

Explanatory Memorandum

Responding to CIMAM's new legal status as Affiliated Organization of ICOM as well as to the new realities of the contemporary art museum sector, the CIMAM Board has prepared a draft proposal with changes to the bylaws with the aim to bring them up to date and improve the operations of CIMAM. These have been made in the context of CIMAM's commitment to the ICOM Code of Ethics for Museums as the guiding principle.

The proposed changes are intended to clarify the criteria and conditions for joining CIMAM according to the different categories of membership available; to reformulate the rights and obligations of the members; to update the operating system of the General Assembly and establish a procedure for amending the association's bylaws; to clarify the composition as well as the election of the board of directors and to eliminate obsolete articles concerning ICOM.

In green are highlighted the explanation of the proposed changes; in orange are highlighted the new contents and modifications and in black are the current version of the bylaws.

CIMAM Bylaws

PART I

NAME, PURPOSE, HEADQUARTERS AND SCOPE

Article 1

1. Under the name of the International Committee for Museums and Collections of Modern Art (CIMAM), hereinafter CIMAM, an Association is constituted under the Organic Law 1/2002, 22 March, and complementary regulations, with a legal personality and the full capacity to act on a not-for-profit basis.

Proposal of addition: We propose to add a second paragraph to the text of this Article 1 in order to indicate that CIMAM is recognized by ICOM as an Affiliated Organization and, therefore, commits itself to respect its internal regulations and Code of Ethics for Museums. The wording we propose would read as follows:

2. CIMAM is an Affiliated Organization of ICOM, International Council of Museums, and commits itself to abide by the internal regulations of the ICOM and its Code of Ethics for Museums, within the framework of the Spanish Constitution, the aforementioned Organic Law and the rest of the legal system.

Article 2 This Association is constituted indefinitely.

The current wording of Article 3 is:

Article 3 The aims of this Association are:

- Formulate and carry out a program related to modern and contemporary art and professional matters related to this activity;
- Encourage scientific research in this field;

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- Provide a forum for communication, cooperation and exchange of information between museums, visual arts professionals, artists and others interested in modern and contemporary art;
- Represent the interests of artists, museums of modern art and professionals related to the visual arts who work in the public and independent sector.

Proposal of amendment of [Article 3](#) is: **The aims of this Association are:**

- Provide a forum for communication, cooperation, exchange of information and debate on issues of common concern between museums, not-for-profit collections and artists, museum professionals and others interested in modern and contemporary art;
- Represent the interests anchored in the principles and values of museums and not-for-profit collections of modern and contemporary art, as well as all professionals associated with this sector;
- Encourage research relating to the field of museums of modern and contemporary art in this area;
- Ensure that ethical and professional standards appropriate to modern and contemporary art museums are established and adhered to.

The current wording of [Article 4](#) is:

[Article 4](#) The Association performs the following to fulfil these aims:

- Organization of an Annual Conference based on a topic for discussion and investigation among invited speakers and conference attendees, who are largely CIMAM associated members, but who may also be other museum and contemporary art collection professionals.
- Publication where the papers and conclusions presented at the Annual Conference are presented. The publication is in digital format (PDF) and is available to all interested parties free of charge through the CIMAM website.
- CIMAM TV: The Association makes a Vimeo channel available to all stakeholders for free through its website, which holds videos of the presentations and interventions made during the Annual Conference.
- A Travel Grants Program to promote equality and the participation of contemporary art professionals from different countries and regions of the world in the Annual Conference.
- Free admission for associate members of CIMAM to participating institutions, museums and collections worldwide.
- Travelling exhibition program to encourage resource sharing and collaboration among institutions, by offering museums associated to CIMAM an area to post information on available travelling exhibitions. The information is accessible to all interested parties free of charge at the CIMAM website.

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- Contemporary Art Museum Observatory and newsletter: Information about the different situations of museums and collections around the world, and in regions affected by the economic crisis and global politics; as well as sending information about CIMAM activities and programs.
- CIMAM associated membership program (see Part IV).

Proposal of amendment of Article 4 is: **The Association performs the following to fulfil these aims:**

- Organize an Annual Conference to debate theoretical, ethical, and practical issues concerning institutional and museological activities in the field of modern and contemporary art, to share experiences and promote best practice
- Make the papers of the Annual Conference available free of charge to CIMAM members via recording or publishing on-line
- Establish professional codes of practice and ethical standards for institutions and individuals;
- Monitor the implementation of these codes of practice and standards through Museum Watch: an advocacy program addressing critical situations that have an impact on museums and other not-for-profit institutions of modern and contemporary art
- Provide a supportive network for professional development (e. g. a Travel Grants Program to promote equality and the participation of contemporary art professionals from different countries and regions of the world in the Annual Conference);
- Provide free admission for members of CIMAM to participating institutions, museums and collections worldwide.

