

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ARCHIVES for LONDON

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

ARCHIVES FOR LONDON

1. The name of the company (hereinafter called “the Charity”) is Archives for London:

2. The registered office of the Charity will be situate in England.

3. OBJECTS

The objects of the Charity (“the Objects”) are to advance the education of the public and to further any other purpose which may be charitable according to the law of England and Wales which relates to the establishment, maintenance, operation and development of archives (which are either public or from which the public may benefit) and related services and activities in the London region

4. POWERS

To promote the Objects but not for any other purpose the Charity may:-

4.1. promote, foster and advise upon the establishment, development and improvement of archives and related services and activities;

4.2. promote, foster and advise upon co-operation and good management in archives, the communities they serve and national standard setting, funding and inspecting agencies;

4.3. promote, foster and advise upon all information services of any kind and the provision of those services in archives and associated communities and bodies;

- 4.4. promote, foster and advise upon the acquisition, conservation, accommodation, preservation, cataloguing, protection, study, interpretation, reproduction, promotion and distribution of any and all relevant material;
- 4.5. promote, foster and advise upon any projects relating to the establishment, maintenance, operation and development of archives and related services, including those which assist in urban and rural regeneration in areas of social and/or economic deprivation or advance industry and commerce for the benefit of the community;
- 4.6. promote, foster, advise upon and support the creation, implementation and maintenance of standards in relation to the care and custody of any and all records, printed sources, and other materials and archival items held by museums, art galleries, libraries, archives, other institutions, owners and depositors;
- 4.7. promote, foster and advise upon public interest in, enjoyment of, support of and access to archives, whosoever they are held and their purposes and related activities and services generally;
- 4.8. make grants and gifts of money and of any other kind of property to museums, art galleries, libraries and archives and other relevant bodies in relation to their archival and related holdings, premises or services related to those archival and related holdings unconditionally or subject to such trusts or conditions as the Charity may think fit to impose or accept;
- 4.9. assist in, promote and improve the conservation, preservation, restoration, display, presentation and publicising by archives and other relevant bodies of collections and related services
- 4.10. write, make, commission, print, publish or distribute written materials, or other materials recorded in or on any format, or assist in these activities;
- 4.11. promote, initiate, develop and carry out learning activities and training and arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes;
- 4.12. promote, encourage, carry out or commission research, surveys, studies or other work, and disseminate the results;
- 4.13. work with the regional agency for archives, libraries and museums for the London region, or any designated successor body in fulfilment of these powers
- 4.14. work with the regional agency for archives libraries and museums for the London region or any designated successor body to promote and implement strategic objectives for archive and related services

- 4.15. purchase, lease, hire, receive in exchange or as a gift any interest whatever in real or personal property and equip it for use;
- 4.16. subject to any consent required by law sell, manage, lease, lend, mortgage, exchange, dispose of or deal with all or any of its property with or without payment and subject to such conditions as it may think suitable;
- 4.17. subject to any consent required by law borrow and raise money on such terms and security as the Charity may think suitable;
- 4.18. enter into any contract or other arrangement with any person;
- 4.19. raise funds and invite and receive contributions from any person(s) provided that the Charity shall not undertake any substantial permanent trading activities in raising funds;
- 4.20. carry on trade in the course of carrying out any of its objects;
- 4.21. carry on temporary trade ancillary to carrying out its objects;
- 4.22. unincorporated wholly owned subsidiary companies to carry on any trade;
- 4.23. employ and pay employees and professional or other advisors;
- 4.24. grant pensions and retirement benefits to employees of the Charity and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Charity and their dependants;
- 4.25. establish, promote, support, aid, amalgamate or co-operate with, become a part or member, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charitable institutions whether corporate or unincorporated with objects similar to its objects and subscribe, lend or guarantee money to such charitable institutions;
- 4.26. undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 4.27. invest and deal with the Charity's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.28. guarantee and become or give security for the performance of contracts by any person or company;
- 4.29. open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute promissory notes, bills of exchange and other negotiable instruments;

