

Registered at the Societies and Foundations Register

Riga, March 4, 2010

Nr. 40008154939

DRAFT

STATUTES

OF THE PROMOTIONAL SOCIETY OF MUSEOLOGY IN THE BALTICS

## **1. Name of the Society and Activities**

- 1.1. The Promotional Society of Museology in the Baltics (furthermore – the Society) is an independent legal entity, whose aims and activities are outlined in these statutes.
- 1.2. The name of the Society in Latvian is „*Baltijas Muzeoloģijas veicināšanas biedrība*”, with the acronym BMVB, while the name in English is the „Promotional Society of Museology in the Baltics”, with the acronym PSMB.
- 1.3. The activities of the Society are based on the „Law on Societies and Foundations” of the Republic of Latvia, as well as on other laws of the Republic of Latvia, associated normative acts and these statutes.
- 1.4. The activities of the Society are aimed toward the development of civil society, the promotion of science and culture, and an understanding of the creation of cultural heritage.
- 1.5. The Society is active within the territory of the Republic of Latvia, but also collaborates with private individuals and legal entities of the Republic of Lithuania, the Republic of Estonia and elsewhere, including international organizations.

## **2. Aims, Objectives and Methods of the Society.**

- 2.1. The aim of the Society is the promotion of museological thinking in the Baltic States.
- 2.2. In order to achieve this aim, the Society has put forth the following objectives:
  - 2.2.1. to educate museum specialists and the broader community about museums, their activities and development;
  - 2.2.2. to integrate museological ideas into the professional environment of the Baltic States;
  - 2.2.3. to establish professional collaboration between specialists and enthusiasts in the Baltic States and other countries;
  - 2.2.4. to strengthen ties between society and museums;
- 2.3. Activities of the Society:
  - 2.3.1. Organization and coordination of the Baltic Museology Summer School;
  - 2.3.2. Organization and coordination of national and internationally significant museum events and collaborative projects;
  - 2.3.3. Organization of continuing education courses, seminars and conferences;
  - 2.3.4. Preparation, publication and distribution of resource materials and museological publications;
  - 2.3.5. Consultations;
  - 2.3.6. Project development and management;
  - 2.3.7. Collaboration with interested legal entities and private individuals on projects associated with the aims of the Society;
  - 2.3.8. Economic activities and the attraction of funds through donations;
  - 2.3.9. other activities which help achieve the aims of the Society.

### **3. Period of Activity of the Society**

3.1. The Society has been founded for an unspecified period of time.

### **4. Gaining Membership, Discontinuing Membership and Expulsion from the Society**

- 4.1. Any competent private individual, who supports the aims of the Society and wishes to actively contribute to the achievement of these aims, can become a member of the Society (further – Member), by submitting a written application and two Members' recommendations. The information required in the application and a list of necessary additional documentation is determined by the Board of the Society.
- 4.2. The Board is responsible for the decision to accept Members. Membership applications are to be examined by the Board in the next Board meeting, no longer than two months from the receipt of the application. The applicant must be invited to the Board meeting in which the application is to be examined, and the applicant must be given the opportunity to express their opinion. Non-attendance by the applicant is not an impediment to the decision of the Board. The Board's decision must be communicated to the applicant in writing within two weeks from its adoption. The member is considered as accepted after the decision of the Board.
- 4.3. In the event that the Board rejects an application, the applicant can appeal the decision at the Annual General Meeting of the Society. In the event that the Annual General Meeting rejects the applicant's appeal, the applicant is not accepted as a member, and they have the right to make a repeated application no sooner than one year's time.
- 4.4. Members have a right to discontinue their membership in the Society at any time, informing the Board in writing.
- 4.5. A member can be expelled from the Society with a decision from the Board if he/she:
  - 4.5.1. does not fulfil the resolutions of the Annual General Meeting or Board;
  - 4.5.2. does not undertake their responsibilities and obligations;
  - 4.5.3. undertakes actions that contradict these statutes.
- 4.6. the expulsion of a Member is discussed by the Board, inviting the member considered for expulsion to express their views on the matter. The non-attendance of the Member is not an impediment to the Board making a resolution. The Board informs the relevant Member about their resolution regarding the expulsion within five days of the resolution.