Article 5 The Association has its registered office at Fabra i Coats, C/Sant Adrià, 20, Barcelona, 08030, Spain. CIMAM operates mainly in the Spanish geographical area, but also internationally where some of its associate members reside and parts of the General Assemblies are held.

Proposal of addition: We propose to add a precept (Article 6) in this Chapter, the object of which is the definitions of some terms used in the Bylaws, with the following wording.

Article 6 The following terms used in the Bylaws have the meaning defined in this Article. No distinction is made between singular and plural.

a) *Museum*. A museum is a not-for-profit, permanent institution in the service of society and its development, open to the public, which acquires, conserves, researches, communicates and exhibits the tangible and intangible heritage of humanity and its environment for the purposes of education, study and enjoyment (ICOM definition of Museum).

b) *Full Member*. A full Member of CIMAM is a person or institution whose application for membership of CIMAM has been accepted as such, and has paid the annual dues set by the General Assembly for the period in question, enjoying all the rights recognized in these Bylaws.

c) *Museological nature*:

d) *Governance structure*:.....

Proposal of amendment of the structure of the Bylaws: Starting from Chapter II, we propose a modification to the order in which these Bylaws are structured, in such a way that Chapter II will

regulate the Members, Rights and Duties, [Chapter III](#), the General Assembly, [Chapter IV](#), the Board of Directors, [Chapter V](#) the Financial System, [Chapter VI](#) the Procedure of Modification of the Statutes and [Chapter VII](#) the Dissolution of the Association. The wording we propose would be as follows:

PART II

CIMAM ASSOCIATE MEMBERS

The current wording of [Article 8](#) (which will be modified to number 7) is:

Article 8 CIMAM Associate members program:

Individuals and Organizations wishing to join the CIMAM members program accept the ICOM Museums Code of Ethics and General Principles on Conditions for Discontinuing CIMAM Works.

Applications may be submitted at any time.

Institutions and individuals applying for CIMAM membership do not need to be ICOM members. CIMAM Board members evaluate each request separately, and all individual and institutional applications submitted are subject to final approval by the CIMAM Board.

Admission to CIMAM will be effective after approval of the request by the CIMAM Board, issuing of the corresponding invoice by the CIMAM offices and receipt of the appropriate fee for the current triennium.

To maintain the current membership, CIMAM members are recommended to renew payment of their fee every 3 years, without resubmitting the application for membership.

CIMAM membership is open to:

1. Contemporary or modern art museums* that have been open to the public for over 5 years and can demonstrate they have a governance structure that fits the definition of what constitutes a museum.

Directors and curators of museums of modern and contemporary art.

2. Modern and contemporary art collections may join CIMAM if they have been open to the public for over 5 years and can demonstrate they have an appropriate governance structure and a museological nature. Management of key museum functions (collection, conservation, research, exhibition and mediation) should be carried out by professionals. Museums and private collectors are also invited to apply to become CIMAM sponsor members.

The commissioners, directors and owners of public and private modern and contemporary art collections can also join CIMAM if they can demonstrate they have a museological nature. Most of their field of professional activity must be related to the basic functions of a museum.

3. Modern and contemporary art archives of outstanding value may join CIMAM if they have been open to the public for over 5 years and can demonstrate they have an appropriate governance structure and a museological nature. Management of key museum functions

(collection, conservation, research, exhibition and mediation) should be carried out by professionals.

The commissioners, directors and owners of public and private modern and contemporary art archives can also join CIMAM if they can demonstrate they have a museological nature. Most of their field of professional activity must be related to the basic functions of a museum.

4. Independent curators of modern and contemporary art may join CIMAM if they can demonstrate they have a museological nature. Most of their field of professional activity must be related to the basic functions of a museum.

5. Institutions such as exhibition halls, *Kunstvereine* and modern and contemporary art centers without their own collection may not join CIMAM unless they have been open to the public for over 5 years, are related to the basic functions of a museum and can demonstrate they have an appropriate governance structure. Management of key museum functions (collection, conservation, research, exhibition and mediation) should be carried out by professionals.

Commissioners and directors of exhibition halls, *Kunstvereine* and modern and contemporary art centers without their own collection may not join CIMAM unless they can demonstrate they have a museological nature and have an appropriate governance structure. Most of their field of professional activity must be related to the basic functions of a museum.