- 4.30. purchase or acquire or undertake all or any of the property, assets, liabilities and engagements of any charitable institutions whether corporate or unincorporated with objects similar to the Charity's objects;
- 4.31. pay out of its funds the costs of forming and registering the Charity;
- 4.32. do all such other lawful things as shall further the Charity's objects.
5. The Charity shall not use its income and property to substitute for, or defray the costs of, any activity that a public body is required to undertake by statute.
6. The income and property of the Charity shall be applied solely towards the promotion of its objects set out in this Memorandum. No part shall be paid or transferred directly or indirectly to Company Law Members of the Charity except for payment in good faith of:-
 - 6.1. reasonable and proper wages to any employee (not being a Trustee) for any services given to the Charity and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any Company Law Member, officer or employee of the Charity;
 - 6.2. interest on money lent to the Charity at a reasonable and proper rate per annum;
 - 6.3. reasonable and proper rent for premises let to the Charity;
 - 6.4. fees, or other benefits to any company of which a Trustee is also a member holding not more than 1/100th part of the capital;
7. The liability of the Company Law Members is limited.
8. Every Company Law Member of the Charity undertakes to contribute such amount as may be required, not exceeding £1, to the Charity's assets if it should be wound up while he or she is a Company Law Member or within one year after he or she ceases to be a Company Law Member:-
 - 8.1. for the payment of the Charity's debts and liabilities contracted before he or she ceased to be a Company Law Member;
 - 8.2. for the costs, charges and expenses of winding up; and
 - 8.3. for the adjustment among themselves of the rights of persons who have contributed to the Charity's assets.
9. If any property remains after the Charity has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among Company Law Members of the Charity. It shall instead be given or

transferred to some other charitable institution or institutions having similar objects to those of the Charity and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as Clause 6 of this Memorandum imposes upon the Charity. The institution or institutions which are to benefit shall be chosen by the Company Law Members of the Charity at or before the time of winding up or dissolution.

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ARCHIVES for LONDON

INTERPRETATION

1. In these Articles and the Memorandum of Association the following terms shall have the following meanings:-

<u>Term</u>	<u>Meaning</u>
1.1. “Act”	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
1.2. “archives”	any institutions or services responsible for or relating to the management of historic records and/or records management, including associated conservation services
1.3. “Articles”	these Articles of Association of the Charity
1.4. “Associate Members”	persons admitted to associate membership under these Articles
1.5. “clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
1.6. “Charity”	Archives for London
1.7. “Company Law Members”	members of the Charity for the time being having all the rights and responsibilities of members under the Act

- 1.8. "Memorandum" the Memorandum of Association of the Charity
 - 1.9. "Panel" the principal groups of Archives for London, either forming the whole of a defined special interest group, or the elected representatives of that special interest group
 - 1.10. "Office" the registered office of the Charity
 - 1.11. "Secretary" the Secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity, including a joint, assistant or deputy Secretary
 - 1.12. "Trustee and Trustees" the director and directors as defined in the Act.
2. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Charity.

MEMBERSHIP

- 3. The subscribers to the Memorandum and such other persons as are admitted to Company Law Membership in accordance with the Articles shall be Company Law Members of the Charity. Subject to Article 4, every person who wishes to become a Company Law Member shall deliver to the Charity an application for Company Law Membership in such form as the Trustees require.
- 4. The Trustees may in their absolute discretion decline to accept any person as a Company Law Member and need not give reasons for so doing.
- 5. The Trustees may from time to time prescribe criteria for Company Law Membership but shall not by so doing become obliged to accept persons fulfilling those criteria as Company Law Members.
- 6. If a person becomes a Company Law Member as a representative of an unincorporated association or body, the name of the Company Law Member, the name of the unincorporated association or body and the fact that the Company Law Member is its representative shall be entered in the register of Company Law Members.
- 7. Subject to the Trustees' right to decline to accept any person as a Company Law Member, the unincorporated association or body shall be able to replace the Company Law Member who is its representative with another person by giving notice in writing to the Charity and without it being necessary for the

outgoing Company Law Member to give notice or the incoming Company Law Member to complete an application form.

