

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE ARCHIVES AND RECORDS ASSOCIATION (UK and IRELAND)¹

(Amended by special resolution 19th October 1994)

- 1. The name of the Company (hereinafter called the 'Association') is the 'Archives and records Association (UK and Ireland)'.**
- 2. The registered office of the Association will be situated in England.**
- 3. The objects for which the Association is established are:**
 - a) to foster the care and preservation of archives in the public interest and to promote the better administration of archive repositories**
 - b) to advance the professional education and training of Archivists, Archive Conservators and Records Managers and those engaged in related activities**
 - c) to commission and support research into the creation, use, administration and conservation of archives and the development of new techniques and the publication of the useful results of such research.**
- 4. In furtherance of objects 3a) to 3c) inclusive the Association shall have the power:**
 - (i) to promote high professional standards and improve the quality of the work of Archivists, Archive Conservators and Records Managers and those engaged in related activities**
 - (ii) to promote and provide training courses and facilities for the training of Archivists, Archive Conservators and Records Managers and those engaged in related activities**
 - (iii) to encourage and hold examinations in appropriate subjects and to issue and award diplomas and certificates of proficiency to successful candidates provided that no diploma, certificate or similar document or award issued by the Association shall state that it is issued by or under the sanction or authority of the Department of Trade and Industry or any other government department or authority**

¹ Name changed by Special Resolution dated 13 April 2010

- (iv) to hold conferences, seminars, meetings and lectures
- (v) to maintain and publish lists and registers of members
- (vi) to collect, collate and publish information of service or interest to members
- (vii) to issue a journal and to compile and issue any other publications
- (viii) to form and maintain a library
- (ix) to commission, print, publish or produce papers, articles, books, magazines, videos, films, tapes and any other visual or auditory material
- (x) to employ lecturers, teachers, editors, officers and such other staff as may be required for the purposes of the Association
- (xi) to issue a Code of Conduct and exercise professional supervision over the members of the Association
- (xii) to purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights and privileges which the Association may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any building necessary or convenient for the work of the Association subject to such consents as may be required by law
- (xiii) to sell, let, mortgage, dispose of or turn to account, all or any of the property or assets of the Association subject to such consents as may be required by law
- (xiv) to undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may further all or any of its objects
- (xv) to apply, or petition for, or promote any Act of Parliament, Royal Charter or other authority and to provide advice, representations or recommendations to central or local government, any statutory authority or other body in connection with any proposed primary or secondary legislation or any policy, direction or practice, with a view to the attainment of all or any of the objects of the Association
- (xvi) to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit subject to such consents as may be required by law

- (xvii) to invest the moneys of the Association, not immediately required for its purposes, in or upon such investments, securities or property whatsoever as may be thought fit, subject to such consents as may be required by law
 - (xviii) to pay any premium in respect of any indemnity insurance to cover the liability of the directors, or any of them, which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the company, provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the directors (or any of them) knew or ought reasonably to have known was a breach of duty or breach of trust or which was committed by the directors (or any of them) in reckless disregard of whether it was a breach of duty or a breach of trust or not
 - (xix) to do all such other things as further the attainment of the objects of the Association or any of them.
5. No addition, alteration or amendment shall be made to the Memorandum and Articles of Association of the Association, for the time being in force, unless the same shall have been previously submitted to, and approved by, the Charity Commissioners for England and Wales.
6. The income, money and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no dividend, gift, division or bonus in money shall be paid or transferred by way of profit to members of the Association, and no members of the Association and no member of the Council shall be paid any salary or fees or receive any remuneration or other benefit in money or moneys worth from the Association provided that nothing shall prevent any payments, in good faith by the Association,
- (a) to any officer, member of the Council, servant or member of the Association of reasonable fees of or remuneration for the setting and/or assessing and/or the marking of papers and practical submissions at any examinations held by the Association
 - (b) of reasonable and proper remuneration to any officer, servant or to any member of the Association, who is not a member of the Council, in return for any services actually rendered to the Association
 - (c) the repayment of reasonable travelling or other out-of-pocket expenses to any member of the Council, Disciplinary Panel, officer or servant of the Association.
7. The liability of the members is limited.

8. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of debts and liabilities of the Association contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves such amount as may be required not exceeding one pound (£1) sterling.
9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever this shall not be paid or distributed among the members of the Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, such institution or institutions to be determined by the members of the Association subject to the approval of the Charity Commissioners for England and Wales at or before the time of dissolution and if and as far as effect cannot be given to such provision, then to some other charitable object.
10. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place of all sales and purchases of goods by the Association, and of the property, credits and liabilities of the Association.
11. Once, at least, in every year, the accounts of the Association shall be examined and the correctness of the balance sheets ascertained by one or more properly qualified auditor or auditors.

We, the persons whose names and addresses are subscribed below, wish to be formed into a company under this memorandum of association

Names, Addresses and Descriptions of Subscribers:

Helen Forde, Flat 2, 42 Grosvenor Road, London, W4 4ET, Archivist

Margaret Donnelly Turner, 26 Cruise Road, Sheffield, S11 7EF, Archivist

Elizabeth Anne Rees, 2 Brentwood Gardens, Jesmond, Newcastle upon Tyne, NE2 3LP, Archivist

Elizabeth Jane Shepherd, 94 Lofting Road, London, N1 1JB, Archivist

Dated 24 August 1994

Witness to the above signatures: Patrick Stephen Cleary, 10 Maurice Drive, Mapperley, Nottingham, NG3 5GF, Executive Secretary

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION OF THE ARCHIVES AND RECORDS ASSOCIATION
(UK and IRELAND)**

(ADOPTED BY SPECIAL RESOLUTION DATED 17 June 2022)

REGISTRATION NUMBER 02969472

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined Terms:

1. In the Articles, unless the context requires otherwise:

“AGM”	the Charity’s annual general meeting;
“Articles”	the Charity’s articles of association;
“Bankruptcy”	includes individual insolvency proceedings in jurisdictions other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
“Bye laws”	the bye laws of the Charity as are or may be in force now or in the future having been duly authorised by the Board;
“Charity”	The Archives and Records Association (UK and Ireland) Company Number: 02969472;
“Board”	the board of directors for the time being of the Charity;
“Chair”	the chair of the Charity;
“Chair of the meeting”	has the meaning given in article 33;
“Commission”	the Charity Commission for England and Wales;
“Companies Acts”	the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Charity;
“Co-opted”	an individual appointed to the Board who is not a member of the Charity.
“director”	a director of the Charity, and includes any person occupying the position of director, by whatever name called. The directors are charity trustees as defined in section 177 of the Charities Act 2011;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“electronic form”	has the meaning given in section 1168 of the Companies Act 2006;
“Honorary Secretary”	the honorary secretary of the Charity;
“member”	has the meaning given in section 112 of the Companies Act 2006;
“ordinary resolution”	has the meaning given in section 282 of the Companies Act 2006;
“OSCR”	the Office of the Scottish Charity Regulator;
“proxy notice”	has the meaning given in article 40;
“special resolution”	has the meaning given in section 283 of the Companies Act 2006;

“subsidiary”	has the meaning given in section 1159 of the Companies Act 2006;
“Treasurer”	the treasurer of the Charity;
“Vice Chair”	the vice chair of the Charity; and
“writing”	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Charity.

Liability of members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of it being wound up while he is a member or within one year after he ceases to be a member, for:
 - (a) payment of the Charity’s debts and liabilities contracted before he ceases to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

PART 2 DIRECTORS

DIRECTORS’ POWERS AND RESPONSIBILITIES

The Board

3. (1) The Board shall consist of the following:
 - Chair;
 - Vice Chair;
 - Honorary Secretary;
 - Treasurer;
 - up to eight (8) other directors who are members of the Charity (as set out in articles 3(5) and 3(6) below); and
 - up to two (2) other directors who are Co-opted (as set out in article (3(7) below).
- (2) The Chair, the Vice Chair, and the Honorary Secretary must all be individual members as defined in article 26.
- (3) Subject to article 3(4) below, the Treasurer must be an individual member as defined in article 26.

