

Proposed amendments to the Statutes

The Board is asking members to support two minor amendments to the Statutes at the Extraordinary General Assembly to be held on 27 and 28 October 2022 in Bangkok. A detailed explanation of the proposed amendments is provided below.

Addition of Article 26 on Use of electronic means for meetings and elections

Background

During the recent pandemic, when face-to-face meetings could not be held, ICOMOS members resolved in General Assembly that statutory meetings and elections could take place remotely by electronic means. The authority given by these resolutions was temporary, and was renewed annually.

For reasons of both inclusiveness and sustainability, holding meetings and elections partly or wholly remotely is rapidly becoming part of the normal operation of ICOMOS. Accordingly, a permanent amendment to the Statutes has become necessary.

Although some amendment is needed soon, the Board considers that a longer period of reflection and trial will be needed to determine finally the best way forward, particularly as the virtual platforms available for both meetings and elections are developing very rapidly.

This situation is not confined to ICOMOS. Other international organisations have had to make similar changes to their Statutes in order to allow them to operate effectively and legally.

The Board has therefore resolved to call an Extraordinary General Assembly in 2022, in conjunction with the Annual General Assembly, to seek approval for a short-term amendment to the Statutes, inserting a new Article 26 that would legitimise the holding of virtual meetings and elections without determining every detail of the process. This follows the approach adopted by ICOM which recently added a similar new Article 25 to its own Statutes.

The Board intends to continue exploring ways of implementing these changes to procedures for meetings and elections, with the aim of bringing to a future Extraordinary General Assembly a more detailed and permanent proposal.

The proposed amendment would therefore add the following Article at the end of the Statutes:

IX Use of electronic means for meetings and elections

Article 26 – Use of electronic means for meetings and elections

- a. Notwithstanding any other provision of these Statutes, the meetings of the ICOMOS statutory bodies listed in Article 8, and any associated voting or election taking place at those meetings or separately, 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 and in any combination.
- b. For the purposes of establishing a quorum and the validity of decisions, both designated voting members who are attending in person, and designated voting members who are identified and attending by telecommunication, shall be deemed to be present at the meeting. Subject to Article 9-a and any amendments to the number of proxies made by those deciding the terms of participation, voting members who have given proxies to voting members attending the meeting shall be deemed to be represented at the meeting.

- c. The conduct of assemblies, meetings and elections will be determined as follows:
1. For a General Assembly and an Extraordinary General Assembly, the Board of ICOMOS, in consultation with the Director General, the International Secretariat, and the host National Committee(s) if the Assembly is to be held at least partly in person, will decide the manner in which the Assembly will be held and the terms of participation, bearing in mind the Rules of Procedure. This information will be included in the notice of the General Assembly issued in accordance with Article 9-b or Article 23 as the case may be.
 2. For meetings of the Board and the Bureau, the President of ICOMOS, in consultation with the Secretary General, the Director General and the International Secretariat, will decide the manner in which the meeting will be held and the terms of participation, bearing in mind the Rules of Procedure. This information will be included in the notice of meeting.
 3. For meetings of the Advisory Committee and the Scientific Council, the President and/or Vice-President of the Advisory Committee, in consultation with the Advisory Committee Officers, the Board of ICOMOS, the Director General, the International Secretariat, and the host National Committee(s) if the meetings are to be held at least partly in person, will decide the manner in which the meeting will be held and the terms of participation, bearing in mind the Rules of Procedure. This information will be included in the notice of meeting.
 4. For meetings of International Scientific Committees, the Bureau of each Committee will decide the manner in which the meeting will be held and the terms of participation, bearing in mind the By-laws of the Committee. This information will be included in the notice of meeting.
 5. The conduct of meetings of National Committees will be decided by the Executive Committee, Board or equivalent of each National Committee, in accordance with local laws and bearing in mind the Statutes of the Committee.
- d. The terms of participation for meetings of the ICOMOS statutory bodies, referred to in Article 26-c, shall specify whether the votes at these meetings, or in any elections held in association with 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, and also whether votes may be cast either at the meeting and/or by correspondence prior to or following the meeting. These means may be used either individually or jointly and in any combination. The terms of participation shall also specify the number of proxies able to be carried by each voting member.

Amendment of Article 12 on Advisory Committee and its Scientific Council body

Background

The Advisory Committee was originally established as a committee of Presidents, of the National Committees, and International Scientific Committees. Over the years it became customary for Presidents who could not attend Advisory Committee meetings to be able to nominate another member of their committee to attend on their behalf, and this was enshrined in the Rules of Procedure. However, it has been the case for many years that the President and Vice-President of the Advisory Committee should be serving Presidents of their own committees, and this was confirmed in the 2014 revision of the Statutes. The 2014 Statutes also

recognised the Scientific Council (composed of the Presidents of the International Scientific Committees or their nominees) as a statutory body, and provided for the three elected officers of the Scientific Council, as well as three officers elected from the National Committees, to form in effect, a Bureau of the Advisory Committee.

The President and Vice-President of the Advisory Committee, being also serving Presidents of their own committees, thus have to manage the affairs of both. While holding more than one office in ICOMOS is not uncommon, it requires considerable time to do both jobs effectively, thereby further limiting the pool of members able to serve in these roles.

Moreover, given the maximum 9-year term for a National or International Scientific Committee President, and the need for a period of prior learning as a committee President (and member of the Advisory Committee) before embarking on a term as President or Vice-President, in practice an Advisory Committee President or Vice-President may be eligible for only one or at most two terms in those positions.

This issue was already circulated by the Board to Committees in 2019, as a part of a larger survey, but not presented to the Advisory Committee that year. Subsequently, on 3 November 2020, it was presented to the Advisory Committee and approved.

Today, and due to the relevance of this issue for the better functioning of the Advisory Committee, the renewal of its Officers, and in order to widen the pool of members eligible to stand for the positions of President and Vice-President, this proposed amendment to the ICOMOS Statutes is being presented by the Advisory Committee to the Extraordinary General Assembly.

The proposed amendment would therefore amend the sentence in Article 12-b:

- b. Among these officers, the Advisory Committee shall elect first a President and then a Vice-President, both from two different countries one of whom shall be a President of a National Committee and the other a President of an International Scientific Committee, for a term of office of three years renewable twice.*

as follows:

- b. Among these officers, the Advisory Committee shall elect first a President and then a Vice-President, both from two different countries one of whom shall be **or have been** a President **or a Vice-President of** a National Committee and the other a President **or a Vice-President** of an International Scientific Committee, for a term of office of three years, renewable twice.*