



INTERNATIONAL COUNCIL OF MUSEUMS (ICOM)

Statutes

**As amended and adopted by the Extraordinary General Assembly on 9 June 2023
(online meeting)**

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Introduction

The Statutes of the International Council of Museums (hereinafter referred to as “ICOM”) is the core document of ICOM. The Internal Rules of ICOM and the ICOM Code of Ethics for Museums define and complete these Statutes which, in any case, prevail over the Internal Rules and the ICOM Code of Ethics for Museums.

The Internal Rules of ICOM are established and may be amended by the Executive Board. They provide additional details to the Statutes, in particular where the Statutes expressly refer to the Internal Rules, notably on matters relating to the internal administration of ICOM and on institutional aspects relating to the functioning of National Committees, International Committees, Regional Alliances, Affiliated Organisations, Working Groups and Standing Committees.

The ICOM Code of Ethics for Museums is established and may be amended by the Ordinary General Assembly. It sets minimum standards of professional practice and performance for museums and their staff.

Article 1. Name, Legal Status, Registered Office, Term and Fiscal Year

Section 1 – Name

The name of the Organisation is the ‘International Council of Museums’ (ICOM). Use of the name and acronym is subject to restrictions and may only be used by and for the uses and benefit of the Organisation and its Members.

Section 2 – Legal Status

Established in 1946, ICOM is a non-profit organisation subject to French law (the 1901 Associations Act) and a non-governmental organisation that maintains formal relations with the United Nations Educational, Scientific and Cultural Organization (UNESCO) and has a consultative status with the United Nations Economic and Social Council.

Section 3 – Registered Office

The registered office of ICOM is located in Paris, France. Relocation of the registered office within the region of Île de France is subject to the approval of the Executive Board. Relocation of the registered office to another part of France or another country is subject to the approval of the Extraordinary General Assembly.

Section 4 – Term

The term of ICOM shall be indefinite.

Section 5 – Fiscal Year

The fiscal year shall begin on 1 January and shall end on 31 December of each year.

Article 2. Mission and Purpose

Section 1 – Mission

ICOM is the international organisation of museums and museum professionals which is committed to the research, conservation, continuation and communication to society of the world's natural and cultural heritage, present and future, tangible and intangible.

Section 2 – Purpose

ICOM establishes professional and ethical standards for museum activities, makes recommendations on issues related thereto, promotes capacity building, advances knowledge and raises public cultural awareness through global networks and co-operation programmes.

Article 3. Definition of Terms

Whenever used in these Statutes, the following terms beginning with a capital letter shall bear the meaning defined in the present Article. No distinction shall be made between the singular or plural use thereof.

Section 1 – Museum

A museum is a not-for-profit, permanent institution in the service of society that researches, collects, conserves, interprets and exhibits tangible and intangible heritage. Open to the public, accessible and inclusive, museums foster diversity and sustainability. They operate and communicate ethically, professionally and with the participation of communities, offering varied experiences for education, enjoyment, reflection and knowledge sharing.

Section 2 – Institutions recognised by ICOM

After seeking the advice of the Advisory Council, the Executive Board, may recognise other institutions as having some or all of the characteristics of a Museum.

Section 3 – Museum professionals

Museum professionals include all staff of the museums and institutions qualifying as museums in accordance with the definition stated within the scope of Article 3, Sections 1 and 2 and persons who, in a professional capacity, have as their main activity to provide services, knowledge and expertise for museums and the museum community.

Section 4 – Member in Good Standing

An ICOM Member in good standing is a person or an institution whose application for membership to ICOM has been accepted under the conditions defined within the scope of Article 4, Section 2 of these Statutes, and who has paid the full annual membership fee by the deadline set by the Executive Board in the call for membership fees for the current year.

Section 5 – State

For the purposes of establishing National Committees, a State is defined as a sovereign country that is a member of the United Nations or any of its Specialised Agencies, or is a party to the Statute of the International Court of Justice.

Section 6 – Term of office and mandate

For the different electoral positions, a distinction must be made between the “term of office” and the “mandate”. The mandate refers to the specific mission, tasks and duties conferred by electoral means and exercised by the elected person. The term of office refers to the duration of an elective mandate.

Article 4. Membership

Section 1 – Members

Membership shall be open to Museums, Institutions recognised by ICOM and Museum professionals, under the criteria and conditions laid down in the ICOM Statutes, ICOM Internal Rules and the ICOM Code of Ethics for Museums.

All persons eligible for membership shall indicate to ICOM that they wish to become Members, agreeing to accept and adhere to the ICOM Code of Ethics for Museums, and shall complete the application form to request membership.

Any person or institution (including its employees) that trades (i.e. buys or sells for profit) cultural property - including works of art and natural and scientific specimens - taking national laws and international conventions into consideration, may not become or remain a Member of ICOM.

This restriction on ICOM membership also applies to any person or institution (including its employees) engaged in an activity that conflicts with ICOM’s ethical standards.

Section 2 – Approval of Membership

National Committees shall analyse, validate and forward the application form and annual membership fee of new Members to the ICOM Secretariat as soon as possible. If there is no National Committee in the applicant’s country of residency, the Executive Board shall decide on the membership application sent directly to it.

