



**CONSTITUTION
OF THE
INFORMATION AND RECORDS MANAGEMENT SOCIETY**

ARTICLE I - NAME

The name of this Society shall be the Information and Records Management Society. It shall be a registered charity and Company limited by Guarantee. The Society shall work towards the public benefit in all its activities, recognising that every organisation and every public activity benefit from the skilled management of Information and Records. The Society shall operate according to the laws of England and Wales.

ARTICLE II - OBJECTS

The objects of the Society are to:

- (i) further knowledge of the management and administration of information and records, in whatever media, created during the course of the business activities of any organisation.
- (ii) promote continuing education and professional development, fellowship and co-operation amongst individuals working in this field.
- (iii) promote the continuing education and professional development of members of the Society
- (iv) develop, promote and advance the profession of Information and Records management to the benefit of all organisations.
- (v) create and provide guides, toolkits, and other content to inform and educate anyone interested in the management of Information and Records.

The Society shall be a charitable non-profit-making organisation and shall offer membership to all Information and Records Management practitioners irrespective of role or level or experience. Appropriate content shall also be offered to the general public, via the Society's website or otherwise.

Article III - MEMBERSHIP.

Section 1 - Categories of Membership

The Society shall have two categories of members:

- a. **Individual Members.** Types and qualifications for Individual Members shall be determined by the Executive Committee of the Society with advice from the Accreditation Committee. Changes in types and qualifications of Individual Members shall be effective only after approval by a General Meeting of the Society.
- b. **Corporate Members.** Types and qualifications for Corporate Members, and the rights of Corporate Members, shall be determined by the Executive Committee of the Society. Changes in types and qualifications and rights of membership for Corporate Members shall be effective only after approval by a General Meeting of the Society.

Section 2 - Rights of Membership.

- a. Individual Members have the right to vote at General Meetings and in ballots, are eligible to propose or second other Members for election, to themselves stand for election and be elected for any of the Society's offices, and to be invited to sit on, and vote in, any of the committees approved by the Executive Committee.
- b. Honorary and Affiliate Members are not eligible to vote or to hold office.
- c. Individuals employed by or otherwise supported by an organisation with Corporate Membership may hold office.

Section 3 - Annual Subscription

The Annual Subscriptions for types of member shall be determined by the Trustees and the Executive Committee of the Society.

Section 4 - Termination of Membership

- a. Members who are in arrears in the payment of their subscription may be excluded from the Society by the Executive Committee after being given fair and reasonable opportunity to arrange payment.
- b. The Executive will have the right to exclude from the Society any person, who, in its view, brings the name of the Profession and/or the Society into disrepute.
- c. Members may choose to terminate their membership from the end of the current financial year. This must be in writing to the Secretary.
- d. No refund will be due to any member whose membership is terminated.

- e. Members that terminate their membership or that are excluded from the Society will remain liable for all and any monies owed to the Society.

ARTICLE IV - TRUSTEES

The Trustees of the Charity shall be the four Constitutional Officers of the Society. They shall serve as Trustees until a replacement Trustee has been nominated and/or elected (as in Article V, Section 3 below) or has been appointed (as in the same Article).

The Trustees shall ensure that the Society operates according to the laws of England and Wales. Each Trustee shall be a fit and proper person within the meaning of the Charities Act 2011.

The Trustees shall be responsible for:

- a) Ensuring that the Society meets its charitable goals and obligations
- b) Governance of the Society according to the laws of England and Wales.

ARTICLE V - EXECUTIVE COMMITTEE

SECTION 1 - Membership

- a. The affairs of the Society shall be managed by the Trustees, supported by the Executive Committee.
- b. The members of the Executive Committee shall be the Constitutional Officers and Trustees:
 - i. Chair
 - ii. Vice Chair
 - iii. Secretary
 - iv. Treasurerand in addition:
 - v. Five other elected members
 - vi. The Immediate Past Chair remains a non-voting member of the Executive Committee for a period of 1 year after their term as chair is complete
 - vii. The Executive Committee may appoint up to three “co-opted” members who may attend Executive Committee meetings and vote.

- c. The Chair shall preside at meetings of the Executive Committee.
- d. Questions arising at a meeting of the Executive Committee shall be decided by a majority of votes.
- e. In all proceedings of the Executive Committee, each Trustee or member must not have more than one vote.
- f. In case of an equality of votes, the Chair shall have a second or casting vote.
- g. A quorum shall consist of five members of the Committee including at least two of the Chair, Vice Chair, Secretary and Treasurer.
- h. All members of the Executive Committee shall attend all formal meetings of the Executive Committee. Any member who misses three meetings in any one year or two consecutive meetings without providing apologies and their reasons to the Secretary may be removed from the Committee by its remaining members.

SECTION 2 - Periods of Office

- a. The Chair and Vice-Chair shall be elected annually from the membership of the Society.
- b. The Secretary, Treasurer and the five elected members shall be elected biannually from the membership of the Society.
- c. The period of office shall begin at the conclusion of the Annual General Meeting (AGM).
- d. Where a vacancy arises between AGMs, the Trustees and Executive Committee shall determine the most appropriate way to fill the vacancy until the next AGM.