## **5. Members' Rights and Responsibilities**

5.1. Members have the following rights:

- 5.1.1. to vote and be elected onto the Board of the Society;
- 5.1.2. to take part in all events organized by the Society and to participate in and vote at the Annual General Meeting;
- 5.1.3. to participate in Board meetings with observer's rights;
- 5.1.4. to receive information about the activities of the Society, including familiarizing oneself with the minutes, resolutions, orders of the Society and the Member's register;
- 5.1.5. to submit suggestions on the activities of the Society;

5.2. Responsibilities of Members:

- 5.2.1. to promote the achievement of the Society's aim and objectives;
- 5.2.2. to inform the Board of the Society about changes in their email and postal addresses, mobile telephone, landline telephone and fax numbers;
- 5.2.3. to pay the annual membership fee by the due date. The annual membership fee is to be paid by 30 April in the relevant year;
- 5.3. A Member who has not paid the annual membership fee loses their rights in the Society until the day of payment.
- 5.4. A Member's obligations can be determined with a resolution of the Annual General Meeting or the Board. When determining obligations which differ to those of other members, it is necessary to gain this Member's agreement beforehand.

## **6. Member's Annual General Meeting**

- 6.1. The Member's Annual General Meeting (further –AGM) is the highest decision-making body of the Society, which is held no less than once a year, no later than 30 September.
- 6.2. The Board notifies members of the date of the AGM no later than three weeks beforehand via electronic mail, post or fax. The notification includes the time of the AGM, venue and draft agenda.
- 6.3. The Board can call an interim AGM ten days after the relevant Board resolution or receipt of a written request, which is signed by the Chairman of the Board or no less than ten per cent of the Members. In the notification of the interim AGM, the time, venue and agenda of the interim AGM is listed. During the interim AGM, only those questions listed in the agenda can be debated and resolved.

- 6.4. The AGM and interim AGM have authority to make resolutions if the Members have been notified of the meeting according to the guidelines listed in points 6.2 or 6.3 and if more than half of the members participate. If the AGM or interim AGM does not have authority to make resolutions because it lacks the quorum, then a new AGM or interim AGM must be called in the order outlined in the Statutes, with the same proposed agenda.
- 6.5. Each member has the right to participate in and speak at the AGM or interim AGM in accordance with its regulations. Suggestions about points to be included on the AGM agenda must be received by the Board in writing no later than seven days before the AGM, while questions to be included in the agenda of the interim AGM must be submitted together with the request for an interim AGM.
- 6.6. Each member is entitled to one vote, but in the case of a written power of attorney they have the right to represent no more than two members and vote in their place at the AGM or interim AGM. A written power of attorney must be submitted to the board before the beginning of the AGM.
- 6.7. With more than half of the votes of the members present the AGM can:
  - 6.7.1. approve the minutes of the AGM of the previous year;
  - 6.7.2. peruse and accept the Report on activities of the previous year;
  - 6.7.3. peruse and accept the Auditor's report;
  - 6.7.4. approve the budget of the Society;
  - 6.7.5. elect three board members for a term of no longer than three years and no longer than two terms in a row, except for in the first year, when the Board agrees on which board member will be elected for three years, which for two years, and which for one year. Each year one board member is re-elected.
  - 6.7.6. choose an auditor for a period of one year;
  - 6.7.7. determine the annual membership fee;
  - 6.7.8. make additions or changes to the statutes.
- 6.8. In the AGM or interim AGM voting is by secret ballot regarding the Board and auditor, but by open ballot regarding other questions, except in those cases where a secret ballot is requested by a member and is seconded by at least one other member.
- 6.9. With 2/3 vote of the attending members the AGM or interim AGM can:
  - 6.9.1. release the Chairman of the Board, Deputy Chairman and Board from their posts before the end of their terms;
  - 6.9.2. reorganize or disband the Society.