Only Honorary Members, as defined below in Section 3 of this Article, are exempt from this review process. Their candidacy shall be proposed by the Executive Board to the General Assembly, which shall decide on whether to accept or reject it by a simple majority vote.

Section 3 – Categories of Membership

- i. **Individual Members:** Museum professionals, as defined in Article 3, Section 3, still working or retired, or other persons as defined in Article 4, Section 1 shall be eligible to become individual members.
- ii. **Institutional Members:** Museums or other institutions that comply with the definition of a Museum as defined in Article 3.
- iii. **Student Members:** Persons enrolled in museum-related academic programmes may be proposed for admission into this category of membership by a National Committee.
- iv. **Honorary Members:** Persons who have rendered exceptional services to the international museum community or to ICOM. All former elected ICOM Presidents are deemed Honorary Members.
- v. **Supporting Members:** Persons or institutions providing substantial assistance to ICOM both financially and otherwise, due to an interest in museums and the international co-operation between museums.

No categories of ICOM membership other than those described in the Statutes shall be deemed valid or applicable by ICOM at any level, and the Internal Rules may provide further details on the persons and institutions that may fall into the above categories.

Section 4 – Loss of Membership

ICOM membership may be terminated either by voluntary withdrawal or by a decision of the Executive Board for any of the following reasons:

- i. loss of the attributes that allowed membership in ICOM;
- ii. failure to comply with either the ICOM Statutes, the Internal Rules or the ICOM Code of Ethics for Museums;
- iii. actions deemed substantially incompatible with the objectives of ICOM;
- iv. non-payment of fees after formal notice of the payment due.

Article 5. Annual Membership Fee

Section 1 – Amount and Payment of the Membership Fee

Each Individual, Institutional, Student, and Supporting Member of ICOM shall pay an annual membership fee at a rate recommended by the Executive Board and approved by the General Assembly.

Section 2 – Period covered by the Membership Fee

The annual membership fee shall cover the calendar year in question.

Section 3 – Deadline for Remittance of the Membership Fees

National Committees shall be responsible for collecting membership fees from their Members and remitting them to ICOM before the deadline set in the call for membership fees sent by ICOM.

Article 6. Membership Privileges

Section 1 – Membership Card

Members in good standing shall receive a membership card.

Section 2 – Right to Seek Election

Individual Members in good standing may stand for election to (i) the Executive Board, (ii) the position of the Chairperson or Vice-Chairperson of the Advisory Council, (iii) the position of Spokesperson of the National Committees or International Committees, or (iv) as the Chairperson of a National Committee, an International Committee, or a Regional Alliance.

Section 3 – Designated Institutional Representatives

Each Institutional Member can designate up to three (3) persons to represent it on National Committees and International Committees, and at the General Conference and General Assembly to exercise, *inter alia*, the voting rights held by that Institutional Member. These persons need not be Individual Members of ICOM.

The names of the designated representatives shall be conveyed to the Chairpersons of the National or International Committees or to the Director General, as the case may be, by any authorised person of the Institutional Member concerned.

Designated representatives elected to assume a position within the board of a National Committee, an International Committee or a Regional Alliance, who, during their term, leave the employment

of the Institutional Member must either become individual Members (if entitled to do so) or abandon their elected position.

Section 4 – Student Participation

Student Members shall be entitled to participate in the activities of National and International Committees, and shall also be entitled to attend and participate in General Conferences and General Assemblies, but they shall not be entitled, either on their own behalf or on behalf of others, to vote or stand for an office in ICOM.

Section 5 – Special Status

Honorary and Supporting Members shall be entitled to membership rights and privileges but shall not be entitled to hold an elected office in ICOM.

Article 7. Voting Rights

Only ICOM Members in good standing are entitled to vote.

Section 1 – Committee Vote

Each National and International Committee shall be entitled to appoint up to five (5) of its members (Individual Members or designated representatives of Institutional Members) to vote on its behalf on any matter brought before the General Assembly and in elections to the Executive Board. Voting Members appointed by the Committee shall not be entitled to hold more than five (5) proxies each.

Section 2 – Regional Alliance and Affiliated Organisation Vote

Each Regional Alliance has the right to appoint up to three (3) of its members (Individual Members or designated representatives of Institutional Members) and each Affiliated Organisation has the right to appoint up to two (2) of its members (Individual Members or designated representatives of Institutional Members) to vote on its behalf on any matter brought before the General Assembly and in elections to the Executive Board.

Voting Members appointed by the Regional Alliance shall not be entitled to hold more than three (3) proxies each.

Voting Members appointed by the Affiliated Organisation shall not be entitled to hold more than two (2) proxies each.

Section 3 – Non-Voting Members

Members not in good standing, Student, Supporting and Honorary Members shall not be entitled to exercise voting rights in any organ or body of ICOM.

Article 8. Governance Structure

ICOM's primary authority resides in its Members.

ICOM is composed of the following organs:

- i. General Assembly
- ii. Executive Board
 - a) Bureau:

- a (1) President;
- two (2) Vice-Presidents;
- a (1) Treasurer.
- b) Ordinary Members
- iii. Advisory Council
 - a) Separate Meeting of the National Committees;
 - b) Separate Meeting of the International Committees.
- iv. Secretariat

In addition to the ICOM organs, the following bodies participate in the functioning of ICOM:

- i. National Committees;
- ii. National Correspondents;
- iii. International Committees;
- iv. Regional Alliances;
- v. Affiliated Organisations.

