) vote, for that purpose.

A voting member is entitled to carry up to five (5) proxies for absent voting members of the Committee. Voting members giving a proxy must be up to date with the payment of their membership fees.

Electronic voting may be used whenever technically and logistically possible.

Article 8: Working groups

The Committee may create working groups for specific purposes depending on the needs of a programme or on request by members.

Article 9: Governance

Composition of the Board

The management responsibilities of ICOM COMMS reside with an elected Board composed of at least five (5) persons including the following: a (1) Chair, a (1) Vice-Chair, a (1) Secretary and a (1) Treasurer. Board members not holding office should be known as Ordinary Board members.

The Board may also invite observers to attend its meetings. The observers do not have voting rights.

Election of the Board

Only ICOM members in good standing who are members of the Committee are eligible to stand for election.

Elections shall be held every third year, preferably at the Committee's General Assembly that occurs during the ICOM General Conference. A call for candidates shall be sent to all members of the Committee at least two (2) months in advance. A candidate may apply for a single function only.

All members of the Board must be approved by a simple majority of votes between the Committee's members present and being represented. The Chair shall be elected prior to the other members of the Board.

Term of office

Members of the Board shall be elected for a period of three (3) years and may be re-elected once (1) in the same position. No member of the Board shall serve in the same position for more than six (6) consecutive years. No member of the Board shall remain in office for more than twelve (12) consecutive years.

The Chair of an International Committee may not at the same time serve as Chair of a National Committee or an Affiliated Organisation or a Regional Alliance or as a member of the ICOM Executive Board.

Termination of office and vacancy

A member of the Board shall cease to hold office if the member:

- resigns from the Committee or from ICOM (*voluntary resignation*);
- is no longer a voting member of the Committee;
- fails to attend three (3) or more consecutive meetings of the Board without justification. To formally confirm the termination, the Committee shall document and verify the unjustified absences (e.g. minutes of the Board meetings) and must give the member concerned prior written notice and a reasonable opportunity to provide a satisfactory explanation.

If a member of the Board ceases to hold office for any reason during the period between the elections, the Board may fill the vacant position by co-option of another member of the Board for the remainder of the term of office, until the following election of the Board, specifically:

- in case of vacancy of the Chair's office, the Board shall appoint the Vice-Chair to assume this function for the remainder of the term of office,
- in case of vacancy of the Vice-Chair/Secretary/Treasurer office, the Board shall appoint one of its Ordinary members to assume this function for the remainder of the term of office,
- in case of vacancy of a position of Ordinary member, the position shall remain vacant for the remainder of the term of office, provided that there are at least five (5) Board members.
- in case of a vacancy for an Ordinary Member, if the number of Board members falls below five (5), an additional election shall be held to fill the vacant position, ensuring that the total number of Board members remains at least five (5).

Meetings of the Board

The Board shall meet as often as it considers necessary for the conduct of the affairs of the Committee, but no less than once (1) a year, in person or online.

The quorum of participation for a meeting of the Board shall be constituted when more than fifty percent (50%) of the Board members are present or represented. All decisions of the Board are taken by a simple majority between the Board members present and represented.

Article 10: Role and responsibilities of the Board

The Committee's Board is responsible for managing the affairs of the Committee and for ensuring that the requirements of the ICOM Statutes, the ICOM Internal Rules, the ICOM Financial Guidelines and ICOM COMMS' By-laws are met.

The Board of the Committee, represented by the Chair, shall ensure that the Committee's activities do not compromise ICOM.

The Board of the Committee, represented by the Chair, shall fulfil its financial obligations, as described in Article 11, and shall ensure that the financial accountability does not compromise ICOM.

In accepting their office, the members of the Board undertake to devote sufficient time and to find the means necessary to carry out their functions. All members of the Board are expected to actively advocate for the Committee's programmes of activities and participate in the efforts to promote the Committee's work.

The Board is also responsible for:

- the overall management and functioning of the Committee, according to the aims set out in Article 3;
- the proper preparation of the General Assembly meeting, such as but not limited to, securing the venue and logistical arrangements and for the negotiations of the agreement of cooperation with the host entity, as set out in Article 7;
- the annual reporting to ICOM Secretariat (report of activities and financial report), as set out in Article 11;
- the conservation of the Committee's archives, as set out in Article 13.

Where the Committee's Board, represented by the Chair, needs to engage itself in a contractual agreement, a request for a delegation of authority shall be asked to the ICOM President. The Committee shall not enter into any contractual agreement or any legally binding agreement involving expenditure by ICOM without having first obtained a delegation of authority from the ICOM President. Delegations of authority are granted on a case-by-case basis.

Article 11: Financial resources

Delegation of authority

The Committee shall not enter into any contract or any legally binding agreement involving expenditure by ICOM without having first obtained a delegation of authority from the ICOM President.

Sponsorship

The Committee may accept sponsorships and apply for subventions, grants or other supports for its activities and projects. It may request fees for special activities and services rendered (within the limitations stated in Article 2 and subject to prior agreement by ICOM).

Reporting

The Committee shall submit an annual report of activities and an annual financial report to ICOM. Upon the submission of these reports and according to the number of registered members, the Committee is eligible for a subsidy from ICOM. ICOM may withhold the subsidy if these reports are not delivered in a timely fashion or are incomplete.

Financial management

All money received by the Committee shall be deposited in the bank account established by ICOM Secretariat for the purpose, and all payments made on behalf of the Committee shall be made from that bank account.

The ICOM Secretariat shall advise the Board of the account name and number and the name of the bank at which the account is established and provide the tutorial/instructions to manage the funds properly.

The Treasurer of the Committee shall keep proper accounts of all monies received and expended on an annual basis and shall present to the members a report on the finances of the Committee at each General Assembly meeting. The Committee shall transmit a copy of the above-mentioned report to the ICOM Director General for presentation to the ICOM Executive Board following its guidelines.

The Board shall ensure that the Committee's financial management complies with the ICOM Financial Regulations.

Article 12: Evaluation

International Committees shall be evaluated at least once (1) every six (6) years or at such times as may be deemed necessary, to determine the International Committee's conformity with the ICOM Statutes, Internal Rules (including Article 7 – Rules for International Committees) and the relevance of the International Committee's activities in relation to the ICOM mission, core values, and programmes.

Article 13: Archives

The Committee shall complete and keep records of financial accounts and expenditures, annual financial reports, annual reports of activities and minutes and proceedings of the Board, General Assembly meetings and, if relevant, meetings of the working groups. Such records shall be maintained by the Secretary either in electronic and/or hard copy form and shall be communicated to the ICOM Secretariat for its archives.

Article 14: Approval and subsequent amendments to the By-laws

Each International Committee may establish its By-laws. These must be based on the ICOM Statutes and the ICOM Internal Rules.

The present By-laws of the Committee may be amended at any General Assembly meeting of the Committee.

The suggested amendment to the By-laws must be proposed and seconded by voting members of the Committee. The decisions are taken by a two-thirds (2/3) majority of the voting members present and represented.

The text of any proposed amendment, together with any explanatory material, shall be sent to the Members of the Committee at least one (1) month prior to the holding of the meeting of the General Assembly at which they are to be considered.

Article 15: Dissolution

The majority of the members of an International Committee or the ICOM Executive Board may decide that the International Committee is dissolved if the Committee is no longer functioning effectively or has acted in violation of the ICOM Statutes or Internal Rules or the Code of Ethics for Museums and failed to comply with such norms despite formal notice from the ICOM Executive Board.