6. Biennial or triennial samples or those from Organizations of periodic modern and contemporary art events may not join CIMAM, as they do not meet the definition of a museum established in the ICOM articles of association. However, they are invited to join as CIMAM sponsor members.

Commissioners and directors of biennial, triennial and Organizations of periodic modern and contemporary art events may not join CIMAM unless they can demonstrate they have a museological nature. Most of their field of professional activity must be related to the basic functions of a museum.

7. Commercial modern and contemporary art galleries may not join CIMAM, as they do not meet the general criteria established in the ICOM articles of association.

The articles of association are very clear about this: museums are unmistakably not-for-profit institutions if they are not engaged in business. Thus, a gallery cannot be constituted as an institutional member of CIMAM.

Gallery curators and directors and modern and contemporary art dealers may not join CIMAM, as they do not meet the general criteria established in the ICOM articles of association.

While galleries and art dealers often collaborate with museums and frequently have museum professionals as consultants or as members of advisory committees, the nature of the role and business of galleries and art dealers are fundamentally different to that of a museum. Galleries have their own Organizations to represent and defend their interests, and are associations where museum professionals have no place, by definition. CIMAM is a professional association created for museum professionals, whether from the museum staff itself or external collaborators of the museum.

8. Architect companies may not join CIMAM, as they do not meet the general criteria established in the ICOM articles of association.

Architectural employees or independent firms of architects may not join CIMAM unless they can establish a significant link between their work and museum work. Most of their business must be related to the basic functions of a museum (collection, conservation, research, exhibition and mediation).

9. Embassies, consulates and artistic associations may not join CIMAM, as they do not meet the general criteria established in the ICOM articles of association. Generally speaking, they have spaces for exhibitions, but their main business is not museological or related to the functions of a museum.

The staff of embassies, consulates and artistic associations may not join CIMAM unless they can establish a significant link between their work and museum work. Most of their business must be related to the basic functions of a museum (collection, conservation, research, exhibition and mediation).

10. Publishers, art transport companies, companies that produce or sell products to museums, nor their owners or employees may join CIMAM, as they do not meet the general criteria established in the ICOM articles of association.

11. Members of boards of directors, foundation boards and other consultative bodies of a museum may not join CIMAM unless they can establish a significant link between their work and museum work. Most of their business must be related to the basic functions of a museum (collection, conservation, research, exhibition and mediation).

*ICOM articles of association, definition of a museum: "A museum is a permanent, not-for-profit institution, serving society and open to the public, which acquires, conserves, researches, exhibits and communicates both the tangible and intangible heritage of humanity for the purposes of study, education and recreation."

The condition of Associate member is non-transferable.

Proposal of rewording of [Article 8](#) (which will be re-numbered to be number 7) is: Notwithstanding the fact that the numbering of the articles should be modified because the structure of the current Bylaws has been altered, in our opinion it is an excessively extensive and descriptive precept. We propose the deletion of some paragraphs to simplify the requirements for membership and a new structure. The proposed wording would read as follows:

[Article 7](#) CIMAM Membership program:

Individuals and Organizations wishing to join the CIMAM members program must accept the ICOM Museums Code of Ethics and General Principles on Conditions of Deaccession from Modern and Contemporary Museum Collections. Institutions and individuals applying for CIMAM membership do not need to be ICOM members.

Individuals and institutions involved in any form of for-profit commercial activities in relation to artworks may not be members of CIMAM.

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1. CIMAM Institutional Membership

Institutional membership is open to contemporary and modern art museums* and archives that have been open to the public for over 5 years and can demonstrate an appropriate governance structure in accordance with the ICOM definition of a museum, with key museum functions (collection, conservation, research, exhibition and mediation) undertaken by professionals

Institutions such as exhibition halls, *Kunstvereine*, biennials and art centers may not join CIMAM unless they have can fulfil the above criteria.

Commercial modern and contemporary art galleries may not join CIMAM, as they do not meet the general criteria established in the ICOM articles of association

Architecture companies may not join CIMAM, as they do not meet the general criteria established in the ICOM articles of association.

Embassies, consulates and artistic associations may not join CIMAM, as they do not meet the general criteria established in the ICOM articles of association. The staff of embassies, consulates and artistic associations may not join CIMAM unless they can establish a significant link between their work and the functions of an art museum.

Publishers, art transport companies, companies that produce or sell products to museums, or their owners or employees may not join CIMAM, as they do not meet the general criteria established in the ICOM articles of association.

2. CIMAM Individual membership

Directors and curators working in modern and contemporary art museums and archives are eligible to join CIMAM

Independent curators of modern and contemporary art, curators working in biennales and non-collection-based modern and contemporary art institutions may join CIMAM if most of their field of professional activity is related to the functions of an art museum.