8. Every corporate Company Law Member shall appoint an individual to represent it at meetings of the Charity and the name of such representative and the fact that he or she is the representative of such Company Law Member shall be noted in the register of Company Law Members. A corporate Company Law Member shall be able to replace its representative with another individual by giving notice in writing to the Charity. Subject to Article 7, Company Law Membership shall not be transferable and shall cease on death. A Company Law Member shall cease to be a Company Law Member:-
 - 8.1. on the expiry of at least seven clear days' notice given by him, her or it to the Charity of his, her or its intention to withdraw;
 - 8.2. if any subscription or other sum payable by the Company Law Member to the Charity is not paid on the due date and remains unpaid seven days after notice served on the Company Law Member by the Charity informing him, her or it that he, she or it will be removed from Company Law Membership if it is not paid. The Trustees may re-admit to Company Law Membership any person removed from Company Law Membership on this ground on him, her or it paying such reasonable sum as the Trustees may determine;
 - 8.3. if he, she or it ceases to comply with any conditions imposed on Company Law Membership by rules or bye-laws made under Article 87;
 - 8.4. if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally or it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver (but not an administrative receiver appointed under Section 18 of the Charities Act 1993) appointed over all or any part of its assets or an order is made or a resolution passed for its winding up; or
 - 8.5. if, at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the Company Law Member be expelled. Such a resolution shall not be passed unless the member has been given at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. A Company Law Member expelled by such a resolution shall nevertheless remain liable to pay to the Charity any subscription or other sum owed by him, her or it.
9. The Trustees may at their discretion levy subscriptions on all Company Law Members of the Charity at such rate(s) as they shall decide and may levy

subscriptions at different rates on different categories of Company Law Members.

ASSOCIATE MEMBERSHIP

10. The Trustees may admit to and remove from Associate Membership such persons, unincorporated or corporate body and subject to such rights and obligations as they shall think fit. Such Associate Members shall not be Company Law Members for the purposes of the Articles or the Act unless they are also admitted to Company Law Membership under the Articles. Associate Members, unless they are also admitted as Company Law Members, shall not be entitled to vote on any matter where under the Act voting is confined to Companies Act Members nor to attend any general meeting of the Charity. The Trustees may levy subscriptions on all Associate Members of the Charity at such rate(s) as they shall decide and may levy different subscriptions at different rates on different categories of Associate Members.

PATRON

11. The Trustees may appoint and remove any person as a patron of the Charity and on such terms as it shall think fit.
12. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Charity as if a Company Law Member and shall also have the right to receive accounts of the Charity when available to Company Law Members.

GENERAL MEETINGS

Annual General Meeting

13. The Charity shall hold an annual general meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Trustees shall think suitable.

Other General Meetings

14. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the Company Law Members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Act.

Length of Notice

15. Unless Article 17 applies, an annual general meeting and a general meeting called to pass a special resolution or a resolution appointing a person as a Trustee shall be called by at least 21 clear days' written notice and any other general meeting shall be called by at least 14 clear days' written notice.
16. A general meeting may be called by shorter notice if it is so agreed:-
 - 16.1. in the case of an annual general meeting, by all the Company Law Members entitled to attend and vote at that meeting; and
 - 16.2. in the case of any other general meeting, by a majority of the Company Law Members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the Company Law Members.

Contents of Notice

17. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect.

Service of Notice

18. Notice of general meetings shall be given to every Company Law Member and to the Trustees and any patron and to the auditors of the Charity.