Article 9. General Assembly

Section 1 – Authority

The General Assembly is ICOM's supreme decision-making and legislative organ, within the framework of the attributions provided for by the law, the Statutes and any internal regulations of ICOM (including the Internal Rules).

The decisions of the General Assemblies shall be binding on all Members, bodies and organs of ICOM.

Section 2 – Composition

The General Assembly shall be composed of all Individual, Student, Supporting, and Honorary Members and the designated representatives of Institutional Members. Only Members (individual or designated representatives of Institutional Members) who have been appointed, in accordance with Article 7 of the Statutes, as voting Members by their National Committee, International Committee, Regional Alliance or Affiliated Organisation shall have the right to vote during a General Assembly.

Section 3 – Ordinary General Assembly

Holding of an Ordinary General Assembly

The General Assembly shall hold an ordinary session at least once (1) a year, within six (6) months after the end of the financial year (except for justified postponement).

Scope of competence of an Ordinary General Assembly

Within the conditions and according to the modalities described in the Statutes and the Internal Rules, the Ordinary General Assembly shall take, in addition to the decisions reserved to it under the Statutes, all decisions set out in the agenda, as well as all decisions concerning:

- strategy and orientation of ICOM's activities;
- approval of the President's annual report;
- approval of the annual accounts for the previous financial year and the management report;
- approval of the discharge of the elected Members of ICOM in respect of their duties;

- election of the Members of the Executive Board;
- approval of any change in the amount of the annual membership fee;
- recommendations issued by the Executive Board, the Advisory Council, as well as by National and International Committees, Regional Alliances;
- approval of the venue of the General Conference.

Quorum of participation for an Ordinary General Assembly

The quorum of participation for an Ordinary General Assembly shall be constituted when more than fifty percent (50%) of the voting Members are present or represented. Only those representatives of Affiliated Organisations who have registered to attend the Ordinary General Assembly shall be counted for the purposes of the quorum.

If this quorum is not obtained, the Ordinary General Assembly shall, by decision of the Chair of the Assembly, convene again at the same place within a period of twenty-four (24) hours at the latest. Irrespective of the number of voting Members present and being represented at the time, the Ordinary General Assembly shall have the power to deliberate.

Decisions of an Ordinary General Assembly

The decisions of an Ordinary General Assembly shall be taken by a simple majority of the voting Members present or represented.

Section 4 – Extraordinary General Assembly

Holding and scope of competence of an Ordinary General Assembly

Within the conditions and according to the modalities described in the Statutes and the Internal Rules, the Extraordinary General Assembly must be convened on the recommendation of the Executive Board, or the Advisory Council or one-third (1/3) of the National Committees to:

- adopt amendments to the Statutes which may have been proposed under Article 23 of the Statutes;
- dissolve ICOM, under the conditions of Article 24 of the Statutes.

Quorum of participation for an Extraordinary General Assembly

The quorum of participation for an Extraordinary General Assembly shall be constituted when two thirds (2/3) of the voting Members are present or represented.

If this quorum is not obtained, the Extraordinary General Assembly shall, by decision of the Chair of the Assembly, convene again at the same place within a period of twenty-four (24) hours at the latest and shall have the power to deliberate when fifty per cent (50%) of the voting Members are present or represented.

Only those representatives of Affiliated Organisations who have registered to attend the Extraordinary General Assembly shall be counted for the purposes of the quorum.

Decisions of an Extraordinary General Assembly

The decisions are taken by:

- a two thirds (2/3) majority of the voting Members present and represented for amendments of the Statutes;
- a three quarters (3/4) majority of the voting Members present and represented for the dissolution of ICOM.

Section 5 – Official invitation to the General Assemblies

The President of ICOM sets the agenda in consultation with the Executive Board, the Chairperson of the Advisory Council, and the Director General. The agenda for Extraordinary General Assemblies shall include the recommendation(s) made by the Executive Board or the Advisory Council or one third (1/3) of the National Committees.

An official invitation to an Ordinary General Assembly shall be sent at least thirty (30) days before the date of the meeting by the Director General to all the members of ICOM composing the Ordinary General Assembly.

An official invitation to an Extraordinary General Assembly shall be sent at least sixty (60) days before the date of the meeting on amendments of the Statutes or at least thirty (30) days before the date of a meeting on dissolving ICOM by the Director General to all the members of ICOM composing the Extraordinary General Assembly.

An announcement shall be published on the ICOM Website and communicated in a manner deemed most efficient.

The official invitation shall include the date, time and place of the meeting, as well as the General Assembly's agenda. Documents shall be made available in sufficient time for reflection and debate among ICOM's members, preferably at the time of the official invitation.

The meetings of the General Assemblies shall be held under the conditions laid down in the official convocation, in accordance with Article 25 of the Statutes.

Section 6 – List of Participants

An attendance sheet shall be signed during every General Assembly by the members present or by representatives, subject to the provisions of Article 25 of the Statutes. The President shall review the attendance sheet and attest to its accuracy.

