

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and  
not having a Share Capital

ARTICLES OF ASSOCIATION OF  
THE INTERNATIONAL RECORDS MANAGEMENT TRUST

1. Meaning of Words

1.1 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context :

1.2 Words	Meanings
Act	The Companies Acts 1985 and 1989 as amended by subsequent Acts
The Company	The International Records Management Trust
The Articles	These Articles of Association and the regulations of the Company
The Board of Trustees	The Board of Trustees of the Company whose members are the directors of the Company and as such are charitable trustees
The Office	The registered office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly one

and partly another, and other ways of showing and reproducing words in a visible form

- 1.3 Words in the singular form include the plural and vice versa
  - 1.4 The words "person" or "people" include corporations
  - 1.5 Apart from the words defined above, any words or expression defined in the Act or any change to Act in force when these Articles become binding on the Company will have the same meanings in these Articles, provided they are consistent with the subject or context
  - 1.6 Headings are not part of the Memorandum or Articles
2. **The Constitution of the Company; Rights of Inspection by Members**
- 2.1 The Company is established for the Objects shown in the Memorandum of Association
  - 2.2 A copy of the Memorandum and Articles and any rules the Board of Trustees make must be available for inspection at the Office. Any member must be given a copy of these on payment of a reasonable fee fixed by the Board of Trustees
3. **Members**
- 3.1 The number of members of the Company is unlimited
  - 3.2 The Company must keep at the Office a register of members showing their name, address and date of membership
  - 3.3 The register is available for inspection
4. **Membership**
- 4.1 The Membership shall consist of the subscribers and such other persons as the Board of Trustees decides to admit to membership.

## 5. No transfer of Membership

5.1 None of the rights of any member of the Company may be transferred or transmitted to any other person

## 6. Ending of Membership

6.1 A member stops being a member of the Company if :

- (a) the member resigns from membership by giving notice in writing to the Company
- (b) membership is ended under Article 7
- (c) the member's subscription (if any) remains unpaid six months after it is due and the Board of Trustees resolves to end that person's membership

6.2 However, the Board of Trustees may make a resolution allowing anyone no longer eligible for membership to remain a member until the resolution is reversed by the Board of Trustees or at a general meeting

## 7. Removal from Membership

7.1 The Board of Trustees may suspend the rights of any member by giving him or her notice in writing of the suspension

7.2 Within 28 days of receiving that notice the member can send or give an appeal in writing to the Company against the suspension. If no appeal is received, the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the next meeting of the Board of Trustees. The member has the right to be heard at the meeting. The meeting must either confirm the suspension, in which case the person is out of membership, or lift the suspension

## 8. General Meetings

8.1 Each year, the Company must hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it. The first annual

general meeting must be held within 18 months of the incorporation of the Company after which not more than 15 months must pass between one annual general meeting and the next

## **9. Extraordinary General Meetings**

9.1 All general meetings except annual general meetings are called extraordinary general meetings

## **10. Calling of Extraordinary General Meetings**

10.1 The Board of Trustees may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if three members or 5% of the members of the Company request it

## **11. Notice of Meetings**

11.1 An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 clear days' notice in writing. Other meetings of the Company must be called by giving at least 14 clear days' notice in writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it

11.2 However, even if shorter notice is given than that shown in Article 11.1, the meeting will be treated as having been correctly called if it is so agreed :

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote at it
- (b) in the case of any other meeting, by a majority of the members who have a right to attend and vote. But this majority must represent at least 95% of the total membership of the Company members who have voting rights

## **12. Ordinary and Special Business at General Meetings**

12.1 At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as special except

the consideration of accounts and balance sheets, the reports of the members of the Board of Trustees and Auditors, the election of members of the Board of Trustees in place of those retiring, the appointment of Auditors, and the fixing of the payments to the Auditors

**13. Quorum**

13.1 Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is 3 unless shown differently in Article 14.2 below

**14. Adjournment if no Quorum**

14.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in another way, the meeting must be adjourned to the same day in the next week at the same time and place, or to another day, time and place as the Board of Trustees may decide

14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum

**15. Chairperson**

15.1 The Chairperson (if any) of the Board of Trustees must preside as Chairperson at every general meeting of the Company. If there is no Chairperson, or if he/she is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Trustees present must elect one of their number to be Chairperson of the meeting