Commercial gallery curators and directors and modern and contemporary art dealers may not join CIMAM, as they do not meet the general criteria established in the ICOM articles of association.

Members of boards of directors, foundation boards, collectors and other consultative bodies of a museum can only join CIMAM as contributing members unless they are working professionally in the field of modern and contemporary art museums

3. Applications may be submitted at any time. The CIMAM Board evaluates each request separately, and all individual and institutional applications submitted are subject to final approval by the CIMAM Board.

4. Admission to CIMAM will be effective after approval of the request by the CIMAM Board, issuing of the corresponding invoice by the CIMAM offices and receipt of the appropriate fee for the current triennium.

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5. To maintain their membership, CIMAM members should renew payment of their fee every 3 years, without resubmitting an application for membership.

6. Associate membership is non-transferable

Any reference to museums, collections, archives, institutions, exhibition halls, art centers and exhibitions mentioned in the preceding section, must be understood as referring to modern and/or contemporary art.

*ICOM articles of association, definition of a museum: "A museum is a permanent, not-for-profit institution, serving society and open to the public, which acquires, conserves, researches, exhibits and communicates both the tangible and intangible heritage of humanity for the purposes of study, education and recreation."

The current wording of Articles 9, 10 and 11 is as follows. Proposal of rewording: It is essential to clarify the categories of membership and include contributing members because, although there are certain references in the Articles of Association, they do not appear in this precept. We understand that it is necessary to alter the order of the articles (9, 10 and 11 current) so that the regulation on the loss or cessation of the condition of associate is located after the delimitation of the rights and duties of the members. We also believe it convenient to add further cases of suspension or loss of associate status. The proposed wording of these three articles (Articles 9, 10 and 11) is as follows:

Article 9 The Association will have the following classes of members:

- a) Individual or Institutional Members who have been accepted as members by the CIMAM Board,
- b) Members donating to CIMAM and
- c) Honorary Members, who have served on the CIMAM Board and are considered to have performed outstanding services on behalf of CIMAM. They are appointed for life without having to pay any fee. In special circumstances, honorary members may form a special Advisory Committee to the Board.

Proposal of rewording of Article 9 (which has been re-numbered to 8):

Article 8 **The following categories of members shall exist within the Association:**

- a) Individual or Institutional Members. The persons and institutions defined in Article 7 of these Bylaws that have been accepted as full members by the Board of Directors of CIMAM.
- b) Honorary Members. Those CIMAM Members who are considered to have performed outstanding services on behalf of CIMAM on the recommendation of the board. They are appointed for life. Individuals are awarded the title of Honorary Members by the General Assembly. They shall be full voting members.
- c) Contributing Members. Persons and organizations that wish to support CIMAM financially and are motivated by their interest in modern and/or contemporary art. These may include members of boards of directors, foundation boards, collectors and other consultative bodies of a museum. Individuals and organizations who wish to be

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Contributing Members should apply to the Board for approval. They shall not be voting members.

No other category of membership shall be considered valid or applicable at any level other than those described.

The current wording of [Article 10](#) is:

Article 10 Members' rights

- **Individual, Institutional and Honorary:**

a) Once applicants have been admitted as members of CiMAM by the Board, they acquire certain rights, such as that of participating in activities and programs and attend meetings organized by the Association.

b) Persons who are admitted as members of CiMAM by the Board are entitled to vote at CiMAM meetings, stand for election to the Board, vote in elections to the Board and be appointed as representatives of CiMAM to vote in the ICOM General Assembly and the ICOM General Conference.

- **Contributors:**

a) Once applicants have been admitted as members of CiMAM by the Board, they acquire certain rights, such as that of participating in activities and programs and attending meetings organized by the Association; although they are not entitled to vote.

Proposal of rewording of [Article 10](#) (which has been re-numbered to 9) is:

Article 9 Members' rights:

1. The following are the rights of full members of the Association:

a) Eligibility for election to the Board. Individual members may submit their candidature to the Board.

b) Voting rights: All members have the right to vote at CiMAM's General Assembly meetings and to vote in the elections to the Board.

c) Right of representation: All members have the right to be appointed as CiMAM's representative to vote at the ICOM General Assembly and ICOM General Conference.

d) Right to participate: All members can participate in the activities and programs of the Association and attend the meetings organized.

2. Contributing members only have the right to participate recognized in paragraph (d) of the preceding paragraph.

The current wording of [Article 11](#) is:

Article 11 Members' obligations

- **Individual and Institutional:**

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- a) Comply with these Articles of association.
- b) Pay the fees established.
- c) Accept the ICOM Code of Ethics for Museums and General Principles on Conditions for Discontinuing CiMAM Works.

