INFORMATION AND RECORDS MANAGEMENT SOCIETY ARTICLES OF ASSOCIATION

St James House | Vicar Lane | Sheffield | S1 2EX

COMPANY NUMBER 12914034

Information and Records Management Society Ltd
(IRMS)

THIS EDITION INCORPORATES ALL AMENDMENTS UP TO 29 FEBRUARY 2024

ARTICLES OF ASSOCIATION

GENERAL

In this document the words in the first column of the Table below shall unless the context otherwise requires have the meanings set opposite to them.

WORDS	MEANINGS
The Act	The Companies Act 2006 and any statutory modifications or re-enactments thereof.
The Companies Acts	The Companies Acts (as defined in Section 2 of the Companies Act 2006) and any further statutory modifications or enactments thereof.
The Code of Conduct	The Code of Conduct set down by the Directors from time to time in consultation with the Scrutiny Body to regulate the conduct of members.
The Constitution	These Articles of Association of IRMS from time to time in force.
The Company	Information and Records Management Society (IRMS).
The Chair	The Chair of IRMS.
The Vice Chairs	The two Vice Chairs of IRMS
The Directors	The Chair, two Vice Chairs and up to a maximum of three (3) other Directors appointed in General Meeting of IRMS also known as The Board of Directors.
Executive Committee	A committee of up to 8 members elected by the members to fulfil operational roles determined by the Directors from time to time.
The Head Office	The registered office of IRMS.

Groups	Sub-units of IRMS, constituted and organised as provided for in the Articles.
Member	A person or entity who has paid their subscription, subject to the provisions of the Constitution and any regulations made by the Directors from time to time.
Poll	A count of votes conducted amongst Members present in person or by Proxy at a General Meeting of IRMS.
Proxy	A person appointed by a Member who is entitled to attend, speak and vote at a General Meeting to attend, speak and vote on behalf of that Member.
The United Kingdom (UK)	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed, and other modes of representing or reproducing words in a visible form.

Any words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only will include the feminine gender; and words importing persons will include entities The words ‘their’ or ‘they’ have been used instead of ‘his’ ‘her’ ‘he’ or ‘she’ and should be construed as singular rather than plural unless the context requires otherwise.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company will, if not inconsistent with the subject or context, bear the same meanings in these Articles. These Articles form the constitution of the Company.

1. The name of the Company (known as "IRMS") is the "THE INFORMATION AND RECORDS MANAGEMENT SOCIETY LIMITED".
2. The registered office of the Company is situated in England.
3. The liability of the members is limited.
4. Every Member of the Company guarantees a one-off contribution no more than £1 to the assets of the Company, in the event of the same being wound up while they are a Member, and within one year after they cease to be a Member.
5. The Company is a non-profit making company limited by guarantee and any surplus income over expenditure cannot be distributed by way of dividend or otherwise to its members or any other party except where the company goes into liquidation or otherwise ceases to trade.
6. The income and property of the Company shall be applied solely to growth of the Company and the promotion of the objects.
7. The objects for which Company is established are as follows:
    a. To further knowledge of the life-cycle management, governance and administration of data, information and records, in whatever media, created during the course of the business activities of any organisation.
    b. To promote continuing education and professional development, fellowship and cooperation among individuals working in this field.
    c. To develop, promote, advocate for and advance the skills, knowledge base and profession of data, information and records management and related information governance professionals to the benefit of all organisations and of wider society.
    d. To create and provide guides, toolkits, and other content and resources to inform and educate anyone interested in the management and governance of data, information and records.
    e. To promote the continuing education and professional development of all people in the profession, and of members of the Company.
    f. To engage in such other activities as will on a broad interpretation promote the success of the Company and assist in achieving the objectives set out in clauses 7a) through 7e) above, across sectors whilst proactively seeking to grow the membership.

MEMBERSHIP AND ELIGIBILITY

8. Membership of the Company will be open to any person in accordance with the following:
    a. **Eligibility** – Membership of the Company will open to any persons interested in the practice and application of information governance and records management.
    b. **Application for Membership** – All applications for membership will be

submitted in the form prescribed for processing and registration in accordance with procedures laid down by the Directors from time to time.

c. **Categories of Membership** – The categories of Membership and their rights as defined by the Directors from time to time are available on the Company website.

