

MUSEUMS COPYRIGHT GROUP

RULES

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1. Name

The association is called MUSEUMS COPYRIGHT GROUP (“the group”).

2. Objects

The objects of the group are:

- 2.1 to collect and disseminate information on copyright and related intellectual property rights as they affect museums;
- 2.2 to provide guidance for museums on copyright and related intellectual property rights;
- 2.3 to share information with relevant bodies in the domains of archives and libraries and undertake collaborative cross-sectoral projects;
- 2.4 to lobby on behalf of museums in the area of copyright and related intellectual property rights.

3. Members

- 3.1 Any museum shall be eligible for membership. For the purposes of these Rules “museum” shall have the meaning given in any definition published from time to time by the Museums Association.

- 3.2 Any person not less than 18 years of age and being:

- (a) an employee of a museum;

- (b) an employee of an organisation established to represent the interests of museums or of an organisation having museums as its members

shall be eligible for individual membership.

- 3.3 Any museum or person who wishes to become a member of the group shall apply for membership in accordance with the procedures from time to time adopted by the Executive Committee and ratified by the Members. Election to membership shall be in the sole discretion of the Executive Committee, which shall have power not to accept an application for membership.
- 3.4 The Executive Committee shall be entitled to invite persons to become members who, though they may not be eligible under rule 3.2, are considered by the Executive Committee to have made or to be capable of making a significant contribution to the work of the Group.
- 3.5 The total membership of the group shall not be limited unless so determined by the Executive Committee.
- 3.6 The secretary shall maintain a list of members.
- 3.7 Museum members shall nominate a duly authorised representative whose details shall be maintained on the list of members and who shall receive correspondence and notices of meetings in accordance with these Rules. References in these Rules to members shall be deemed to include references to such nominated representatives except where the context requires otherwise.

4. Supporters

- 4.1 The Executive Committee may in its discretion invite persons to become supporters who, though not eligible for membership under rule 3.1 or rule 3.2, have demonstrated an interest in the work of the Group and may in the opinion of the Executive Committee make a contribution as supporters.
- 4.2 Supporters shall be entitled to attend meetings of members including annual general meetings and other general meetings, but shall not be entitled to vote at such meetings. In all other respects they shall be members of the Group for the purposes of these Rules and all references in these Rules to members shall be deemed to include references to supporters except where the context requires otherwise.

5. Subscription

- 5.1 The annual subscription (if any) shall be proposed from time to time by the Executive Committee and ratified by the members.
- 5.2 The annual subscription (or that proportion thereof determined by the Executive Committee) shall be due on joining the group and thereafter on 1 April each year. For the purposes of these Rules a “Subscription Year” shall mean a year beginning on 1 April.

6. Resignation

- 6.1 A member shall cease to be a member if he gives written notice to the secretary.
- 6.2 A member whose subscription is more than two months in arrears shall be deemed to have resigned unless a reason, satisfactory to the Executive Committee, is given for the delay.

7. Expulsion

- 7.1 The Executive Committee shall have power to expel a member when, in its opinion, it would not be in the interests of the Group for him to remain a member.
- 7.2 A member shall not be expelled unless he is given 14 days' written notice to attend a meeting of the Executive Committee and written details of the complaint made against him.
- 7.3 The member shall be given an opportunity to appear before the Executive Committee to answer complaints made against him and must not be expelled unless at least two-thirds of the Executive Committee then present vote in favour of his expulsion.

8. The Executive Committee

- 8.1 The Group shall be managed by a Executive Committee consisting of the chairman, the secretary, the treasurer (if any) ("the Officers") and not more than 10 other members of the Group.
- 8.2 The Executive Committee shall be elected at the annual general meeting in each year, and subject to termination of office by resignation, removal or otherwise, the members remain in office until they or their successors are re-elected or elected (as the case may be) at the annual general meeting following their re-election or election (as the case may be).
- 8.3 In addition to the members so elected the Executive Committee may co-opt up to 3 further members of the Group who shall serve until the next annual general meeting. Co-opted members shall be entitled to vote at the meetings of the Executive Committee.
- 8.4 The Executive Committee may appoint any member to fill any casual vacancy on the Executive Committee until the next annual general meeting when that person shall retire but shall be eligible for re-election.
- 8.5 The Executive Committee shall have power to remove a member of the Executive Committee when, in its opinion, removal would be in the interests of the Group, provided that:
- (a) the member shall not be expelled unless he or she is given 14 days' written notice to attend a meeting of the Executive Committee and written details of the complaint made against him or her;
 - (b) the member shall be given an opportunity to appear before the Executive Committee to answer complaints made against him and must not be expelled unless at least two-thirds of the Executive Committee then present vote in favour of his expulsion.
- 8.6 Retiring members of the Executive Committee may be re-elected.
- 8.7 Executive Committee meetings shall be held as often as the Executive Committee thinks fit provided that there shall not be less than six meetings each year. The

quorum of such meetings shall be four. The chairman and the secretary shall have discretion to call emergency meetings of the Executive Committee if they consider it to be in the interests of the Group. The secretary shall give all the members of the Executive Committee not less than two days' oral or written notice of a meeting. Decisions of the Executive Committee shall be made by a simple majority and in the event of equality of votes the chairman (or the acting chairman of that meeting) shall have a casting or additional vote.

