



Working Principles of the Scientific Archivists Group Ltd Operating as Health Sciences Records and Archives Association (HSRAA)

1. NAME

The name of the association is the **Health Sciences Records and Archives Association** (the “Association”), the operating name of the Scientific Archivists Group Limited (the “Company”).

The governing body of The Company is 'the Board of Directors'. Throughout this document, it shall be referred to as '**the Board**'.

The body responsible for oversight of the Association's operations is the Operations Committee. Throughout this document, it shall be referred to as '**the Committee**'.

Throughout this document, “**Member**” includes “**Standard Members**” and “**Retired Members**”.

This document supplements the Articles of Association of the Company.

2. AIM and OBJECTIVES

2.1 The aim of the Association is the exchange of knowledge and information relating to Archives and Records Management within the health sciences sector.

2.2 The objectives for the Association are:-

- (a) To develop a professional status for Members.
- (b) To advance the disciplines of archiving and records management within the health sciences sector.
- (c) To promote archives that meet business and regulatory needs for the health sciences sector.
- (d) To encourage a high profile with regulatory authorities governing the health sciences sector.
- (e) To keep Association Members abreast of trends & developments, particularly technological advances and regulatory updates within the health sciences sector.
- (f) To encourage consistency in archives and records management practices across borders, particularly within the European Union (EU) and European Economic Area (EEA).

2.3 To achieve these objectives the Association will:-

- (a) Promote training in the processes associated with archiving and records management within the health sciences sector, advance the professional competency of its Members and promote co-operative relations with allied organisations.
- (b) Promote standards in the profession of health sciences archiving and records management.
- (c) Publish relevant information on the activities of the Association and health sciences archiving and records management matters.
- (d) Organise meetings, congresses and symposia that allow the exchange of information on the role of the Archivist and Records Manager.

2.4 Whilst the Association is registered as a Company in the United Kingdom, its primary focus covers the ICH regions (USA, EU and Japan). It is registered as an organisation within the EU/EEA, providing EU-wide representation.

3. MEMBERSHIP

3.1. Membership of The Association is open to any individual who has a professional interest in the aims and objectives of The Association.

3.2. There are three categories of membership:

3.2.1. Standard Member: Standard membership is open to individuals with an interest in the management of records within the health sciences sector. A fee is payable for Standard Member.

3.2.2 Retired Member: Retired Membership is open to Members of The Association who have retired from full time employment but retain an interest in the management of health sciences records. A fee is payable for Retired Member.

3.2.3. Honorary Member: Honorary membership is open to any Member who has rendered special service to The Association. Honorary Members shall not have voting rights. Only the Board shall be entitled to grant Honorary Membership. No fee is payable for Honorary Member.

3.3. The Board, in consultation with the Committee, reserves the right to refuse membership, or to revoke membership, if it deems that a Member is acting or has acted against the principals and aims of The Association.

3.4. The Membership Coordinator will provide regular updates about new Members to The Board.

3.5. Membership commences on the date the initial membership subscription fee is received. Membership will automatically cease if a Member does not pay the renewal fee before the expiry date.

3a Use of Membership Information

3.6. Membership information, including any Conference Delegates List or Training Course Attendee List, must be used solely for purposes related to the conduct of The Association's activities. Membership information must not be used by any Member for any other purpose e.g. personal reasons, commercial purposes, to seek or gain business, or to promote the Member's own business and/or other interests.

3.7. At its discretion, the Committee may permit communications of a commercial or personal nature to be distributed to Members if those communications are perceived to be of relevance and/or of value to Members. The Committee reserves the right to deny such offers with no obligation to provide a reason.

4. COMPANY AND ASSOCIATION MANAGEMENT

4a. Board of Directors

4.1. Governance of the Company's affairs is entrusted to the Board.

4.2. The Board comprises elected individuals and must include the office of Chairperson and two additional individuals. It may include no more than two additional discretionary Members. All Board Members will be appointed as Directors of the Company. It should be noted that the Operations Committee (see 4b) also has a Chairperson who shall be known as "Committee Chairperson". This is a separate role from the Board Chairperson, though may be fulfilled by a single individual.