Section 7 – Authority of the President

The President of ICOM shall preside over the debates during the General Assembly and shall be assisted, if necessary, by members of the Executive Board or the Secretariat, depending on the subjects to be discussed. In the event that the President of ICOM is unable to attend, this function shall be assumed by one (1) of the two (2) Vice-Presidents with mutual agreement between the two (2) Vice-Presidents.

Section 8 – Minutes

Minutes of the deliberations and decisions of each General Assembly shall be prepared by the Secretariat and approved by the Chair of that General Assembly. Copies or extracts shall be made available to members in electronic or printed form.

The minutes must indicate the date, place and agenda of the meeting, the mode of convening, the documents and reports submitted for discussion, a summary of the debates, the texts of the resolutions in addition to the results of the votes and the texts of decisions.

General Assemblies are recorded and each Member may request a copy of all statements he/she may have made during a General Assembly.

Article 10. Executive Board

Section 1 – Organisation

The Executive Board is the executive decision-making organ of ICOM and assumes the governing duties of ICOM. It consists of not less than nine (9) and not more than fifteen (15) elected members, as well as the Chairperson of the Advisory Council as an *ex officio* member.

Two (2) types of mandates are exercised within the ICOM Executive Board: (i) the mandate of Ordinary Member of the Executive Board, and the (ii) mandate of Member of the Bureau of the Executive Board, which includes the offices of Treasurer, Vice-Presidents and President.

Section 2 – Elections

The members of the Executive Board shall be elected by the Ordinary General Assembly for a three (3) year term of office under the conditions laid down in the Statutes and the Internal Rules.

Members elected to the position of Ordinary Member may not serve more than two (2) mandates as Ordinary Member.

Members elected to the position of Bureau Member may not serve more than two (2) mandates as a Bureau Member.

No person shall be permitted to serve more than four (4) mandates, i.e. two (2) mandates as Ordinary Member and two (2) mandates as Bureau Member. The *ex officio* capacity of the Chairperson of the Advisory Council shall be considered as an Ordinary Member of the Executive Board.

Only Individual Members in good standing shall be entitled to be elected to the Executive Board.

Persons elected to the Executive Board shall not be permitted to hold additional offices within ICOM, unless they have been authorised to do so by the Executive Board.

Section 3 – Meetings

The Executive Board shall meet in ordinary session at least four (4) times a year and as often as deemed necessary. One (1) of these meetings shall be held prior to any General Assembly in order to coordinate with the President of ICOM the modalities of that General Assembly.

Decisions taken by the Executive Board shall be made available to ICOM Members.

Section 4 – Duties of the Executive Board

The Executive Board is the elected head of the Organisation vested with the responsibility of overseeing the implementation by the relevant organs and bodies of the strategies identified by the General Assembly and taking the necessary measures to implement the General Assembly's decisions.

The Executive Board shall ensure the good management of ICOM, and shall oversee ICOM's various resources (financial, material, human, intellectual and technical), their use, disposal and development. It shall, in particular, approve the annual accounts of ICOM. It shall undertake to protect ICOM's reputation, international esteem and public regard and shall provide direction to the Secretariat.

It shall recommend the amount for the membership fees that shall be subject to the approval of the Ordinary General Assembly.

The Members of the Executive Board shall exercise their mandate diligently and loyally in the interest of ICOM. They shall act within the limits of the powers ascribed to them by the statutory and regulatory texts of ICOM, the decisions taken by the General Assembly the Executive Board itself, the Strategic Plan, the provisional budget and the law. They shall devote the necessary time and attention to the tasks and duties of the Executive Board. They shall not exceed their duties, act outside the scope of the Organisation, cause damage to the Organisation or act with negligence or imprudence.

Members of the Executive Board shall respect and implement the Code of Conduct established by the Executive Board and ratified by the Ordinary General Assembly.

Section 5 – Quorum and Decisions

The quorum of participation for an Executive Board meeting shall be constituted when more than fifty percent (50%) of the Members are present and/or represented.

Each Executive Board Member, including the Chairperson of the Advisory Council, shall be entitled to one (1) vote. In the event of a deadlock, the President of ICOM shall be entitled to exercise a casting vote.

All decisions of the Executive Board are taken by a simple majority between the Members present and represented.

Section 6 – The Bureau

The Bureau of the Executive Board consists of:

- the (1) President;
- the two (2) Vice-Presidents;
- the (1) Treasurer.

The President shall be entitled to address urgent issues and to provide *ad hoc* solutions in co-operation with the Bureau. The Bureau meets whenever necessary, when convened by the President or at the request of two (2) of the Bureau Members.

It shall take decisions by simple majority.

Such actions shall be reported to the Executive Board at the earliest opportunity with an explanation of the emergency and the subsequent action.

Section 7 – The President

The President shall be elected by the triennial General Assembly for a three (3) year term of office. He/she may be re-elected within the limits of the mandates and eligibility criteria laid down in the Statutes and the Internal Rules.