## **7. Branches of the Society**

7.1. Local and other branches of the Society can be founded with a resolution of the AGM.

7.2. The activities, rights and responsibilities of the branch, as well as the relationship with the Society are regulated by the statutes of the branch, which are approved by the AGM.

## **8. Executive Body**

8.1. The Executive Body of the Society is the Board, which is made up of three members, including the Chairman of the Board and Deputy Chairman of the Board.

8.2. The Board elects a Chairman and Deputy Chairman from its ranks for the period of one year.

8.3. The Board directs the activities of the Association between each AGM and notifies the AGM of its activity. The Board approves the expenditure of the Society, draws up the budget for the Society, makes resolutions regarding the employment and dismissal of employees, issue powers of attorney as well as accepts other obligations or their interruption.

8.4. Board meetings are called by the Chairman of the Board. Board meetings can be held in person or remotely, but no less than four times a year. The Chairman of the Board notifies board members of board meetings no less than seven days beforehand. In special cases, with the agreement of all board members, board meetings can be called within a shorter time period. The time, venue and agenda of the next board meeting can be agreed upon in the prior board meeting.

8.5. Board meetings have the authority to make resolutions if the board members have been notified of the meeting in accordance with point 8.4 and if they are attended by all of the board members.

8.6. If the board meeting does not have the authority to make resolutions due to a lack of quorum, then the Chairman of the Board calls another board meeting 14 days from the original meeting.

8.7. The Board can accept resolutions, if they are agreed upon by no less than two board members.

8.8. The Chairman of the Board leads the AGM, interim AGM and board meetings, organizes the activities of the Board and signs documents on behalf of the Society, based on the resolutions of the board meetings.

8.9. The Chairman of the Board can represent the Society individually, while the board members represent the Society together.

8.10. The Deputy Chairman can replace the Chairman of the Board and fulfil the responsibilities of the Chairman of the Board during his or her absence.

8.11. The Board can recruit new Board members as needed until the next AGM.

## **9. Auditor**

- 9.1. The activities of the Society and its accounts are audited once a year by an auditor, elected by the AGM. The auditor notifies the AGM of the results of the audit. The decision to accept or reject the results of the audit is made by the AGM with a simple majority of votes.
- 9.2. The auditor is elected for the period of one year by the AGM.
- 9.3. The auditor cannot be a Board member.
- 9.4. The auditor:
  - 9.4.1. undertakes an inspection of the property and financial resources of the Society;
  - 9.4.2. submits a report about the Society's budget and annual report;
  - 9.4.3. evaluates the activity of the Society's accounting and record keeping;
  - 9.4.4. submits suggestions about the improvement of the Society's finances and economic activity;
  - 9.4.5. Undertakes the audit within the timeframe set out by the AGM, no less than once a year;
- 9.5. The AGM approves the Society's annual report only after the receipt of the auditor's report.
- 9.6. The responsibility of the Board is to ensure the auditor free access to all of the Society's working documents.

## **10. Finances and Property of the Society.**

- 10.1. The Society works in accordance with the annual budget which has been approved by the AGM. The Board notifies the AGM of the budget execution.
- 10.2. The financial resources of the Society are comprised of:
  - 10.2.1. Annual members' fees;
  - 10.2.2. Donations of private individuals and legal entities, grants and gifts, payments and bequests from charities and other foundations;
  - 10.2.3. income from commercial services and other income from legal funding sources;
- 10.3. Funds gained through the economic activity of the Society and as a result of other activities are used for the following aims:
  - 10.3.1. financing of work towards the aims and objectives of the Society;
  - 10.3.2. tax payments in accordance with the law;

10.4. profit gained as a result of the activities of the Society is not divided amongst the members of the Society.

## **11. Disbanding the Society**

11.1. The Society can be disbanded if the AGM makes a resolution to dissolve of the Society.

11.2. In the event of the dissolution of the Society, the utilisation and division of property and funds are determined with a separate resolution of the AGM, which is in accordance with the laws of the Republic of Latvia and these Statutes.

Representatives with power of attorney of the founders:

/Una Sedleniece/  
(signature)

---

/ .... /  
(signature)

These statutes were approved at the Founders' meeting on January 2010.