- 8.8 The Executive Committee may from time to time appoint from among its number such sub-committees as it considers necessary and may delegate to them such of the powers and duties of the Executive Committee as the Executive Committee may determine. All sub-committees shall periodically report their proceedings to the Executive Committee and shall conduct their business in accordance with the directions of the Executive Committee.
- 8.9 The Executive Committee shall be responsible for the management of the group and shall:
- (a) have the sole right of appointing and determining the terms and conditions of service of employees of the group;
 - (b) have power to enter into contracts for the purposes of the group on behalf of all the members of the group;
 - (c) have power to nominate a person or persons to hold moneys on behalf of the group;
 - (d) have power, if it thinks fit, to appoint trustees, to hold office until death or resignation unless removed from office by a resolution of the Executive Committee, the number of trustees to be not more than four or less than two.
- 8.10 No member of the Group shall have authority to bind or act for the Group or to represent or hold himself out as having such authority without the express prior written approval of the Executive Committee.
- 8.11 The members of the Executive Committee shall be entitled to an indemnity out of the assets of the group for all expenses and other liabilities properly incurred by them in the management of the affairs of the Group.

- 8.12 The secretary, or in his absence a member of the Executive Committee, shall take minutes at meetings of the Executive Committee and shall circulate copies of the minutes to members.

9. Annual general meeting

- 9.1 The annual general meeting of the group shall be held not later than 20 March each Subscription Year to transact the following business:

- (a) to receive the chairman's report of the activities of the group during the period since the last annual general meeting;
- (b) to receive and consider the accounts of the group for the previous Subscription Year (if any), and the treasurer's (or if no treasurer has been appointed, the chairman's) report as to the financial position of the Group;
- (c) to elect the Officers and other members of the Executive Committee;
- (d) to decide on any resolution which may be duly submitted in accordance with rule 11 below;
- (e) to deal with any other matters which the Executive Committee desires to bring before the membership.

- 9.2 Notice of any resolution proposed to be moved at the annual general meeting shall be given in writing to the secretary not less than 28 days before the meeting.

10. Other general meetings

A general meeting may be called at any time by the Executive Committee and shall be called within 21 days of receipt by the secretary of a requisition in writing signed by not less than 3 members stating the purposes for which the meeting is required and the resolutions proposed.

11. Procedure at annual and other general meetings

- 11.1 The secretary shall send to each member at his last known address, or by email to his last known email address, written notice of the date of the general meeting together with the resolutions to be proposed thereat at least 21 days before the meeting.
- 11.2 The quorum for the annual and extraordinary general meetings shall be 10 or one-tenth of the membership of the group (whichever is the greater number).
- 11.3 The chairman of the group shall preside at all meetings of the group but if he is not present within 15 minutes after the time appointed for the meeting or has signified his inability to be present at the meeting, the members present may choose one of the other members of the Executive Committee present to preside and if no other member of the Executive Committee is present or willing to preside the members present may choose one of their number to be chairman of the meeting.
- 11.4 Each member present shall have one vote and resolutions shall be passed by a simple majority. In the event of an equality of votes the chairman shall have a casting or additional vote.
- 11.5 Where a museum member has more than one nominated representative present, the nominated representatives shall agree among themselves who shall cast the vote on behalf of the museum member. In the absence of agreement the chairman shall determine which nominated representative shall cast the vote.
- 11.6 The secretary, or in his absence a member of the Executive Committee, shall take minutes at annual and extraordinary general meetings.

12. Alteration of the rules

The rules may be altered by resolution at an annual or extraordinary general meeting provided that the resolution shall not be passed unless carried by a majority of at least two-thirds of the members present at the general meeting, notice of which contained particulars of the proposed alteration or addition.

13. Bye-laws

The Executive Committee shall have power to make, repeal and amend such bye-laws as it may from time to time consider necessary for the well being of the group, and such bye-laws, repeals and amendments shall have effect until set aside by the Executive Committee or at a general meeting.

14. Finance

- 14.1 All moneys payable to the group shall be received by the treasurer (or, if none be appointed, the chairman) and deposited in a bank account in the name of the group or in a solicitor's named client account or other similar account. No sum may be paid out of a solicitor's named client account or other similar account except upon the written instructions of the Executive Committee.
- 14.2 The income and property of the group shall be applied only in furtherance of the objects of the group and no part thereof shall be paid by way of bonus, dividend or profit to any member of the group.
- 14.3 The Executive Committee shall have power to authorise the payment of remuneration and expenses to any Officer, member or employee of the group and to any other person or persons for services rendered to the group.
- 14.4 The financial transactions of the group shall be recorded in such manner as the Executive Committee thinks fits by the treasurer (or, if none be appointed, the chairman).

15. Property

- 15.1 The property of the group, other than cash at the bank, shall be vested in the trustees. They shall deal with the property as directed by resolution of the Executive Committee and entry in the minute book shall be conclusive evidence of such a resolution.

- 15.2 The trustees shall be entitled to an indemnity out of the property of the group for all expenses and other liabilities properly incurred by them in the discharge of their duties.

16. Dissolution

- 16.1 A resolution to dissolve the group shall only be proposed at an extraordinary general meeting and shall only be passed if carried by a majority of at least three-quarters of the members present.
- 16.2 The dissolution shall take effect from the date of the resolution and the members of the Executive Committee shall be responsible for the winding-up of the assets and liabilities of the group.
- 16.3 Any property remaining after the discharge of the debts and liabilities of the group shall be given for some charitable, benevolent or philanthropic purpose or purposes nominated by the last Executive Committee.