The President:

- is responsible for monitoring and ensuring the proper implementation of the guidelines, policies and decisions taken by the Executive Board or the General Assembly;
- participates in the definition of the Organisation's projects and strategy (actions to be implemented, financing, etc.);
- represents the Organisation within the scope of all civil acts;
- represents the Organisation with its associative, private and institutional partners as well as with public authorities;
- binds ICOM by his/her signature in agreements with third parties;

- communicates on behalf of the Organisation with the public, the press, the media and with the Members;
- orders expenses;
- can delegate his/her powers within the conditions provided by the Internal Rules;
- works in close collaboration with all organs and bodies of ICOM as well as with third parties;
- delegates all or part of its operational attributes and/or authority to the Director-General to manage ICOM's day-to-day operations;
- ensures the well-functioning of the Organisation (administration, logistics, human and financial resources);
- ensures, as the Director General's superior, that he/she implements the decisions taken by the President, the Executive Board and the General Assembly.

Within the Executive Board, the President:

- convenes meetings of the Executive Board on his/her decision, or at the request of one-third (1/3) of the Executive Board;
- sets the agenda;
- chairs and leads debates;
- warns the Executive Board of critical situations for the Organisation and proposes an action plan drawn up with the parties concerned;
- sets with the Executive Board the modalities for the implementation of the strategic orientation pertaining to ICOM's activities in its capacity as an international organisation representing museums and museum professionals, in accordance with the strategies decided by the General Assembly.

For General Assemblies, the President:

- convenes the General Assemblies in accordance with the conditions set by the Statutes;
- ensures the good preparation, organisation and running of General Assemblies;
- supervises the redaction of the annual report with the Secretariat and presents it to the General Assembly for approval;
- presides, leads and facilitates the debates;
- ensures the smooth running of the General Assembly and ensures that the agenda is respected.

Section 8 – The Vice-Presidents

The two (2) Vice-Presidents shall be elected by the triennial General Assembly for a three (3) year term of office. They may be re-elected within the limits of the mandates and eligibility criteria laid down in the Statutes and the Internal Rules.

The Vice-Presidents:

- assist the President in carrying out his/her duties;
- support the President in representing ICOM and promoting its objectives and activities worldwide;
- carry out the duties and tasks assigned to them by the President;
- replace the President in his/her absence or if he/she is unable to perform his/her duties;
- convene and chair meetings in the absence of the President;
- ensure the application and implementation of the various decisions taken by the ICOM organs and bodies;
- may provide assistance to the President in resolving issues at General Assemblies;
- ensure the monitoring of Treasury with the Treasurer and the President.

Section 9 – The Treasurer

The Treasurer shall be elected by the triennial General Assembly for a three (3) year term of office. He/she may be re-elected within the limits of the mandates and eligibility criteria laid down in the Statutes and the Internal Rules.

The Treasurer:

- is responsible for monitoring the financial policy adopted, the transparency and proper functioning of the financial and accounting system, and the financial capacity of the Organisation;
- participates in the definition of the Organisation's projects and their financing;
- works in close collaboration with stakeholders (ICOM organs and bodies, Standing Committees, Working Groups, auditor of accounts, banks, third parties to ICOM, etc.);
- makes proposals and ensures the implementation and use of management tools necessary for the performance of its mission (filing, archives, monitoring tools, etc.).

With regard to accounts, the Treasurer:

- analyses the Treasury plan and the financial data of the Organisation;
- ensures that the Organisation's accounts are properly kept;
- reviews the financial statements prepared by the Finance Department;
- follows the treasury plan.

With regards to budget, the Treasurer:

- participates in the preparation of the budget and budget estimates with the relevant stakeholders and in accordance with the decisions adopted by the ICOM organs and bodies;
- regularly reviews the financial forecasts and budgets;
- controls the financial flows;
- monitors and maintains financial inflows such as memberships, donations, dues and grants;
- optimises financial processes;
- participates in the preparation and monitoring of grant applications with the relevant stakeholders, including the budget allocated for each activity.

Within the Executive Board, the Treasurer:

- reports and presents regularly to the Executive Board the budget and any other financial matters of the Organisation (available funds, expenses to be incurred, etc.);
- warns the Executive Board on critical financial situations and presents an action plan established with the relevant stakeholders.

For General Assemblies, the Treasurer:

- prepares, together with the ICOM Finance Department and the auditor, the financial statements and the management report for the financial year ('annual financial report') and presents it to the General Assembly for approval and discharge;
- prepares the provisional budget for the following financial year (N+1) in accordance with the objectives and decisions of the Organisation in the short, medium and long term, and presents it to the General Assembly for information;
- may provide assistance to the President in his/her field of expertise;
- addresses the financial and accounting issues raised by the General Assembly.

Section 10 – Vacancy

In case of vacancy of the President's office for any reason whatsoever (impeachment, resignation, unavailability for more than three (3) months), the Executive Board shall appoint within fifteen (15) days one (1) of the Vice-Presidents to assume the presidency for the remainder of the term of office.

In case of vacancy of the office of Vice-President for any reason whatsoever (impeachment, resignation, unavailability for more than three (3) months), the Executive Board shall appoint an Ordinary Member to assume this function for the remainder of the term of office.

In case of vacancy of the Treasurer office for any reason whatsoever (impeachment, resignation, unavailability for more than three (3) months), the Executive Board shall appoint an Ordinary Member to assume this function for the remainder of the term of office.

If an Ordinary Member is called upon to serve as a Bureau Member due to a vacancy, the mandate exercised during the term of office shall be deemed to be a mandate of an Ordinary Member.