- (4) If the Board, acting in their absolute discretion, determine for whatever reason that the role of Treasurer cannot be fulfilled by an individual member, the role of Treasurer can be Co-opted.
- (5) Up to five members of the Board must be elected from amongst the individual members only.
- (6) Up to three members of the Board may be individual members, student members or affiliate members (as defined in articles 26, 28 and 29).
- (7) Up to two members of the Board may be Co-opted.
- (8) Corporate members may not stand for or be elected or Co-opted as members of the Board.
- (9) The maximum number of members on the Board shall be 14 and the members of the Board will be appointed as follows:
 - (a) Subject to article 3(9)(d) below, up to twelve (12) members serving at a time will be elected by the members of the Charity (together the “**Elected Directors**” and individually an “**Elected Director**”).
 - (b) Subject to article 3(9)(c) below, up to three (3) members serving at a time will be Co-opted (together the “**Co-opted Directors**” and individually a “**Co-opted Director**”). The Co-opted Directors will be selected by the Board to improve skills, expertise or experience in the Board or to improve diversity.
 - (c) If the Treasurer is appointed in accordance with article 3(3) above, the Treasurer will be an Elected Director and up to twelve (12) members of the Board will be Elected Directors and up to two (2) members of the Board will be Co-opted Directors.
 - (d) If the Treasurer is appointed in accordance with article 3(4) above, the Treasurer will be a Co-opted Director and up to eleven (11) members of the Board will be Elected Directors and up to three (3) members of the Board will be Co-opted Directors in accordance with article 3(9)(b) above.
- (10) Elected Directors will be eligible to hold office for an initial term of three years, renewable once for a second term of three years subject to article 3(12) below.
- (11) Co-opted Directors will be appointed for an initial period of two years, renewable on two further occasions for further periods of two years up to a maximum term of office of six years, subject to article 3(12) below.
- (12) Elected Directors or Co-opted Directors who have served a total of six years as a member of the Board (but excluding any temporary period of appointment under article 22 (1) (e)) will not be eligible to be re-appointed to the Board until the expiry of the period of three years after the end of the six year period.
- (13) The Chair will be an Elected Director elected to that role by the members of the Charity. However, the Vice Chair will be appointed the Chair to fill any casual vacancy for the role of the Chair which arises from time to time and will be entitled to serve until such time as the Board in their absolute discretion thinks

fit. Any member of the Board appointed or elected Chair will be able to hold that role for a maximum period of two years but the Board will be entitled to extend that period by up to 12 months. The Chair will cease to be a member of the Board on ceasing to be Chair and will not be eligible to be reappointed to the Board in any capacity until the expiry of a further three years after he or she has ceased to be Chair.

Directors' general authority

4. Subject to the Articles, the directors are responsible for the management of the Charity's business, for which purpose they may exercise all the powers of the Charity.

Members' reserve power

5. (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Chief Executive Officer

6. A Chief Executive Officer shall be appointed by the directors ("CEO"). The CEO is a paid position. The CEO will have executive authority to act on behalf of the Charity and his responsibilities will include:
 - managing the Charity's employees;
 - staff recruitment;
 - acting as the company secretary
 - representing the Charity (unless the directors feel this is inappropriate)
 - developing and agreeing an annual work programme with the Chair and the Board and implementing such programme
 - acting as the first point of contact for the Charity
 - having budgetary and executive authority

Directors may delegate

7. (1) Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;as they think fit
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

8. (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the directors.
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

9. The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.

Unanimous decisions

10. (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

11. (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice indicating:
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that the directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (2) Notice of a directors' meeting must be given to each director, but need not be in writing.

- (3) Notice of a directors' meeting need not be given to the directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Charity not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

12. (1) Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

13. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - (a) to appoint further directors; or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

14. (1) The Chair will chair directors' meetings.
- (2) If the Chair is not present at a directors' meeting within ten minutes of the time at which it was to start, the Vice Chair will chair the directors' meeting.
- (3) If the Vice Chair is not present at the directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

15. (1) If the numbers of votes for and against a proposal are equal, the Chair or other director chairing the meeting has a casting vote.