9. **Registration Fee** – Any applicant for membership (including any former Member whose membership has lapsed) may in addition to the annual subscription be required to pay an initial registration fee set from time to time by the Directors.

10. **Holding of Office** – Any Members who have full voting and membership rights will be eligible subject to satisfying eligibility criteria determined by the Directors from time to time (such as the Code of Conduct) to be nominated for and to hold office at any level in the Company.

a. The Directors may refuse to accept an application for membership.

b. The Directors may refuse to accept the renewal subscription from any Member.

11. On registering to become a member, the person or entity will be entered into the Register of Members and will be bound by the Code of Conduct.

12. The ordinary annual subscription payable by each class of Member of the Company will be such sum as may from time to time be fixed by the Directors.

13. Subject to the Directors exercising their discretion to the contrary from time to time, any Member who resigns from the Company shall not be entitled to a refund of their subscription.

14. Members of the Company will cease to be Members if:-

a. Their renewal subscription has not been paid by the 30 days after renewal date;

b. by notice in writing to the Company that they resign their membership;

c. they are expelled from the Company in accordance with the rules and procedures determined by the Directors from time to time;

d. their application for membership or their renewal subscription is rejected under Articles 8 (a) or 8(b).

e. Provided that: -

i. Members of the Company during any periods in which they have been suspended will not be entitled to vote or to seek nomination for any office within the Company.

SPECIAL INTEREST AND REGIONAL GROUPS

15. The Company will encourage and support the establishment and operation of regional and special interest groups to encourage education, solution sharing and networking.

16. Each regional and special interest group within the Company will be run by a member volunteer as appointed by the Company and will conform to the rules and procedures

set down from time to time by the Directors, who may seek additional guidance from the Groups Director as appropriate.

17. The basis of the funding of regional and special interest groups will be determined by the Directors from time to time taking into account the financial position and objectives of the Company.

THE DIRECTORS

18. The Directors will consist of the Chair, two Vice Chairs, and up to a maximum of three (3) other Directors, typically consisting of the Company Treasurer, Secretary and any other Director who may bring experience and governance to the elected board. All who will hold the position of Director from the date of their appointment and will cease to be a Director at the point they cease to hold their position.

19. Any Member who is willing to act as a Director and is permitted by law to do so may be appointed to be a Director by ordinary resolution for a term not exceeding three years and will be eligible to be re-appointed provided that no person will be able to hold the same office for more than six years in total or seek appointment as a Director for more than twelve years in total. No more than two Board positions should be up for renewal per year

20. The Board, at its discretion, can invite the immediate past chair (in a non-voting capacity) to support the new chair.

21. In exceptional circumstances if both the Board of Directors and Executive Committee separately consent, by a majority of those present a person may be re-elected either:

    i. to the same office beyond the six-year limit; and/or

    ii. as a Director beyond the twelve years' service;

    iii. for one year on no more than three occasions in either case.

22. In the event of the death, incapacity, removal or resignation of a Director during their period of office, or in the event of a vacancy arising for any other reason then, save where pursuant to the provisions of Article 25 below, the Members have elected a successor, the Directors may appoint a Member who is eligible to hold such office until the following AGM.

23. Any Member will be eligible to express an interest in nomination as a Director provided that they do not hold a self-employed service contract with the Company or one of its subsidiaries or any service provider to the Company or its subsidiaries, that they are a fully paid up Member entitled to vote immediately prior to nomination, can demonstrate an understanding and knowledge of the objectives of the Company and have a proven track record and relevant skills, experience and knowledge consistent with the proposed role, and meet the other requisite selection criteria from time to time.

24. The Directors may co-opt persons on the basis of their expertise. These co-opted persons may serve until the next AGM without the right to vote but shall be eligible

to be co-opted again.

25. In addition and without prejudice to the provisions of Sections 168 and 169 of the Act, the Company may by Ordinary Resolution at a General Meeting remove any Director before the expiration of their period of office and the Company may by Ordinary Resolution appoint a replacement who shall hold office until the next AGM.