In case of vacancy of the position of an Ordinary Board member for any reason whatsoever (impeachment, resignation, unavailability for more than three (3) months), the position shall remain vacant until the following election is held by the General Assembly. However, if the Executive Board is composed of less than seven (7) members, an Ordinary General Assembly shall be convened as soon as possible in order to appoint a sufficient number of members of the Executive Board to respect the minimum number of members provided for by the Statutes.

Article 11. Auditing of Accounts

The Ordinary General Assembly shall appoint every sixth (6) year (renewable once) a qualified person or organisation to audit the accounts of ICOM. The person or organisation appointed as auditor shall prepare an annual report of ICOM's accounts to be presented to the Ordinary General Assembly.

Article 12. Advisory Council

Section 1 – Composition

The Advisory Council is the advisory organ of ICOM. It consists of Chairpersons (or their appointed representatives) of National and International Committees, Regional Alliances, and Affiliated Organisations.

Section 2 – Functions of the Advisory Council

The Advisory Council advises the Executive Board and the General Assembly, in the form of recommendations on matters concerning the policies, programmes, procedures and finances of ICOM, and may propose amendments to the Statutes. In addition, it advises on matters and activities in the general interest of ICOM, at the request of the Executive Board.

Recommendations are prepared by the Separate Meetings of the National and International Committees. The scope of the recommendations covers, but is not limited to, the internal functioning of the Organisation, the implementation of the Strategic Plan or the resolutions adopted by the General Assembly. They are presented by the Spokespersons of the National and International Committees and discussed at the Advisory Council meetings. They are non-binding and are sent to the Executive Board for its consideration. The Executive Board shall provide in a timely manner feedback on the feasibility of the recommendations and their possible follow-up and implementation at the next Advisory Council meeting.

Section 3 – The Chairperson, the Vice-Chairperson, the spokesperson for National Committees, and the spokesperson for the International Committees

The Chairperson and Vice-Chairperson of the Advisory Council shall be elected by the members of the Advisory Council for a three (3) year term of office. The Advisory Council Chairperson and Vice-Chairperson in accordance with the Statutes and Internal Rules may exercise up to two (2) consecutive mandates.

The Chairperson of the Advisory Council shall prepare, convene and chair the meetings of the Advisory Council, and shall serve as an *ex officio* Ordinary Member of the Executive Board.

The Vice-Chairperson carries out the functions and tasks assigned to him/her by the Chairperson; he/she provides for the proper organisation and functioning of the Advisory Council; he/she shall provide any assistance required by the latter and, in his/her absence, shall convene and chair meetings.

In the event of a vacancy in the office of Chairperson or Vice-Chairperson, the Advisory Council shall, at its next meeting, elect one (1) of its members to replace the former Chairperson or Vice-Chairperson for the remaining term of office.

Section 4 – Meeting

The Advisory Council meets at least once (1) a year in an ordinary session.

The Chairperson of the Advisory Council shall set the agenda in consultation with the Spokespersons of the National and International Committees and the Director General.

An official invitation to a meeting of the Advisory Council shall be sent at least thirty (30) days before the date of the meeting by the Director General to the members composing the Advisory Council.

The official invitation shall include the date, time and place of the meeting, as well as the meeting's agenda. Documents shall be made available in sufficient time for reflection and debate among ICOM's members, preferably at the time of the official invitation.

The meetings of the Advisory Council shall be held under the conditions laid down in the official convocation, in accordance with Article 25 of the Statutes.

Section 5 – Advisory capacity

Each National and International Committee, Regional Alliance and Affiliated Organisation shall have the right to attend the Advisory Council with one (1) consultation voice.

A member of the Advisory Council may be represented by another member of ICOM at a meeting of the Advisory Council, but no person may hold more than one (1) proxy.

Section 6 – Quorum and decisions

The quorum of participation for a meeting of the Advisory Council shall be constituted when fifty per cent (50%) of the voting Members are present or represented. Only those representatives of Affiliated Organisations who have registered to attend the meeting of the Advisory Council shall be counted for the purposes of the quorum.

If this quorum is not obtained, the Advisory Council shall, by decision of the Chair of the meeting, convene again at the same place within a period of twenty-four (24) hours at the latest. Irrespective of the number of voting Members present and being represented at that time, the Advisory Council shall have the power to deliberate.

The Advisory Council decisions shall be subject to a simple majority between the Voting Members present and being represented.

The minutes of the Advisory Council shall be drawn up by the Secretariat, approved by the Chairperson of the Advisory Council and made available to the Members of the Advisory Council.

Article 13. Separate Meetings and Spokespersons of the National and International Committees

Section 1 – Functions of the Separate Meetings

The National and International Committees shall meet respectively at the Separate Meetings of the National and International Committees. These meetings are prepared, convened and chaired by the Spokespersons of the National and International Committees and are intended, *inter alia*, to prepare the recommendations of the Advisory Council and to address all matters specific to each respective body.

Section 2 – Organisation of the Separate Meetings

The Spokespersons shall set the agenda in consultation with the Chairperson of the Advisory Council and the Director General.

An official invitation to a Separate Meeting shall be sent at least thirty (30) days before the date of the meeting by the Director General to the relevant Chairpersons of the National and/or International Committees composing the Separate Meeting.

The official invitation shall include the date, time and place of the Separate Meeting, as well as the meeting's agenda. Documents shall be made available in sufficient time for reflection and debate among ICOM's members, preferably at the time of the official invitation.