4.3. The Board will meet at regular intervals and no less than twice in any 12-month period. Meetings will be held either face-to-face or virtually e.g. via teleconference.

4.4. A quorum for a Board meeting is three Members, which must include the Chairperson.

4.5. Motions at Board meetings will be voted on by a show of hands and recorded in the minutes of the meeting of The Board. Where Board meetings are not held in-person, the minutes will record the votes cast via telephone, email, or any other technology used during the meeting.

4.6. All Members of the Board will serve a two-year term from the date of appointment to the Board.

4.7. Any Member of the Company may be nominated to become a Director at any time by an ordinary resolution of the Company Members or by a decision of the Directors.

4.8. Should a Director resign before the end of his/her term of office, he/she must inform the Chairperson of their resignation in writing, providing three-months' notice where possible. A new nominee will be identified according to clause 4.7.

4.9. Any Director can be removed from the Board by a majority vote of the existing Directors or by an ordinary resolution of the Company Members.

4.10. At the end of the term of office, a Director may seek re-appointment in accordance with paragraph 4.7. Any decision by the Board to extend a Director's term will be documented in the Board minutes.

4b. Operations Committee

4.11. Oversight of the Association's operations is entrusted to the Operations Committee ("**the Committee**"). Members of the Committee may be a Board Member/Director but this is not a pre-requisite for being a Committee Member.

4.12. The Committee shall ordinarily comprise a minimum of 5 Members (but the number can increase depending on the needs of the Committee), and includes the following roles: Committee Chairperson, Committee Secretary and Finance Coordinator.

In addition, other roles may be identified and allocated by the Committee, including but not limited to: Membership Coordinator, Publications Coordinator, Events Coordinator, Technical Coordinator.

4.13. If there are two or more candidates for a specific role, the candidate to fulfil the role will be chosen by a vote of Committee Members

4.14. All roles within the Committee will be reviewed annually by the Committee.

4.15. The Committee will meet at regular intervals, no less than once every three months. Meetings will be held either face-to-face or virtually e.g. via teleconference.

4.16. A quorum for a meeting of the Committee is a majority of the Members of the Committee present at the meeting.

4.17. Motions at meetings of the Committee will be voted on by a show of hands of Members present and recorded in the meeting minutes.

4.18. All Members of the Committee will serve a two-year term from the date of appointment to the Committee, with the exception of co-opted Members whose term shall expire on occurrence of the next Committee elections (see 4.25).



4.19 Any Member of the Association having been a Member for a minimum period of six months may be nominated to become a Member of the Committee. Members with less than six months membership may be co-opted to the Committee, if a vacancy exists (see 4.25). Members meeting this eligibility criteria must have approval from their employer(s), where needed, to fulfil the role of a Committee Member. In addition, any prospective Member must ensure that they are able to make the time available that is necessary to fulfil the role. At the appropriate time, the Committee Chairperson or Committee Secretary shall send out notices to all Members of the Association identifying the number of position(s) becoming vacant on the Committee and inviting nominations from qualifying Members.

Nominations must be made in writing or by e-mail before the specified deadline.

4.20. In the event that there are fewer candidates than vacancies, there is no requirement to hold a ballot of Members, assuming that candidates meet the eligibility criteria (see 4.19).

4.21. In the event that there are more candidates than vacancies, a ballot of all Members will be conducted. Successful candidates will be those who receive the most votes from Members.

4.22. Ballots may be conducted electronically or by using paper ballots. Each Member may cast one vote per vacancy. The results of the ballot will be retained as part of the Company's records.

4.23. The Committee Chairperson shall not vote during a ballot. In the event that the ballot result is tied, the Committee Chairperson will have the casting vote.