**16. Election of Chairperson by Members**

16.1 If at any meeting no Trustee is willing to act as Chairperson or if no Trustee is present within 15 minutes after the appointed starting time, the members present must choose one of their number to be Chairperson of the meeting

## 17. Adjournment of the Meeting

17.1 The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place

17.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it

## 18. Voting on Resolutions

18.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands unless a poll is demanded (before or when the result of the show of hands is declared). A poll can be demanded by the Chairperson or at least two members who are present. No proxy votes are allowed

## 19. Declaration of Chairperson is Final

19.1 Unless a poll is demanded, the Chairperson's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book

19.2 The demand for a poll may be withdrawn

## 20. When a poll is taken

20.1 A poll must be taken immediately, if it is correctly demanded to elect a Chairperson or to decide upon an adjournment. Polls about other things will be taken whenever the Chairperson says so. Business which is not the subject of a poll may be dealt with before or during the poll

20.2 The Chairperson will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting

## **21. Voting and Speaking**

21.1 Every member has one vote including the Chairperson. If the votes are level, the Chairperson has a casting vote

21.2 A Trustee shall have the same rights to attend and speak as a member even if he or she is not a member

## **22. Written Agreement to Resolution**

22.1 Unless the law says otherwise, members may pass a valid resolution without a meeting being held. But for the resolution to be valid :

- (a) it must be in writing;
- (b) it must be signed by all those members (or their duly authorised representatives) entitled to receive notice to attend general meetings
- (c) it may consist of two or more documents in identical form signed by members

## **23. Management by Trustees**

23.1 The business of the Company is managed by the Board of Trustees. They may pay all the expenses of promoting and registering the Company. They may use all powers of the Company which are not, by the Act or by these Articles, required to be used by a general meeting of the Company. But Trustees are at all times governed first by the Act, second by the Memorandum and Articles, and third by any regulations that a general meeting may prescribe

23.2 General meetings cannot make a regulation that overrides the Memorandum and Articles. Nor can they make one which invalidates any prior act of the Trustees which would otherwise have been valid

## **24. Powers of the Board of Trustees**

24.1 The Board of Trustees may subject to such consents as the law requires use all the powers of the company to :

- (a) borrow money;



- (b) mortgage or charge its property or any part of it;
- (c) issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Company or any charitable third party;
- (d) resolve pursuant to the Memorandum of Association to effect indemnity insurance notwithstanding their interest in such a policy.

## 25. Cheques and Bills etc

25.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall indicate the name of the Company in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Board of Trustees decides from time to time and cheques shall be signed by two Trustees unless the Board of Trustees otherwise decides

## 26. Indemnity of members of the Board of Trustees

26.1 In the management of the affairs of the Company no Trustee shall be liable for any loss to the property of the Company arising by reason of improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or her or by any other member hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any member hereof or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable

26.2 Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled every Trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment was given in his or her



favour or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto

**27. Payment of reasonable expenses to Trustees**

27.1 The Trustees may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Company but shall not be paid any other remuneration save as permitted in the memorandum of association

**28. The Keeping of Minutes**

28.1 The Board of Trustees must have minutes entered in the minute books :

- (a) of all appointments of officers by the Board of Trustees;
- (b) of the names of Trustees present at each of its meetings and of any committee of the trustees;
- (c) of all resolutions and proceedings at all meetings of:
  - (i) The Company;
  - (ii) The Board of Trustees;
  - (iii) Committees or subcommittees of the Board of Trustees.

**29. The Make-up of the Board of Trustees**

29.1 The first Board of Trustees consists of those people named in Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Company is formed or appointed them. They hold office until the first annual general meeting. After that, the Board of Trustees consists not less than three trustees who shall be elected at the Annual General Meeting

**30. Retirement of Trustees**

30.1 At each annual general meeting, all Trustees must retire. But all are eligible for re-election

**31. Change in Make-up and Number of the Board of Trustees**

31.1 The make-up and number of the Board of Trustees may be varied but not reduced below three. Variation can only be by resolution approved by two-thirds of the Trustees and ratified at a general meeting by a majority vote of the members present at the meeting