- (2) But this does not apply if, in accordance with the Articles, the Chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

16. (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Charity in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the Charity is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when:
 - (a) the Charity by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process; or
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes:
 - (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Charity or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the Charity or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Charity or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any director other than the Chair is to be final and conclusive.
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

17. The directors must ensure that the Charity keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

18. Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

Accounts

19. (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

20. (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:
 - (a) transmission of the statements of account to the Charity;
 - (b) preparation of an Annual Report and its transmission to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
- (3) The directors will comply with the requirements of the Charities and Trustees Investment (Scotland) Act 2005 and the transmission of all required reports and returns to OSCR.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

21. (1) Co-opted Directors will be appointed from time to time by resolution of the Board.
- (2) In the case of Elected Directors, the procedure for their appointment will be as follows:

- (a) Nominations for appointment will be invited on an annual basis to fill vacancies or up to the maximum number of Elected Directors. Nominations will be in writing signed by a proposer and seconder (who must be members of the Charity) and by the candidate signifying the candidate's willingness to stand. Nominations must reach the Company Secretary not later than two calendar months before each annual general meeting, together with any nominations made by the Board. Details of the nominations will be circulated by the Company Secretary not later than one calendar month before the annual general meeting and may be accompanied by an appropriate statement relating to the experience, background and policies of any candidate if so requested by the candidate;
- (b) If there is only one nomination for any office, the nominee if eligible to be appointed will be deemed appointed at the relevant annual general meeting. If there is more than one candidate, the candidates will be selected by the members by ballot or vote in accordance with a procedure arranged by the Board;
- (c) The appointments of Elected Directors appointed at the annual general meeting will take effect up to three months after the date of the annual general meeting, as determined by the Board.
- (d) Circulations of nominations of members of the Board may be made by the Company Secretary:
 - by post;
 - by email; or
 - by statement on the Charity's website.
- (e) On the death, disqualification or resignation of any Elected Director, the Board shall have the power to appoint a successor to that director until the next annual general meeting of the Charity when the individual appointed will be eligible for election in accordance with the procedure in this article.

Termination of director's appointment

22. A person ceases to be a director as soon as:
- (a) that person ceases to be a member of the Charity;
 - (b) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - (c) a Bankruptcy order is made against that person;
 - (d) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (e) a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (f) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

- (g) notification is received by the Charity from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (h) he or she is absent for three or more successive board meetings, unless the Board resolves that, notwithstanding such absences, he or she should remain a director; or
- (i) the Board resolves at any time that for any reason the person must cease to be a member of the Board.

Directors' remuneration

23. The directors must not be paid any remuneration unless it is authorised by article 49.

Directors' expenses

24. The Charity may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
- (a) meetings of directors or committees of directors;
 - (b) general meetings; or
 - (c) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Charity.

PART 3 MEMBERS BECOMING AND CEASING TO BE A MEMBER

Applications for membership

25. The membership of the Charity shall consist of Individual Members, Corporate Members, Student Members and Affiliate Members.

Individual Members

26. Individual members shall be persons who, at the time of their election, are occupied or qualified in the administration or conservation of archives or in records management or in related activities.

Corporate Members

27. Corporate Members shall be any body of persons, body corporate, private or public limited charity or other organisation or association however constituted, the sole or principal purpose of which is promotion, representation, advocacy, education or training in the fields of records management and the preservation and use of historical or other archives whether or not on a profit-making basis. A Corporate Member may also be any body of persons, body corporate, private or public limited charity or other

organisation or association however constituted which in the opinion of the directors should be admitted as a Corporate Member.

Student Members

28. Student Members may be elected as members according to the Bye laws.

Affiliate Members

29. Affiliate Members are individuals who would not otherwise be eligible for individual membership and may be elected as Affiliate Members according to the Bye laws.

Members' voting rights

30. (1) Individual members are entitled to one vote each on all issues ('A' votes).
(2) Corporate Members, Student Members and Affiliate Members are entitled to one vote each on issues defined as being non professional only ('B' votes). For these purposes 'non professional' issues means those issues which do not pertain to professional matters including professional ethics, professional standards, professional education and training. Nominations to office at all levels and financial matters shall not be considered as professional issues and Corporate Members, Student Members and Affiliate Members shall be eligible to vote on these.
(3) The procedure for membership applications and member benefits are set out in the Bye laws.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

31. (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
(2) A person is able to exercise the right to vote at a general meeting when:
(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

32. No business other than the appointment of the Chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

33.
 - (1) If the directors have appointed a Chair, the Chair shall chair general meetings if present and willing to do so.
 - (2) If the directors have not appointed a Chair, or if the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the Vice Chair shall chair general meetings if present and willing to do so.
 - (3) If the directors have not appointed a Vice Chair, or if the Vice Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
 - (a) the directors present; or
 - (b) (if no directors are present), the meeting must appoint a director or member to chair the meeting, and appointment of the Chair of the meeting must be the first business of the meeting.
 - (3) The person chairing a meeting in accordance with this article is referred to as “the Chair of the meeting”.