- **Contributors and Honorary:**

- a) Comply with these Articles of association.
- b) Accept the ICOM Code of Ethics for Museums and General Principles on Conditions for Discontinuing CiMAM Works.

Proposal of rewording of [Article 11](#) (which has been re-numbered to 10) is:

Article 10 Members' obligations:

1. The following are the obligations of the Individual and Institutional Members:
 - a) Comply with these Bylaws.
 - b) Pay the quotas that are fixed.
 - c) Accept the ICOM Code of Ethics for Museums and the General Principles on Conditions of Deaccession from Modern and Contemporary Museum Collections.
 - d) Abide by and comply with the resolutions validly adopted by the governing and representative bodies of the Association.
2. Contributing and Honorary Members must fulfill the obligations indicated in the preceding paragraph except for the payment of regular membership fees.

The current wording of [Article 9.1](#) is:

Article 9.1 Terminating the association with CiMAM: Membership of CiMAM with a right to vote will cease if the member:

- a) Voluntarily resigns from the Association,
- b) Does not provide the subscription fee for the services agreed for a period of 3 years, unless an exemption has been previously agreed.

Proposal of rewording of [Article 9.1](#) (which has been re-numbered to 11):

Article 11 Terminating the association with CiMAM:

1. CiMAM's voting affiliation may be voluntarily lost by resignation or by decision of the Board of Directors for one of the following reasons:
 - a) Infringement of the ICOM Code of Ethics
 - b) Non-payment of the subscription fee for the services agreed for a period of 3 years, unless an exemption has previously agreed.

PART iii

GENERAL ASSEMBLY

Proposal for amendment: First of all, we believe it would be appropriate to divide the article into several sections. Secondly, we consider it advisable to specify which partners are entitled to vote in the first paragraph. We also propose the establishing of two notices for the General Assembly with a 15-minute difference between them and less restrictive quorums than those currently in existence. The wording would be as follows (highlighted red):

Article 12 General Assembly:

1. This is the supreme governing body of the Association and will consist of all associate members. **Only full members of the Association shall be entitled to vote. The Contributing members may attend the General Assembly and contribute to the discussion but may not vote.**
2. The ordinary General Assembly shall be held at least once a year, coinciding with the CIMAM Annual Conference, to approve, if necessary, the management of the Board, the budget and the annual accounts.
3. CIMAM will hold an extraordinary General Assembly when deemed necessary to fulfil its objectives and implement its program, when the Board agrees to it or when requested by at least 10% of associate members.
4. Notices of General Meetings will be sent electronically with the place, day and time of the meeting, the agenda and a concrete expression of the matters to be discussed. The dates and location of the notice for the General Assembly will be communicated to Association members at least ~~6 months in advance~~ **1 month in advance** so the date and time of the second notice for the Assembly can be recorded, ~~which must be at least one hour later than the first,~~ **with no delay of less than 15 minutes.**
5. **Twenty days before the General Assembly, the documentation relating to the matters to be addressed should be sent to the members by electronic means and should be published for general information.**
6. **The meetings of the General Assembly are presided by the President of the Association. If not present, he/she is replaced by the Board member appointed by the Board from among the oldest members. The Secretary must act as Secretary who occupies this position in the Board.**
7. **General Assembly powers:**
 - a) Submit a report on the work done by the Association during the previous year;
 - b) Report on the finances of the Association during the previous year;
 - c) Submit a revised annual draft of the CIMAM program and approval of the proposed program for the following year;
 - d) Present a review of the working group activities and renew their mandates, if appropriate;
 - e) Examine and approve the annual accounts;
 - f) Approve the budget for the following year;
 - g) Approve the management of the Board;
 - h) Elect Board members;

- i) Approve ordinary or extraordinary fees;
- j) Approve the dissolution of the Association;
- k) Approve any amendments to the Articles of Association, including a change in the registered office;
- l) Approve the arrangement or disposition of assets;
- m) Any other competence not attributed to another company entity.

8. The following require agreement from an Extraordinary General Assembly convened for that purpose:

- a) Amendments to the Articles of Association, including a change in the registered office;
- b) Dissolution of the Association.

9. Both ordinary and extraordinary General Assemblies will be validly constituted at the first notice when ~~50%~~ 30% of the voting associate members are present to vote in person or online. They will be validly constituted on the second notice, irrespective of the number of associate members eligible to vote.