**32. Notification of Change of members of the Board of Trustees to the Registrar of Companies**

32.1 All appointments, retirements or removals of trustees must be notified to the Registrar of Companies

**33. Co-option of Trustees**

33.1 The Board of Trustees can appoint anyone to fill a vacancy in the Board of Trustees or can co-opt additional trustees. But no more than two extra trustees may be co-opted. They will hold office until the next annual general meeting. They will be eligible for re-election

**34. Ending of Trusteeship**

34.1 A trustee must cease to be a trustee if he or she :

- a) is employed by the Company or holds any office of profit under the Company; or
- b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- c) becomes barred from being a trustee because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
- d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or

- e) resigns the office by notice in writing to the Company but only if at least two trustees will remain in office when the resignation takes effect; or
- f) is directly or indirectly involved in any contract with the Company and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the became interested in the contract; or
- g) is removed from office.

### **35. Removal of a Trustee by a General Meeting**

- 35.1 A general meeting of the Company may remove any Trustee before the end of his or her period of office whatever the rest of these Articles or any agreement between the Company and the trustee may say
- 35.2 Removal can take place only by the Company passing an ordinary resolution saying so. At least 28 days' notice must be given to the Company and at least 21 days' notice to the membership. Once the Company receives such notice it must immediately send a copy to the Trustee concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the trustee may require it to be read to the meeting

### **36. Removal of a Trustees by the Board of Trustees**

- 36.1 If a Trustee fails to attend three consecutive meetings of Trustees or to attend six meetings in any twelve-month period, the Trustees may resolve that he or she be removed from the Board of Trustees. The trustee must be given at least 7 days' notice in writing of the resolution

### **37. Meetings of the Board of Trustees**

- 37.1 The Board of Trustees shall meet at least every two months and may adjourn and run its meetings as it

wishes, subject to the rest of these Articles

37.2 Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the Chairperson. If the votes are equal, the Chairperson has a casting vote

37.3 A Trustee may, and the Secretary if requested by a Trustees must, summon a meeting of the members of the Trustees

37.4 Notice of a meeting need not be given to any Trustee who is out of the United Kingdom

### 38. Officers of the Board of Trustees

38.1 The Board of Trustees may elect a Chairperson, Secretary, Treasurer and any other officers that it wishes

### 39. Quorum of the Board of Trustees

39.1 A general meeting of the Company may fix the quorum necessary for business to be done at a Board of Trustees meeting. Unless otherwise fixed by a General Meeting the quorum must be at least a third of the membership of the Board of Trustees subject to a minimum of three

### 40. Vacancies on the Board of Trustees

40.1 The Board of Trustees may act despite any vacancy. But if the number of Trustees falls below the quorum, it may act only to summon a general meeting of the Company

### 41. A Resolution may be Approved by Signature Without a Meeting

41.1 A resolution in writing signed by all the trustees or any committee is as valid as if it had been passed at a properly held meeting of the Trustees or committee. The resolution may consist of several documents in the same form signed by one or more members of the Board of Trustees or committee

### 42. Validity of Acts Done at Meetings

- 42.1 It may be discovered that there was some defect in the appointment of a Trustee or someone acting as a trustee or that he or she was disqualified. If this is discovered, anything done before the discovery at any meeting of the Trustees is as valid as if there were no defects or disqualification

#### **43. Delegation of Board of Trustees Powers to Committees**

- 43.1 The Board of Trustees may delegate the administration of any of its powers to Committees consisting of two or more of its members. A committee must conform to any regulations that the Board of Trustees imposes on it
- 43.2 The trustees on the committee may (unless the Board of Trustees directs otherwise) co-opt any person or people to serve on the committee
- 43.3 All acts and proceedings of the committee must be reported to the Board of Trustees as soon as possible

#### **44. Chairperson of Committees**

- 44.1 A committee may elect a Chairperson of its meetings if the Board of Trustees does not nominate one
- 44.2 If at any meeting the committee's Chairperson is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be Chairperson of the meeting

#### **45. Meetings of Committees**

- 45.1 A committee may meet and adjourn whenever it chooses
- 45.2 Questions at the meeting must be decided by a majority of votes of the members present
- 45.3 The committee must have minutes entered in minute books. Copies of these minutes must be given to all trustees

#### **COMPANY SECRETARY**

#### **46. Appointment and Removal of the Company Secretary**

46.1 The Trustees appoint the Company Secretary. They decide his or her period of office, pay (if not a Trustee) and conditions of service. They may also remove the Company Secretary. Any Company Secretary who is paid may not also be a Trustee