PROCEEDINGS AT GENERAL MEETINGS

19. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a Company Law Member or a proxy for a Company Law Member or a duly authorised representative of a corporate or unincorporated Company Law Member, or, if greater, ten percent of the total Company Law Membership, present in person or by proxy, shall be a quorum.
20. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Company Law Members present shall be a quorum.
21. The chair, if any, of the Trustees or in his or her absence the vice-chair, if any, of the Trustees or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of the meeting, but if neither the chair nor the vice-chair nor such other Trustee (if any) be present within fifteen minutes

after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, he or she shall be chair. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Company Law Members present and entitled to vote shall choose one of their number to be chair.

22. A duly authorised representative of a corporate or unincorporated Company Law Member present and representing such Company Law Member at a meeting of the Charity shall be treated for all purposes as if he or she were such Company Law Member (and such Company Law Member, for the avoidance of doubt, shall be deemed to be present in person at the meeting).
23. A Trustee may, even if not a Company Law Member, attend and speak at any general meeting.
24. The chair may, with the consent of a 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 shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
25. A resolution put to the vote of a meeting shall be decided on a show of hands from individual members, together with a verbal statement of votes as defined in article 46 made on behalf of a corporate or unincorporated Company Law Member cast by the representative of that body so present, unless before or on the declaration of the result of the show of hands and the verbal statement of votes made on behalf of a corporate or unincorporated Company Law Member, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - 25.1. by the chair; or
 - 25.2. by at least two Company Law Members having the right to vote at the meeting; or
 - 25.3. by a Company Law Member or Company Law Members representing at least one-tenth of the total voting rights of all the Company Law Members having the right to vote at the meeting;

and a demand by a person as proxy for a Company Law Member shall be the same as a demand by the Company Law Member.

26. Unless a poll is duly demanded a declaration by the chair 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
27. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
28. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be Company Law Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
29. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
30. A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
31. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
32. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.
33. A resolution in writing executed by or on behalf of each Company Law Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he, she or it was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more Company Law Members. The date of a written resolution shall be the date on which the last Company Law Member signs. Copies of all proposed written resolutions of the Company Law Members shall be sent to the Charity's auditor before being passed.

Votes of Company Law Members

34. On a show of hands every individual Company Law Member present in person shall have one vote. A poll shall be taken of the votes of corporate Company Law Members held by nominated representatives present at the meeting. On a poll every individual Company Law Member present in person or by proxy shall have one vote.
35. In any poll the votes of the representatives of corporate Company Law Members present at the meeting may be exercised according to the nature of the membership of the corporate Company Law Member so represented and as defined in Clause 46
36. By verbal statement every Company Law Member present representing a corporate body shall have votes in a proportion to be determined by the Byelaws of Archives for London, subject to a maximum number of four.
37. No Company Law Member may vote on any matter in which he or she is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the Company Law Members present in person or by proxy at the meeting, such permission to be given or withheld without discussion.
38. No Company Law Member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Charity have been paid.
39. A Company Law Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
40. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.
41. An instrument appointing a proxy shall be in writing, executed by the appointing Company Law Member (and if that Company Law Member is a

corporation it shall be signed by one director and the company secretary of such company or by two of its directors) and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

"ARCHIVES for LONDON,

I/We, ,

of ,

being a Company Law Member/Company Law Members of the above named Charity, hereby appoint , of , or failing him/her, , of , as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Charity to be held on [date], and at any adjournment thereof.

Signed on [date]"

42. Where it is desired to afford Company Law Members an opportunity of instructing the proxy how he or she shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

" ARCHIVES for LONDON,

I/We, , of ,

being a Company Law Member/Company Law Members of the above named Charity, hereby appoint of , or failing him/her, of

, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Charity to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against

Resolution No 2 *for *against

Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed on [date]"

43. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:-
- 43.1. be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 43.2. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or
 - 43.3. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary or to any Trustee;
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
44. A proxy for a Company Law Member who is entered on the register of Company Law Members as being a representative of an unincorporated association or body may be appointed either by the Company Law Member or by the unincorporated association or body.
45. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
46. Company Law Members shall have one vote at general meetings, and at elections for panels. Corporate Company Law Members shall exercise votes at general meetings and through panels depending on their assessed subscription, based on the number of employees working in the archive service unit or units of that Corporate Law Member and set out in bands to be defined in the rate of membership subscriptions currently in force, to a maximum of four votes per corporate Company Law Member. The banding for Corporate Company Law Members shall be set out in byelaws drawn up by the Trustees.
47. Corporate Company Law Members and unincorporated associations or bodies may only exercise one vote in any given panel election.

48. Panels will be composed of the entire part of the membership who are eligible and who choose to belong to that panel. Any panel consisting of nine members or less will also constitute the Panel executive committee, and should elect a chair, a secretary and a treasurer. Panels of ten members or more should elect a committee to a maximum of twelve members, including a chair, secretary and treasurer
49. Elections for the officers of panels and panel committees, where these exist, should at an annual general meeting of the panel. Panel Committee members and officers, with the exception of the Panel Chair, serve for the ensuing year until the next annual general meeting. Any existing panel committee member or officer may stand for election at the annual general meeting. Panel Chairs are elected for three years and retire by rotation (Clause 65).
50. The proceedings and operations of panels shall be defined in bylaws to be drawn up by the Trustees. Any changes to the proceedings and operation of panels shall require the approval of the Trustees to come into force.

TRUSTEES

Number of Trustees

51. Unless otherwise decided by ordinary resolution the maximum number of Trustees shall be fourteen and the minimum shall be five.

Powers of Trustees

52. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
53. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
54. The Trustees shall constitute the governing body of Archives for London, but may delegate powers and finances to the properly constituted panels of Archives for London, provided that in all cases the Chair of each panel is a Trustee of Archives for London

Delegation of Trustees' powers

55. The Trustees may delegate any of their powers or the implementation of any of their resolutions to any Panel or committee in accordance with the following conditions:
- 55.1. the resolution making that delegation shall either specify the panel to which such powers are designated or specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number); and
 - 55.2. the composition of any such Panel shall be elected by the panel members as set out in Clause 49 ; and
 - 55.3. the deliberations of any such Panel or committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every Panel or committee shall appoint a secretary; and
 - 55.4. all delegations under this Article shall be revocable at any time; and
 - 55.5. the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such panel, panels, committee or committees as they may from time to time think fit.
56. For the avoidance of doubt, the Trustees may (in accordance with Article 52) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that no committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the Trustees.
57. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

Investment Management

58. The Trustees may appoint as the investment manager for the Charity a person whom they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either:
- 58.1. an individual of repute with at least fifteen years' experience of investment or financial management who is an authorised person within the meaning of the Financial Services Act 1986 ("the FSA"); or

- 58.2. a company or firm of repute which is an authorised or exempted person within the meaning of the FSA otherwise than by virtue of Section (45)(1)(j) of the FSA.
59. The Trustees may, subject to these Articles, delegate to an investment manager so appointed power at his or her discretion to buy and sell investments for the Charity on behalf of the Trustees in accordance with the investment policy laid down by the Trustees.
60. Where the Trustees make any delegation in accordance with these Articles they shall:
- 60.1. inform the investment manager in writing of the extent of the Charity's investment power;
- 60.2. lay down a detailed investment policy for the Charity and immediately inform the investment manager in writing of it and of any changes to it;
- 60.3. ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
- 60.4. ensure that they are kept informed and review on a regular basis the performance of their investment portfolio managed by the investment manager and on the exercise by him or her of his or her delegated authority;
- 60.5. take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
- 60.6. review the appointment at such intervals not exceeding 24 months as they shall think fit.
61. Where the Trustees make any delegation in accordance with these Articles they shall do so on the terms that:
- 61.1. the investment manager shall comply with the terms of his or her delegated authority;
- 61.2. the investment manager shall not do anything which the Trustees do not have the power to do;
- 61.3. the Trustees may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with these Articles; and
- 61.4. the Trustees shall give directions to the investment manager as to the manner in which he or she is to report to them all sales and purchases of investments made on their behalf.
62. The Trustees may:

- 62.1. make such arrangements as they think fit for any investments of the Charity or income from those investments to be held by a corporate body as the nominee of the Charity; and
- 62.2. pay reasonable and proper remuneration to any corporate body acting as the nominee of the Charity in pursuance of this Article.