SECTION 3 - Elections

- a. Not less than 12 weeks prior to the AGM, nominations shall be sought from the membership of the Society for the posts becoming vacant at that AGM.
- b. Nominations for appointment must also be seconded and must be supported by the nominee. Self-nominations are permitted if seconded
- c. Nominations must be received 8 weeks prior to the AGM.
- d. All proposals shall then be communicated to the membership asking members to vote; appointment shall be by way of simple majority, where there is a contest.
- e. In any election, each member of the Society shall have one and only one vote.
- f. If no nominations are received for a post, the Trustees and Executive Committee may appoint a member to that post or to undertake the duties of that post.
- g. Any person nominated for, or appointed to one of the Constitutional Officer posts, and therefore one of the Trustee posts, shall be a fit and proper person within the meaning of the Charities Act 2011.

SECTION 4 - Duties of the Chair

The Chair shall be the presiding officer at all meetings of the Society and shall serve as Chair of the Trustees and of the Executive Committee. The Chair shall submit a report on the activities of the Society during the previous year to the Annual General Meeting.

SECTION 5 - Duties of the Vice-Chair

The Vice-Chair shall assume the duties of the Chair in the case of vacancy in that office from any cause, and in case of absence or disability of the Chair.

SECTION 6 - Duties of the Secretary

In addition to the duties prescribed elsewhere in the Constitution, the Secretary shall be responsible for recording and keeping the minutes of all meetings as directed by the Chair or Vice-Chair. The Secretary shall maintain a current membership list.

SECTION 7 - Duties of the Treasurer

- a. The Treasurer shall receive all subscriptions and other funds of the Society, and shall disburse them under the direction of the Trustees and the Executive Committee.
- b. The Treasurer shall keep accounts of all such transactions and present them to the Accountants of the Society.

- c. The Treasurer shall submit a report and audited accounts covering the receipts and disbursements during the previous financial year of the Society, and a balance sheet showing the financial status of the Society, to the Annual General Meeting.

SECTION 8 - Duties of other members of the Executive Committee

The duties of the other members of the Executive Committee will be determined by the Trustees.

ARTICLE VI - GENERAL MEETINGS

- a. A General Meeting of the Society shall be held at a time and place designated by the Trustees and the Executive Committee.
- b. The General Meeting of the Society will be held annually.
- c. An Extraordinary General Meeting may be called at any time by the Trustees or upon written request to the Secretary by at least 30 members of the Society stating the purpose of the meeting.
- d. The quorum shall be 20 including at least two of the Chair, Vice Chair, Secretary and Treasurer.
- e. On a vote on a resolution on a show of hands at a General Meeting every member present in person and entitled to vote shall have a maximum of one vote.
- f. On a vote on a resolution on a poll at a General Meeting every member present in person shall have one vote.
- g. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall **not** be entitled to a casting vote in addition to any other vote the Chair may have.
- h. The Secretary shall give notice to Members of the day, time and place of General Meetings not less than one calendar month before their commencement.

ARTICLE VII - SUB-COMMITTEES

SECTION 1 - Appointment

The Trustees and the Executive Committee shall establish such sub-committees as are deemed necessary and determine their Terms of Reference.

SECTION 2 - Membership

- a. The Executive Committee shall appoint a Chair for each sub-committee and may appoint other members.
- b. The sub-committee may appoint additional members.

ARTICLE VIII - OFFICERS

a) The Trustees and the Executive Committee may appoint, or elect using the above procedures, Officers to operate under their authority in specific named areas.

b) Officers will not be voting members of the Executive Committee, but may be invited to attend meetings and speak.

ARTICLE IX - GROUPS

SECTION 1 - Types of Group

There shall be two types of Group recognised by the Society;

- i. IRMS Groups
- ii. Affiliate Groups

SECTION 2 - IRMS Groups

- a. IRMS Groups shall be considered part of the Society and its structure
- b. The Society shall provide financial support as determined by the Trustees and the Executive Committee.
- c. Proposals for the formation of IRMS Groups shall be submitted to the Executive Committee for its approval.
- d. The Trustees and the Executive Committee shall approve the Constitution of any proposed IRMS Group.
- e. Membership of IRMS Groups shall be confined to Members of the Society.

- f. If an IRMS Group is formally dissolved or is deemed to be dissolved because no meeting has been held during a financial year, its records and any funds standing to its credit shall revert to the Society and shall be forwarded to the Secretary and Treasurer respectively.

SECTION 3 - Affiliate Groups

- a. Affiliate Groups, while not part of the Society, shall be recognised, endorsed and supported by the Society.
- b. Affiliation shall be agreed by the Trustees with advice from the Executive Committee and shall be dependent on the constitution of the proposed Affiliate Group not being in conflict with that of the Society.
- c. The Trustees and any Affiliate Group may agree for that Group to act on the Society's behalf or to represent the Society in a particular area or field.
- d. No funding shall be automatically made available to these Groups for their operation however submissions for funding for specific projects may be submitted to the Trustees for consideration.

ARTICLE X - FINANCIAL YEAR

The financial year of the Society shall begin on the first day of January and annual membership subscriptions shall be due on this date.

ARTICLE XI - ACCOUNTANTS

An Accountant or Accountants shall be appointed at the Annual General Meeting.

ARTICLE XII - CONSTITUTIONAL AMENDMENTS

- a. Amendments to the Constitution may be approved by a two-thirds majority of those members voting in a ballot, held either electronically or at a General Meeting.
- b. Amendments may be proposed by the Trustees, the Executive Committee or by a member with a seconder and supported by not less than five other members. Notice of such proposed amendments shall be circulated in the form of resolutions not less than four weeks before the closing date of the ballot.

ARTICLE XIII - DISSOLUTION OF THE SOCIETY

In the event of the dissolution of the Society, the Trustees shall, where possible, arrange for the distribution of the funds remaining for the advancement of information and records management or for the academic training of information and records managers within England and Wales.