10. Each member will have 1 vote on any matter submitted to the Association in the CiMAM General Assemblies.

11. Decisions will be taken by a simple majority of those present or represented in favor of a motion compared to those against; null votes or abstentions will not be included in this count. A qualified majority of those present or represented will be needed when the voting result exceeds half of these for:

- a) Dissolution of the Association;
- b) Amendments to the Articles of Association, including a change in the registered office;
- c) Arrangement or disposition of fixed assets.

PART VI

BOARD OF DIRECTORS

Proposal of amendment: We believe that it is convenient to divide the current Article in several sections and eliminate the term "coopted", as its nature, origin and meaning are unknown. We also propose the establishing of a tie-breaking system where two or more candidates have obtained the same number of votes, and finally alter the order of the section that regulates the way vacancies are filled so that it is placed after the causes of termination of office. Furthermore, in the same way that it establishes that the time for which the Secretary-Treasurer occupies the position in functions will not be computable as time dedicated to his/her elect position also should be established for the President in functions. We also set out how to cover the President's absence at a Board meeting. The wording would be as follows (we highlight our proposal of modification in orange):

Article 13

1. **Composition:** The Association will be managed and represented by a Board consisting of a President, a Secretary-Treasurer and at least 10 other members elected by associate members of CiMAM. The number of Board members will not exceed 15, ~~including up to a maximum of 3 additional members co-opted by the Board if required.~~ of which 80% should hold leadership positions in modern and contemporary art museums. All members of the Board provide their services on a voluntary basis.

2. **Election and duration of the positions:** Board members will be nominated for a period not exceeding 3 years at a General Assembly by members with a right to vote. Board members may be reappointed for a maximum of 2 additional times if they wish and remain eligible for this purpose. Thus, no-one can be a Board member for more than 9 years continuously. However, the President and the Secretary/Treasurer may only be re-elected to serve a second term of the same duration (a total of 6 years).

The new elected Board of Directors, along with the outgoing, must then elect the new President and Secretary-Treasurer from among the members of the newly elected Board and inform members of the results of this election during the General Assembly, as soon as the Board has the final results.

No more than 3 members from a country can sit on the Board at any one time to ensure adequate geographical representation amongst it and for other strategic reasons. ~~The term of office of co-opted members is at the discretion of the Board.~~

The current wording of this paragraph is:

Any member of CiMAM of good standing is eligible for election or co-option to the Board, subject to the limitations imposed by the articles of association; although being of age, in full possession of civil rights and not falling within grounds of incompatibility as established by law are prerequisites. Preference will be given to candidates who are actively working in museums and related institutions. Candidates for election to the Board may be submitted by any active member of CiMAM (i.e. those who have met the CiMAM membership fees).

Proposal of rewording of this paragraph:

Any individual member of CiMAM who is an active museum professional or former museum professional (with at least 5 years museological career) or academic museologist is eligible for election to the Board. Candidates for election to the Board may be submitted by any active member of CiMAM (i.e. those who have met the CiMAM membership fees). 80% of board members should hold leadership positions in museums of modern and contemporary art.

3. **Election to the Board:** The Board of Directors will be elected by the vote of eligible members at the CiMAM Ordinary General Assembly. The outgoing Board will invite nominations for the next Board at least 4 months before the General Assembly. The Board will electronically inform all members entitled to vote of the names and qualifications of the candidates at least 2 months before the start of the Assembly. Existing members of the Board who wish to stand for re-election should inform the Secretary-Treasurer within the same period of time so that their names can be included in the list of candidates. Active members unable to attend the General Assembly can vote directly via email or online, by making sure their votes reach the executive team at least 1 week before the start of the Assembly. ~~in the event that two or more candidates~~

have obtained the same number of votes, the candidates with oldest membership with CIMAM shall be deemed to have been chosen.

4. Reasons for terminating the position: Membership in the Board terminates when the member:

- a) Resigns for any reason;
- b) Ceases to be a full member;
- c) Fails to attend 3 consecutive Board meetings without providing any justification to the Board of the circumstances involved or fails to remain in contact with the other members of the Board for more than 6 months.

The current wording of this paragraph is:

5. Terminating a Board position: The President chairs the Board. When a president cannot complete his term of office, the Board will select one of the Board members to act as President by a simple majority until the next election. When a Secretary-Treasurer is unable to complete his term of service, the Board will select one of the Board members to act as Secretary-Treasurer by a simple majority until the next election. The time a Board member acts as Secretary-Treasurer will not count as time dedicated as an elected official. If a Board member is unable to complete his term of service, the position will remain vacant until the next election.

Board members who have surpassed the period for which they were elected can continue to hold office until a replacement is accepted.