Attendance and speaking by directors and non-members

34.
 - (1) Directors may attend and speak at general meetings, whether or not they are members.
 - (2) The Chair of the meeting may permit other persons who are not members of the Charity to attend and speak at a general meeting.

Adjournment

35.
 - (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.
 - (2) The Chair of the meeting may adjourn a general meeting at which a quorum is present if:
 - (a) the meeting consents to an adjournment; or
 - (b) it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- (3) The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the Chair of the meeting must:
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least 7 clear days notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - (a) to the same persons to whom notice of the Charity's general meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

36. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

Errors and disputes

37. (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the Chair of the meeting whose decision is final.

Poll votes

38. (1) A poll on a resolution may be demanded:
- (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by:
- (a) the Chair of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total

- voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if:
 - (a) the poll has not yet been taken; and
 - (b) the Chair of the meeting consents to the withdrawal.
 - (4) Polls must be taken immediately and in such manner as the Chair of the meeting directs.

Content of proxy notices

39. (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

40. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer’s behalf.

Amendments to resolutions

41. (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the Charity in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

PART 4 ADMINISTRATIVE ARRANGEMENTS

Bye Laws

42. The Board may from time to time make such rules or bye laws for the management of the Charity as it may think fit which will be binding upon the members, provided that such bye laws shall not be inconsistent with or affect or alter anything contained in the Articles, in particular, but without limitation, the Bye laws may regulate:
- (a) the admission and classification of members (including the creation of sub-categories of members) and the rights and privileges of membership;
 - (b) the payment of subscriptions by members;
 - (c) the resignation and readmission of members;
 - (d) the code of conduct which members may be required to observe;
 - (e) the conduct of disciplinary procedures;
 - (f) the holding of examinations and awards of diplomas and certificates of proficiency;
 - (g) the establishment of administration of regions; and
 - (h) the establishment and administration of special interest groups.

Means of communication to be used

43. (1) Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies

Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

- (2) Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the Charity that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seal

44. (1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the directors, if the Charity has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is:
 - (a) any director of the Charity;
 - (b) the company secretary (if any); or
 - (c) any person authorised by the directors for the purpose of signing the documents to which the common seal is applied.

No right to inspect accounts and other records

45. Except as provided by law or authorised by the directors or an ordinary resolution of the Charity, no person is entitled to inspect any of the Charity's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

46. The directors may decide to make provision for the benefit of persons employed or formerly employed by the Charity or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Charity or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

47. (1) Subject to paragraph (2), a relevant director of the Charity or an associated company may be indemnified out of the Charity's assets against:

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Charity or an associated company;
 - (b) any liability incurred by that director in connection with the activities of the Charity or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006).
 - (c) Any other liability incurred by that director as an officer of the Charity or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article:
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - (b) a “relevant director” means any director or former director of the Charity or an associated company.

Insurance

48. (1) The directors may decide to purchase and maintain insurance, at the expense of the Charity, for the benefit of any relevant director in respect of any relevant loss.
- (2) In this article:
- (a) a “relevant director” means any director or former director of the Charity or an associated company;
 - (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that relevant director’s duties or powers in relation to the Charity, any associated company or any pension fund or employees’ share scheme of the Charity or associated company; and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Application of income and property

49. (1) The income, money and property of the Charity whence so ever derived, shall be applied solely towards the promotion of the objects of the Charity as set forth in its memorandum of association and no dividend, gift, division or bonus in money shall be paid or transferred by way of profit to the members and no director shall be paid any salary or fees or receive any remuneration or other benefit in money or monies worth from the Charity, provided that nothing shall prevent any payments, in good faith by the Charity:
- (a) to any officer, director, servant or member of reasonable fees of or remuneration for setting and/or assessing and/or the marking of papers and practical submissions at any examinations held by the Charity;

- (b) of reasonable and proper remuneration to any officer, servant or to any member who is not a director in return for any services actually rendered to the Charity;
 - (c) the repayment of reasonable travelling or other out of pocket expenses to any director, disciplinary panel, officer or servant of the Charity.
- (2) Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005.