Election, appointment and retirement of Trustees

63. At the first annual general meeting all the Trustees shall retire from office, and at every subsequent annual general meeting of Archives for London one-third of the Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office. If there is only one Trustee who is subject to retirement by rotation, he or she shall retire. Trustees shall serve no more than a three year term before having to offer themselves for re-election by the annual general meeting.
64. The Chair of the Trustees shall be elected by the annual general meeting for a three year term.
65. The Chairs of Panels shall be elected by the members of those Panels for three years and confirmed in that position at the annual general meeting of Archives for London. The Chair of each Panel shall automatically be a Trustee for the elected period of office and shall then retire on the rotation principle.
66. The Chair of the Advisory Council shall be elected by the members of the Advisory Council for three years and confirmed in that position at the annual general meeting of Archives for London. The Chair of the Advisory Council shall automatically be a Trustee for the elected period of office
67. Other Trustees to a maximum number of four may be elected by the annual general meeting for a term of three years
68. Other Trustees to a maximum number of four may be appointed by open advertisement or by other methods as the annual general meeting of Archives for London shall authorise and their appointment for a three year period be confirmed at the annual general meeting
69. Subject to the provisions of the Act, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.
70. If the Charity at the meeting at which a Trustee retires by rotation does not fill the vacancy, the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or

unless a resolution for the reappointment of the Trustee is put to the meeting and lost

71. No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any general meeting unless:-
 - 71.1. he or she is recommended by the Trustees; or
 - 71.2. at least fourteen but not more than thirty-five clear days before the date appointed for the meeting, notice executed by a Company Law Member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Charity's register of Trustees together with notice executed by that person of his or her willingness to be appointed or reappointed.
72. No person may be appointed as a Trustee:
 - 72.1. unless he or she has attained the age of 18 years; or
 - 72.2. in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Article 65.
73. At least seven but not more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him or her at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Charity's register of Trustees.
74. Subject to the above Articles, the Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also decide the rotation in which any additional Trustees are to retire.
75. The Trustees may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the end of the meeting.

76. Subject to the above Articles, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed. If he or she is not reappointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.

Disqualification and removal of Trustees

77. The office of a Trustee shall be vacated if:-
- 77.1. he or she ceases to be a Trustee by virtue of any provision of the Act or he or she becomes prohibited by law from being a Trustee; or
- 77.2. he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 77.3. he or she is, or may be, suffering from mental disorder and either:-
- 77.3.1. he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
- 77.3.2. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- 77.4. he or she is removed from office by a resolution duly passed pursuant to Section 303 of the Act; or
- 77.5. he or she resigns his or her office by notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect).

Expenses of Trustees

78. The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings of the Charity or otherwise in connection with the discharge of their duties.

PROCEEDINGS OF TRUSTEES

79. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.
80. Two Trustees may, and the Secretary at the request of two Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Trustees stating the

general particulars of all business to be considered at such meeting shall be sent by post to each Trustee at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.

81. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
82. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and, unless so fixed at any other number, shall be two or one third of the Trustees for the time being, whichever is the greater.
83. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of the Charity but for no other purpose.
84. The Trustees may appoint one of their number to be the chair of the Trustees and may at any time remove that person from that office. The Trustees may appoint one of their number to be the vice-chair of the Trustees and may at any time remove that person from that office.
85. Unless he or she is unwilling to do so, the Trustee elected as chair shall preside at every meeting of Trustees at which he or she is present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the vice-chair shall preside as chair of that meeting. If there is no Trustee holding the office of vice-chair, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chair of the meeting.
86. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
87. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees. The

date of a written resolution of the Trustees shall be the date on which the last Trustee signs.