Proposal of rewording of this paragraph:

5. Vacancies on the Board of Directors shall be filled as follows:

- a) If the President position remains vacant, or in the event of incapacity or impossibility of completing his/her term of office, the Board shall select one of the members of the Board by a simple majority to act as acting President until the next election.
- b) If the position of Secretary-Treasurer remains vacant, or in the event of incapacity or impossibility of completing his/her term of office, the Board shall select one of the members of the Board by simple majority to act as acting Secretary-Treasurer until the next election.
- c) If a Board member position remains vacant or in the event of incapacity or impossibility of completing his/her term of office, the position will remain vacant until the next election.

The time a Board member acts as Secretary-Treasurer will not count as time dedicated as an elected official.

Board members who have surpassed the period for which they were elected shall continue to hold office until a replacement is accepted.

6. Frequency of Board meetings: The Board will meet at least once a year or as deemed necessary by its President or at the request of one-third of the associate members. Advance notice of 30 days will be communicated via electronic means.

7. **Valid constitution of the Board:** The quorum for Board meetings will be one-third of Board members present in person or by teleconference. Board members may delegate their votes to another in case of excused absence. **The Board shall be chaired by the President or, in case of absence, impossibility or illness, by a member designated by the Board.**

8. The Board approves decisions by a simple majority vote, with the President having a casting vote, in the case of a tie.

Proposal of addition:

9. **The decisions of the Board of Directors must be recorded in minutes and signed by the President and Secretary-Treasurer. At the beginning of each meeting of the Board of Directors, the minutes of the previous meeting should be read so that they may be approved or corrected, if appropriate.**

10. **Board Powers:** In general, all aims of the Association come under its powers. Particular powers of the Board are:

- a) Directing the activities and financially and administratively managing the Association, with the CIMAM Board being able to contract staff to perform the financial and administrative management. The executive team will be hired under the employment laws of the country in which the Association is registered.
- b) Implementing the resolutions of the General Assembly.
- c) Deciding on the admission of new associate members.
- d) Creating working groups with specific mandates to facilitate the implementation of its program. Each working group will designate a coordinator from among its members to report at each board meeting on the progress made in fulfilling its mandate. Each of these board meetings will review the need for these working groups and renew their mandates, if necessary.
- e) Any other power that is not the exclusive competence of the General Assembly of members.

11. **Board member powers:**

a) **President:** To represent the Association in all kinds of public or private bodies; call, preside, close and direct the proceedings of General Assemblies and Board meetings; order payments and authorize documents, minutes and correspondence by signing; adopt any urgent measure for the proper operation of the Association and advise on the progress of its activities if required or desirable, without prejudice to subsequent accounting to the Board.

b) **Secretary-Treasurer:** Formulating and submitting the balance sheets and financial statements for the approval of the General Assembly; keeping the minutes of General Assemblies and Board meetings; issuing certifications; maintaining legally established Association books and the associates file and keeping the documentation of the Organization; facilitating communication regarding Board appointments and other registrable company agreements to the corresponding Registries, as well as fulfilling the documentary obligations in accordance with the law; collecting and keeping the funds of the Association and complying with payment orders issued by the President.

c) **Members:** Responsible for managing the affairs of CIMAM and ensuring the International Council of Museums (ICOM) statute requirements and these standards are met.

12. Before it is held, the Board will ensure that no member of the Association is prevented from attending a CIMAM meeting by the Government of the host country.

13. Each calendar year, the Board will prepare a report on the Association activities during the previous year which will be sent to all members and discussed in the General Assembly.

14. After consulting with as many Association members as possible, the Board will appoint 3 members of the Association with a voting right to vote on its behalf in an ICOM General Assembly and in electing the Executive Council, or if the Association believes it will not be represented in the Assembly.

15. The Board will ensure that CIMAM members are always properly informed of the work of the Board, the Association's plans for activities and any other matters pertinent to the work and functions of CIMAM. It may publish a regular newsletter or communicate with members by any other means it considers appropriate.

PART V

FINANCIAL SYSTEM

Proposal of amendment: We propose deleting the reference to the authorization of ICOM and deleting all bank balances. The wording would be as follows (we highlight our proposed amendment in orange):

Article 14 CIMAM finances:

1. CIMAM is empowered to raise the funds it deems necessary for its operations. It can impose an annual membership fee for its members, renewable every 3 years, and is also empowered to impose specific fees for particular services.

2. The Association may impose any registration fees deemed necessary for participation in the General Assembly and other meetings.