The Separate Meetings shall be held under the conditions laid down in the official convocation, in accordance with Article 25 of the Statutes.

The quorum of participation for a Separate Meeting shall be constituted when fifty per cent (50%) of the Members are present or represented. If this quorum is not obtained, the Separate Meeting shall, by decision of the Chair of the Meeting, convene again at the same place within a period of twenty-four (24) hours at the latest. Irrespective of the number of members present and being represented at that time, the Separate Meeting shall have the power to deliberate.

The quorum for decisions of the Separate Meeting shall be a simple majority between the members present and being represented.

Minutes of the discussions shall be prepared by the Secretariat and approved by each respective Spokesperson, and distributed accordingly to each Chairperson of the National and International Committee.

Section 3 – Election and role of the Spokespersons

One (1) Spokesperson of the National Committees shall be elected by the Chairpersons (or appointed representatives) of the National Committees and one (1) Spokesperson of the International Committees shall be elected by the Chairpersons (or appointed representatives) of the International Committees respectively for a three (3) year term of office.

The elections shall take place at the General Conference during each Separate Meeting and shall be effective at the end of the General Conference. Each Spokesperson may serve a second mandate in the same position. No person shall be permitted to serve more than four (4) mandates.

In the event of a vacancy in the position of Spokesperson of the National or International Committee, at its next meeting, which shall be convened by decision of the Chairperson of the Advisory Council, the Chairpersons (or appointed representatives) of the National or International Committees respectively shall elect one (1) of their Members as Spokesperson of the National or International Committee and shall replace the former Spokesperson for the remainder of the term of office.

Article 14. National Committees

A National Committee is a body of ICOM constituted as a separate legal entity, composed of a minimum of eight (8) ICOM Members, and authorised by the Executive Board to represent the interests of ICOM, museums and the museum profession in a given State. It organises the activities of ICOM in that State and is responsible for the management of its Members (including, but not limited to: the collection and transfer to ICOM of membership fees, the transmission of information to International Committees).

ICOM's Internal Rules set out the conditions for the structure and functioning of these National Committees and detail their missions.

Article 15. National Correspondents

Should no National Committee in a State exist, a Member of ICOM may be appointed by the Executive Board to be the National Correspondent of ICOM for that State.

Article 16. International Committees

An International Committee is a body of ICOM, composed of at least fifty (50) ICOM Members, and authorised by the Executive Board to implement the programmes and activities and to serve as a channel of communication between Members of ICOM with similar scientific and professional interests.

ICOM's Internal Rules set out the conditions for the structure and functioning of these International Committees and detail their missions.

Article 17. Regional Alliances

A Regional Alliance is a body of ICOM, composed of at least five (5) National Committees, and authorised by the Executive Board to serve as a forum for the exchange of information and co-operation between National Committees, museums and museum professionals of a given region.

ICOM's Internal Rules set out the conditions for the structure and functioning of these Regional Alliances and detail their missions.

Article 18. Affiliated Organisations

The Executive Board may grant affiliated status to an international organisation with the purpose of serving the interest of museums or the museum profession on an international level. It can be regionally or thematically defined.

Affiliated Organisations' activities shall conform to the statutory and regulatory texts of ICOM and adhere to the ICOM Code of Ethics for Museums.

Article 19. General Conference

Section 1 – General Conference

ICOM shall hold a General Conference every three (3) years.

The General Conference is a joint meeting forum for all the organs and bodies of ICOM.

At the General Conference, the members of the Executive Board, the Chairperson and Vice-Chairperson of the Advisory Council are elected.

When possible, the elections for the International Committees should take place during the General Conference.

Section 2 – Resolutions

At the General Conference, the Ordinary General Assembly may adopt Resolutions.

These shall be prepared in accordance with the procedure laid down in the statutory and regulatory texts of ICOM. They shall be consistent with the mission, Strategic Plan and objectives of ICOM. They shall provide a general framework for action on specific issues of importance to the global museum community.

Upon adoption, ICOM organs and bodies likely to be affected by the Resolutions shall work towards their implementation within three (3) years of adoption.

The Executive Board shall oversee the implementation and follow-up of the Resolutions, with the support of the ICOM network and the Secretariat.

Section 3 – Strategic Plan

Every six (6) years, the Ordinary General Assembly shall adopt a Strategic Plan that provides the network, organs and bodies of ICOM with a common understanding of the vision and mission, values and strategic direction of the Organisation for the next six (6) years.

All decisions and policies taken by the Organisation through its members, organs and bodies (including by means of Recommendations and Resolutions) must be consistent with the Strategic Plan.

The Strategic Plan shall be prepared in accordance with the decisions taken by the Executive Board and shall be carried out in consultation with all the organs and bodies of ICOM. It is submitted to the approval of the Ordinary General Assembly. Its implementation and monitoring shall be reviewed annually for any necessary updates approved by the Executive Board.

Article 20. Secretariat

Section 1 – Role

The Secretariat, consisting of the Director General and other staff members of ICOM, is the operational centre and hub of ICOM. It handles membership files, records and manages finances, and protects and promotes the identity of ICOM.