26. The office of a Director will be vacated:

    a. if a receiving order is made against them or they make any arrangement or composition with their creditors;

    b. if they become of unsound mind;

    c. if they cease to be a member of the Company;

    d. if by notice in writing to the Company they resign their office;

    e. if they are removed from office by resolution duly passed pursuant to Section 168 of the Act;

    f. if they are removed from office by a special resolution duly passed;

    g. if they are absent without permission of the Board for three consecutive Board meetings;

    h. if they act in a manner likely to bring the Company into disrepute as determined by a majority of Directors present of not less than 75 per cent.

27. The business of the Company will be managed by the Directors who will have the authority to do all things which are not by statute, or the Constitution reserved to the Executive Committee or Members in General Meeting.

28. The Directors may act notwithstanding any vacancy in the Board of Directors.

29. The Directors will meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. The quorum will be 50% plus one with a minimum of one Director from the Chair and Vice Chairs. Questions arising at any meeting will be decided by a majority of votes, and in case of an equality of votes the status quo will prevail.

30. Any three Directors may at any time, summon a meeting of the Directors by notice served upon all Directors.

31. The Chair will be the chair of the Directors. If the Chair is not present within five minutes from the time appointed to hold the meeting, a Vice Chair will chair the meeting and in the absence of a Vice Chair one of the other Directors will chair the meeting.

32. A meeting of the Directors at which a quorum is present will be competent to exercise all the authorities, powers, and discretions by or under the Constitution for the time being vested in the Directors generally.

33. All bona fide acts done by any meeting of the Directors or of any sub-committee of the Directors or by any person acting as a Director will, notwithstanding it is later

discovered that there was some defect in the appointment or continuance in office of any such member or person or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.

34. The Directors will cause proper minutes to be made of all appointments made by the Directors and of the proceedings of all meetings of the Directors and of all committees and all business transacted at such meetings, and all such minutes signed by the chair of such meeting or by the chair of the next succeeding meeting, will be accepted as correct without the need for any supporting evidence.

35. A resolution in writing signed by all Directors for the time being, or of any committee of the Directors, who are entitled to receive notice of a meeting of the Directors or any such committee will be as valid and effective as if it had been passed at a meeting of the Directors or of such committee duly convened and constituted.

EXECUTIVE COMMITTEE

36. The Executive Committee chaired by the Chair will be responsible to the Directors, where authorised, for the execution of the strategy, operating plan, policies and procedures of the Company.

37. Members of this committee, at the discretion of the board will be elected by the members on an annual basis for a term not exceeding three years in the same role and will be eligible to be re-elected provided that no person will be able to remain on the Executive Committee for more than six years in total or at the discretion of the Board.

DISPUTES AND DISCIPLINARY COMMITTEE

38. The Executive Committee will as and when required appoint a Committee consisting of up to six Members none of whom will at the date of appointment or during their term of office hold any other office above within the Company which will be called the Disputes and Disciplinary Committee and the rules relating to the eligibility of its Members and operation and procedures will be determined by the Directors from time to time in consultation with the Executive Committee.

GENERAL MEETINGS

39. The Company will hold a General Meeting in every calendar year as its AGM at such time and place as may be determined by the Directors, and shall specify the meeting as such in the notices calling it, provided that every AGM shall be held not more than fifteen months after the holding of the last preceding AGM, and within the next financial year following such AGM provided that the AGM may be held by suitable electronic means, as permitted by The Companies Acts, and as agreed by the Directors in consultation with the Executive Committee, in which each participant may communicate with all the other participants.

40. Subject to the rights attaching to different categories of membership referred to in Article 8(c), every Member will have one vote and will be entitled to vote at any General Meeting, either in person or by Proxy. Directors appointed at a General Meeting will take office at the beginning of the following day.

41. Unless expressly provided, only Members who are registered and who have paid their subscription and other sums (if any) due and payable to the Company in respect of their membership, or a Proxy appointed by them, will be entitled to attend any General Meeting and participate in any vote or Poll.

42. Every Member and any other person entitled under the Act (including the Auditors) will be given:-

    a. Not less than 21 days' notice in writing of every AGM or any adjournment of such meeting or any meeting convened to pass a special resolution.

    b. Not less than 14 days' notice of any other General Meeting.

    c. All notices will specify the place, date and time of the meeting and in the case of special business the general nature of such business.

43. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof will not invalidate any resolution passed, or proceeding had, at any meeting.

    a. proxies may only validly be appointed by a notice in writing in the form specified by the Directors from time to time;

44. Unless a Form of Proxy indicates otherwise, it must be treated as:

    a. allowing the Proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

    b. appointing that Proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

45. A Member 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 Form of Proxy has been delivered to the Company by or on behalf of that person.

46. An appointment under a Form of Proxy may be revoked by delivery to the appointed external provider of electoral services or the Secretary of a notice in writing given by or on behalf of the Member by whom or on whose behalf the Form of Proxy was given.

47. 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.

48. If a Form of Proxy is not executed by the Member appointing the Proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the Member's behalf.

PROCEEDINGS AT GENERAL MEETINGS

49. All business will be deemed special that is transacted at a General Meeting, and all that is transacted at an AGM will also be deemed special, and as such will be minuted, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Directors and of the Auditors, the appointment of Directors and the appointment of and the fixing of the remuneration of the Auditors.

50. No business will be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, thirty (30) members present personally or by proxy will be a quorum.

51. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be dissolved. In any other case it will stand adjourned to the same day in the next week, at the same time and place or at such other place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present will be a quorum.

52. The Chair will preside as chair at every General Meeting, but if at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, a Vice Chair or if a Vice Chair is not present, or is unwilling to preside, the Secretary will do so.

53. The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting will be given in the same manner as of an original meeting. Save as aforesaid, the Members will not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

54. At any General Meeting, a resolution put to the vote of the meeting will be decided on a show of hands, unless a Poll is, before or upon the declaration of the result of the show of hands demanded by the chair, or by not less than five Members present in person or by Proxy and unless a Poll be so demanded a declaration by the chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a Poll may be withdrawn. On a show of hands every Member present will have one vote notwithstanding that the Member may also have been appointed as a Proxy for one or more members.

55. Subject to the provisions of Article 54, if a Poll be demanded in the manner aforesaid, it will be taken at such time and place, and in such manner, as the chair of the meeting directs, and the result of the Poll will be deemed to be the resolution of

the meeting at which the Poll was demanded.

56. In the case of equality of votes, whether on a show of hands or on a Poll, the status quo will prevail.

57. The demand for a Poll other than on the election of a chair will not prevent the continuance of a meeting for the transaction of any business other than the question on which a Poll has been demanded.

NOTICES

58. A notice may be served by the Company upon any Member, either personally or by sending it through the post, prepaid, addressed to such member at his registered address as appearing in the Register of Members or in electronic format by email to the email address appearing in the Register of Members or on the Company's website subject to complying with the provisions of Schedule 5 of the Act.

59. Any Member described in the Register of Members as not being resident in the United Kingdom, who has from time to time given the Company an address within the United Kingdom at which notices may be served will be entitled to have notices served at such address but, save as aforesaid, and as provided by the Companies Acts, only those Members who are described in the Register of Members as having an address within the United Kingdom will be entitled to receive notices from the Company.

    a. Any notices, if served by post, will be deemed to have been served on the third day following that on which the notice is put prepaid into the post, and on proving such service it will be sufficient to prove that the notice was properly addressed, put into the Post Office and the date of posting properly recorded by the sender in the postal register of the Company.

60. Any notice served in electronic format will be deemed to have been served on the day after it had been sent or in respect of matters displayed on the Company's website it is deemed to have been received by the intended recipient the day after it was first made available on the website or, if later, the day after any electronic communication giving notice or notification that the information is available on the website.

AD HOC PAYMENTS

61. The Directors may use funds to make such payments, including reimbursement of reasonable out of pocket expenses, as they deem appropriate to compensate Members who fulfil duties or services in the interest of the Company subject to approval by the Company Treasurer or Chair.

62. Such payments will be ad hoc and may increase or decrease. No Member is entitled to receive such payments for their voluntary work for the Company and such payments as are made are ex-gratia.

ARTICLE OF INDEMNITY

63. Every Director or other officer of the Company will be entitled to be indemnified out of the assets of the Company against all losses or liabilities which they may sustain or incur in or about the execution of the duties of their office, or otherwise in relation thereto, including any liability incurred by them in defending proceedings whether civil or criminal in which judgement is given in their favour, or in which they are acquitted, and no such person shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in execution of the duties of their office or in relation thereon. But this Article will only have effect insofar as its provisions are not avoided by any provision of the Companies Act or by any other provision of law.