4.24. Should a Member of the Committee resign before the end of his/her term of office, the Member must inform the Committee Chairperson of his/her resignation in writing. The Committee will then decide whether or not to co-opt a replacement until the next election.

4.25. In the event that a position remains vacant on the Committee, Members of the Association can be co-opted by a majority vote of the Members of the Committee to join the Committee until the next election. Co-opted Members of the Committee will have the same voting rights as other Members of the Committee.

4.26. Any Member of the Committee who is considered not to be performing their responsibilities as a Committee Member can be removed from office by a poll of all Members of the Committee that results in the majority of respondents supporting the rejection.

4.27. At the end of the term of office, a Member of the Committee may seek re-election.

5. HSRAA ACTIVITIES

5.1 The day-to-day activities of the Association will be carried out by a Committee Member or by one or more ordinary Members of the Association with oversight from a Committee Member. The allocation of responsibilities will be determined by the Committee.

5.2 Where it is considered appropriate, specific day-to-day activities of the Association, including but not limited to the maintenance of website, social media and other technological tools, membership administration, and event administration, may be carried out by a third party demonstrably experienced to carry out these tasks. The appointment of the third party will be made by the Board, in consultation with the Committee. Any costs associated with use of a third party must be reviewed and approved by the Board. The justification to use a third party includes, but is not limited to, lack of available resource or experience within the Committee.

5. FINANCE

5.1. The financial year of The Company will run from 1st January to 31st December in any year.

5.2 The Company will be operated as a not-for-profit association.

6. ACCOUNTS

6.1. The Financial Coordinator of the Committee is responsible for ensuring the maintenance of accounts with respect to all monies received and expended by The Company. Operationally, the day-to-day maintenance of financial records may be outsourced to a book-keeper appointed by the Board (see 5.2).

6.2. Accounts must be kept in accordance with generally accepted standards for a small company. As far as possible, they shall be kept consistently from year to year and will be maintained only in electronic form unless hard-copy is required by law.

6.3. The accounts are available and open to inspection by Members of the Board and are examined by a Certified or Chartered Accountant each year

6.4. Accounts will be presented to Members as part of the Company's annual report.

7. MEETINGS

7.1. An Annual General Meeting (the AGM) of the Company will be held each year for the purpose of receiving reports from the Directors as appropriate, and for the discussion of matters submitted by Members of the Company or by Members of the Board. The Committee Secretary must be informed of matters for decision at the AGM at least four weeks prior to the AGM so that those matters can be placed on the agenda and circulated to all Members in advance.

7.2. The AGM will be held at such a time and place as may be determined by the Board. The Chairperson of the AGM shall normally be the Chairperson of the Company, that is, the Board Chairperson. A quorum at the AGM is a minimum of 5% of Full Members.

7.3. Any resolution put to the vote at the AGM shall be decided by a ballot of all Members. Such resolutions will be proposed by a Standard Member and seconded by another Member of the Company. All such resolutions must be submitted to the Operations Committee Secretary at least 4 weeks prior to the date of the AGM, so that the Operations Committee Secretary can notify Members of the resolution and, if required in advance in the AGM, conduct a ballot of Members. The results of the ballot will be retained in the Company's records. Having reached a decision in this manner, the resolution shall be adopted from the date of the AGM.

7.4. Other meetings in the form of conferences, workshops or courses will be arranged by, or with the approval of, the Committee.

7.5. An Extraordinary General Meeting (EGM) may be called by any 10% of the Members of the Company. EGMs will be conducted as defined under AGM rules and co-ordinated by the Operations Committee Secretary.

8. CHANGES TO THESE WORKING PRINCIPLES

8.1 The Committee can change these principles subject to the ratification of the Board. The Board reserves the right to change these principles at a Board Meeting.



9. INDEMNITY/WINDING UP

9.1. If the Company is wound up or dissolved and any property remains after the settlement of the Company's debts and liabilities, that property will be donated or transferred to another organisation with similar purpose or purposes as defined in section 2.

Revised: 20 October 2020