It is in charge of all statutory processes, related to the convening, organisation and holding of ICOM organs, including aspects relating to voting and election. It works closely with and for the Executive Board. It assists the President, supports the Treasurer, the Chairperson and the Vice-Chairperson

of the Advisory Council and the Spokespersons of the National and International Committees. It communicates and collaborates with all organs and bodies, as well as coordinates the work of all the different organs and office holders.

The Secretariat initiates, realises, develops, carries out and evaluates programmes based on ICOM's Strategic Plan and vision statement.

Section 2 – The Director General

The Director General is the chief executive officer employed by ICOM. The Director General is appointed by the ICOM President with the approval of the Executive Board, and reports directly to the President. The President sets his/her compensation and evaluates the performance of his/her duties. The Director General is responsible for the efficient and effective management of ICOM's resources required for the daily operations of the Secretariat, the promotion of the interests of ICOM and the communications with its Members, Committees and Working Groups.

Article 21. Income and Disbursements

Section 1 – Income

The financial resources of ICOM consist of the following:

- i. subscription fees paid by the Members;
- ii. income from ICOM assets and activities;
- iii. donations (in monetary or other forms) and grants;
- iv. payments received within the framework of contractual agreements for services rendered by ICOM;
- v. all resources authorised by the laws and regulations in force.

Section 2 – Disbursements

Expenditure of ICOM funds shall only be permitted to be made in accordance with the annual budget prepared under the guidelines established by the Treasurer and approved by the Executive Board.

Article 22. Languages

Section 1 – Official Languages

English, French, and Spanish shall be deemed the official languages of ICOM, and each may be used at General Assemblies or meetings of the Advisory Council and documents provided during these meetings must be made available in all three languages.

Section 2 – Other Languages

Any organ or body of ICOM may decide to use, in addition to the three (3) official languages, other languages for any meeting or document, provided several Members have made such request and the costs thereof are borne by these Members.

Article 23. Validation and Amendments

Section 1 – Entry into force

These Statutes shall become effective immediately upon adoption by the General Assembly.

Section 2 – Official Document

Since ICOM is registered in France as an Association governed by the French 1901 Associations Act, the French-language version of these Statutes shall be deemed the official document on which all future translations are to be based.

In the event of litigation or misunderstanding, the French-language Statutes shall be deemed applicable for the purposes of clarification.

Section 3 – Amendments

The Executive Board, the Advisory Council, National and International Committees, Regional Alliances, and Affiliated Organisations shall be permitted to propose amendments to the Statutes as well as to the Internal Rules of ICOM.

All Members must be duly convened in compliance with Article 9, Section 5.

The Extraordinary General Assembly can adopt amendments to the Statutes in compliance with Article 9, Section 4.

Article 24. Dissolution

Section 1 – Authority for Dissolution

Members of ICOM shall be permitted to take a decision to dissolve the Organisation in compliance with Article 9, Section 4.

Section 2 – Assets of the Organisation

In accordance with the provisions of the French 1901 Associations Act, any assets owned by ICOM at the time of dissolution shall be transferred to an organisation having similar aims to those of ICOM.

Article 25. Use of telecommunications to hold meetings of ICOM bodies

Notwithstanding any other statutory provision, the meetings of the ICOM organs and bodies may be held in person, via teleconference, videoconference and/or using any other means of telecommunication, that allows participants to be identified. These means may be used either individually or jointly.

Section 1 – Meeting

When at the meeting of an organ or body, members attend both in person and remotely, an attendance sheet for that meeting should be kept and approved by the Chairperson of that meeting.

General Assembly

The Executive Board will decide the manner in which the Ordinary and/or the Extraordinary General Assembly will be held (and the terms of participation), in consultation with the Director General.

This information will be included in the official invitation. Taking into account the constraints related to the manner in which the General Assembly is held, the official invitation may specify that one Member of each National and International Committee, Regional Alliance and Affiliated Organisation, shall act as the representative of the other Members of the said Committee, Regional Alliance or Affiliated Organisation and may speak in this capacity at the General Assembly. In this case, the representative will be deemed to represent the other voting Members of the said Committee, Regional Alliance or Affiliated Organisation in order to determine the participation quorum, on the understanding that the Members acknowledge that they have given the said representative authority in this respect.

Executive Board

The format of the Executive Board sessions (and the terms of participation in it) shall be decided by the convener and information on the format of the meeting shall be included in the invitation.

Advisory Council

The format of the Advisory Council meetings (and the terms of participation in it) shall be decided by the convener, following consultation with the Executive Board and the Director General, and information on the format of the meeting shall be included in the invitation. The same format shall then apply to the Separate Meetings of the National and International Committees, which are scheduled along with the Advisory Council meetings.

Section 2 – Vote

The terms of participation for meetings of the ICOM organs and bodies, referred to in Article 25, Section 1, shall specify whether the votes at these meetings may be cast by show of hands, by paper ballot (either cast at the meeting and/or by correspondence), by online ballot, by electronic ballot and/or by any other means of telecommunication. These means may be used either individually or jointly.

To calculate the participation and decision quora, any Member who has voted in accordance with the procedures set out in the invitation shall be deemed to be present.

If the participation quorum is not reached, the Chair of the meeting may convene another meeting of the ICOM body concerned, under the same terms, within twenty-four (24) hours; in which case, the participation quorum for this second meeting shall be as set out in the statutory provisions for that body.