3. The Association may receive grants and donations and accept subscriptions from sponsors.

4. The Association may produce and sell publications at its own charge, ~~but will inform the ICOM Director before doing so.~~

5. All amounts received by CIMAM will be paid into a bank account created for this purpose and all payments made on behalf of CIMAM will be issued from this account. CIMAM will maintain proper records of all amounts received and spent each year, and will present a financial report to the members at each CIMAM General Assembly.

~~Article 12.5 CIMAM will forward a copy of the Association financial report to the ICOM Director General for submission to the Executive Council.~~

6. CIMAM will follow European and Spanish tax regulations. The fiscal year will begin on January 1 and end on December 31.

~~Article 12.7 On May 22, 2015 CIMAM was registered as a non-profit association in Spain with an initial balance of €89,783.63, of which €74,842.86 will be deposited in the La Caixa bank (Caixa d'Estalvis i Pensions de Barcelona), account no 2100-3275-24-2200070822 in the name of CIMAM, and €14,940.76 deposited in the bank HSBC France in Paris, account no 05110017884EUR in the name of CIMAM.~~

PART VI

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Proposal of amendment: It is essential to complete the regulation, as the current amendment procedure is not contemplated and a very strong majority is required, which makes it practically impossible to carry out a statutory reform. Specifically, the current Article 13.2 requires the votes in favor of three quarters of the members (it does not specify whether they are the members of the Association or the members present or represented in the Assembly), as opposed to the qualified majority (half plus one of the assistants), required by Article 7.8. b) of the current Bylaws. One possible regulation would be as pointed out below:

The current wording of Article 13 is:

Article 13 Amendments to the CIMAM Articles of association:

The CIMAM Articles of association adopted by the General Assembly may be amended at any subsequent General Assembly, notwithstanding the change affecting the provisions of Article 7 of the Organic Law 1/2002, which requires the resolution to be adopted by the General Assembly convened specifically for that purpose and must be registered after a period of 1 month has elapsed.

Article 13.1 Any proposed amendments to the regulations must be made and seconded by full members of the Association. The text of any proposed amendment, together with explanatory material, will be submitted to the Board President at least 28 days before the General Assembly in which it will be discussed.

Article 13.2 Approval and amendment of the regulations require a 75% majority of members.

Proposal of rewording of Article 13 (which has been re-numbered to 15):

Article 15 Amendments to the CIMAM Articles of association

1. The amendment of CIMAM's Bylaws will follow the procedure below:

- a) The procedure will be initiated by agreement of the Board of Directors ordering the study of the proposal and drafting of the initial document.
- b) The proposed amendment of the bylaws will contain the articles ordered by subject.
- c) The project will be approved by the Board of Directors and will be submitted to public information of all the associates for a period of not less than one month, so that the

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members of the association with full rights can learn of the proposed modification and formulate any allegations, suggestions or amendments that they deem appropriate.

d) Once the period of public information is over, the allegations presented will be reported and submitted to the Board of Directors for resolution.

e) The Board of Directors shall communicate the resolution to the associates who have presented arguments and shall order the preparation of a consolidated text in which the content of the allegations, amendments and suggestions accepted by the Board of Directors shall be incorporated.

f) The final document will be presented for final approval by the Extraordinary General Assembly, with clear expression of the articles that are intended to be modified, deleted or added.

g) The agreement to amend the bylaws must be registered within one month.

2. The final text of the amendment that will be submitted to the Extraordinary General Assembly for approval together with the explanatory material will be sent to the members at least 28 days before the General Assembly, where it will be debated and voted upon.

3. The approval of the amendment of the Bylaws will require a qualified majority of the persons present or represented that will result when the affirmative votes exceed half of these votes.

PART VII

DISSOLUTION OF THE ASSOCIATION

Proposal of amendment: We propose deleting the reference that in the event of dissolution the assets should be transferred to ICOM. We also propose the addition of two paragraphs which attribute the decision of the destination of the assets to the Assembly and, where appropriate, the constitution of a liquidating commission. The wording would read as follows (we highlight our proposed amendment in orange):

Article 16 Dissolution of CIMAM

1. The Association may be dissolved by decision of the CIMAM General Assembly in accordance with the qualified majority of members consulted.

~~Article 14.1 If the Association is dissolved, any assets will be transferred to the ICOM headquarters and be disposed of as the Executive Board deems appropriate, providing this does not undermine the non-profit nature of the Association.~~

2. Once the dissolution has been agreed upon, the General Assembly shall take the appropriate measures with regard to the destination of the assets and rights of the association, as well as the purpose, termination and liquidation of any pending operations.

3. The Assembly is entitled to elect a liquidation commission whenever it deems it necessary.

Place, Month, Day, Year