88. A meeting of the Trustees may be held either in person or by suitable electronic means agreed between the Trustee in which all participants may communicate simultaneously with all other participants.

GENERAL

Secretary

89. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit and may be removed by them.

Minutes

90. The Trustees shall cause minutes to be created for the purpose:-
- 90.1. of all appointments of officers made by the Trustees; and
- 90.2. of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Company Law Member or Trustee of the Charity, be sufficient evidence of the proceedings.

Accounts and Reports

91. The Charity may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Charity may be inspected by the Company Law Members but subject thereto the statutory books and accounting records shall be open to inspection by the Company Law Members during usual business hours.
92. The Trustees shall comply with the requirements of the Act and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:
- 92.1. annual reports;
- 92.2. annual returns;
- 92.3. annual statements of account.

Notices

93. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
94. The Charity may give any notice to a Company Law Member either personally or by sending it by post in a prepaid envelope addressed to the Company Law Member at his, her or its registered address or by leaving it at that address, or by facsimile or by electronic means to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him, her or it.
95. A Company Law Member present, either in person or by proxy, at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
96. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication or facsimile has been transmitted to the correct address or number shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained in a facsimile or an electronic communication at the expiration of 48 hours after the time it was transmitted.

Indemnity

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 Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted 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 Charity, 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.

97. Rules and bye laws

- 97.1. The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- 97.2. The admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- 97.3. The conduct of members of the Charity in relation to one another, and to the Charity's servants;
- 97.4. The setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- 97.5. The procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;
- 97.6. Generally, all such matters as are commonly the subject matter of company rules.
- 97.7. The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

Winding-up

- 97.8. The provisions of clauses 8 and 9 of the Memorandum of Association relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in the Article

SECTIONS

98. Archives for London shall also have sections made up of the principal special interest groups.
99. Sections shall be either composed of the total number of eligible members or if this number is greater than ten by a committee elected by the eligible members.
100. Eligibility for section membership shall be defined by the applicant at the time the individual, Corporate Company Law member or unincorporated association or body applies to join Archives for London. Individual members must indicate whether they are applying to join as (1) a custodian, (2) an information or records manager, (3) a conservator or (4) a user or depositor. Corporate Company Law members or unincorporated associations or bodies employing staff must indicate the categories of staff employed (by categories 1-3 as stated in this article) and may select staff to join the appropriate sections, subject to payment of an appropriate level of subscription as set out in the byelaws. Unincorporated associations or bodies not employing staff must indicate which section is most appropriate to the principal activity of that association or body.
101. Any dispute arising from eligibility for section membership shall be referred to the Trustees meeting for decision.
102. Each section chair should be a Trustee of the Charity.
103. Each section should have delegated management of a budget, to be determined by the Trustees annually.
104. Where sections are elected, the voting shall be by each Company Law member, having one vote, whether individual or representing a corporate body.

ADVISORY COUNCIL

105. Archives for London shall also have an Advisory Council, to be made up of chairs of the sections, and such external representation as the Trustees shall deem suitable to a maximum of 30 members.
106. The Chair of the Advisory Council will be elected under the terms of clause (63) of this memorandum and articles of association.

107. Membership of the Advisory Council will be by invitation of the Advisory Council Chair, subject to the approval of the Trustees
108. The Advisory Council will not have financial responsibilities
109. The Advisory Council is intended to provide a forum for discussion of topics of professional and user concern related to archives in London. Decisions made by the Advisory Council may inform policy decisions of Archives for London on matters of professional concern , but will not be mandatory. Any recommendation made by the Advisory Council shall be subject to examination by the Trustees