#### **47. Actions of Directors and Company Secretary**

47.1 The Act says that some actions must be taken both by a Trustee (a Director) and by the Company Secretary. If one person is both a Trustee and the Company Secretary, it is not enough for him or her to do the action first as a Trustee and then as Company Secretary

#### **48. The Seal**

48.1 If the Company shall decide to use a Company Seal the Board of Trustees must provide safe custody of the Seal

48.2 The Seal may only be used at the authority of the Board of Trustees or of a committee authorised by the Board of Trustees to use it

48.3 Everything to which the Seal is affixed must be :

- a) signed by a Trustee;
- b) countersigned by the Company Secretary or by a second Trustee or by some other person appointed by the Board of Trustees for that purpose

#### **ACCOUNTS**

##### **49. Proper Accounts must be Kept**

49.1 The Board of Trustees must have proper books of account kept in accordance with the law. In particular, the books of account must show :

- a) all amounts received and spent by the Company, and for what;
- b) all sales and purchases by the Company;
- c) the assets and liabilities of the Company.

49.2 The books of account must give a true and fair view of

the state of the Company's affairs and explain its transactions.

#### **50. Books must be Kept at the Office**

50.1 The books of account must be kept at the Registered Office of the Company or at other places decided by the Board of Trustees. The books of account must always be open to inspection by Trustees

#### **51. Inspection of Books**

51.1 The Board of Trustees must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not on the Board of Trustees. A member who is not on the Board of Trustees may only have the right to inspect a book of account or document of the Company if the right is given by law or authorised by the Board of Trustees or a general meeting

#### **52. Income and Expenditure Account and Balance Sheets**

52.1 The Board of Trustees must, for each accounting reference period, put before a general meeting of the Company :

- a) any income and expenditure accounts;
- b) statement of financial activities
- c) a report by the Board of Trustees on the state of the Company as required by the Act and the Charities Act 1993
- d) a balance sheet

52.2 The Board of Trustees must file with the Company's Registrar and the Charity Commission the annual returns that are required

#### **53. Copies for Members**

53.1 Certain documents must be sent to members of the Company at least 21 days before the date of the general meeting. These documents are :



a) a copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before the Company at the general meeting.

b) a copy of any Auditors' or Reporting Accountant's report.

c) a copy of the report of the Trustees.

53.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Company does not know

#### **54. Appointment of Auditors or Reporting Accountants**

54.1 The Company must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Company's income or asset from time to time requires the appointment of auditors

#### **55. Service of Notices**

55.1 The Company may give notice to any member either personally or by delivering it or sending it by ordinary post to his or her registered address. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Company for that purpose. If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post

#### **56. Accidental Omission of Notice**

56.1 Sometimes a person entitled to receive a notice of a meeting does not get it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting

## 57. Who is Entitled to Notice of General Meetings

- 57.1 Notice of every general meeting must be given to
- a) every Member (except those members who lack a registered address within the United Kingdom and have not given the Company an address for notices within the United Kingdom);
  - b) an Auditor or reporting accountant of the Company (if any);
  - c) all Trustees;
  - d) all those with rights of nomination to the Board of Trustees (if any):

57.2 No-one else is entitled to receive notice of general meetings

## 58. Alteration of the Articles

58.1 The Company may alter these Articles only by a special resolution. A special resolution must be passed at a meeting of members of which 21 days notice has been given of the intention to pass a special resolution and at which 75% of those voting must be in favour of. Such a resolution may be passed on shorter notice if 95% of members having the right to vote agree

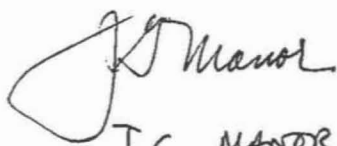
58.2 No alteration may be made to an article which directs or restricts the way monies or property of the Company may be used without the Charity Commission's prior written approval

## 59. Dissolution of the Company

59.1 The Board of Trustees or a general meeting may decide at any time to dissolve the Company. The Company shall then call a meeting of all members and those entitled to notice of general meetings

59.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association

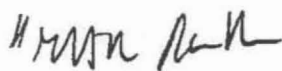
Signatures, addresses and occupations of subscribers



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Dated this 20<sup>th</sup> day of November 1997

Witness to the above signatures :

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Occupation

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