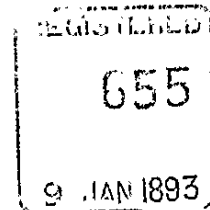




Perpetual Society.

COMPANY, LIMITED.



STATEMENT of the Nominal Capital made pursuant to s. 11 of 51 Vict,  
cap. 8, Customs and Inland Revenue Act, 1888. (NOTE.—The Stamp Duty on the  
Nominal Capital is Two Shillings for every £100 or fraction of £100.)

This statement is to be filed with the Memorandum of Association, or other Document,  
when the Company is registered.

Presented for registration by

W. P. W. Phillimore,

solicitor

124 Chancery Lane, London.

The NOMINAL CAPITAL of the \_\_\_\_\_

*British Record Society.* ~~Company~~, Limited,

is £ 100, divided into 100 shares of £ 1 : 0 : 0

each.

Signature

*W. P. W. Phillimore*

Description Solicitor and Secretary

Date

29<sup>th</sup> December 1892

This statement should be signed by an Officer of the Company.

37931 a.m.h. 36744



*The Companies Acts, 1862 to 1891.*

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## COMPANY LIMITED BY SHARES.

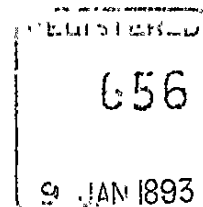
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### Memorandum of Association

OF THE

## BRITISH RECORD SOCIETY

LIMITED.



1. The name of the Company is "THE BRITISH RECORD SOCIETY, LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

(a) To acquire all the property now belonging to the Society known as the British Record Society, and to undertake all liabilities in respect thereof for which the present Council is or may be liable, and to indemnify the Members thereof against all responsibility therefrom, and especially to continue the publication of the "Index Library" and the works comprised therein, and to issue the same to the Annual Subscribers on the same or any other terms as the Company may think fit.



(b) To transcribe, print and publish any of the public Records of Great Britain and Ireland which may at any time be preserved in the Public Record Office, London, in the Registry House, Edinburgh, or in the Public Record Office, Dublin.

(c) To transcribe, print and publish any other records or documents in the nature of records or similar thereto existing in Great Britain and Ireland, and whether the same be in public or private custody.

(d) To transcribe, print and publish any existing abstracts of calendars or indexes with or without revision to any of the records or documents mentioned in the last two clauses or to compile any new abstracts, indexes or calendars thereto for the purpose of printing the same.

(e) To take any measures necessary or desirable for the protection or preservation and custody of any of the records or documents in the nature of records mentioned in the preceding clauses.

(f) To amalgamate wholly or partially with or to acquire the property of any Society or Institution having objects the same as or similar to the objects of the British Record Society, Limited, or to enter into partnership with any such Society or Institution for any such purposes or to transfer all or any of the property of the Company to any other Society, Company or individual, either upon terms of sale or otherwise as may be desirable.

(g) Subject to the provisions of the 21st section of the Companies Act, 1862, to purchase or lease, or to exchange, hire or otherwise acquire any real and personal property, and to enter into any contracts or agreements that may be necessary or suitable for carrying out any of the above objects of the Company.

(h) To collect, receive and hold funds, money and property by voluntary contributions, subscriptions, gifts and legacies for the objects of the Company or any of them, as the donors may direct.

(i) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. The income and property of the Company howsoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any of the Members of the Company.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or any Member of the Company, or any other person in return for any services actually rendered to the Company.

~~6. If any member of the Company pays or receives any dividend, bonus or other profit in contravention of the terms of the 5th section of this memorandum his liability shall be unlimited.~~

6. The capital of the Company is £100 divided into 100 shares of £1 each.

7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given to or transferred to some other institution or institutions having objects similar to the objects of the Company as may be determined by the Members at or before the time of dissolution and in default of such determination by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter.

8. Proper accounts shall be kept of the sums of money received and expended by the Company, and of the manner in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the company, and subject to such restrictions as to the time and manner of inspecting the same, which may be imposed in accordance with the regulations of the Company for the time being, shall be open to the inspection of Members. Once at least in every year the accounts of the Company shall be examined, and the correctness of the balance sheet ascertained by one or more auditor or auditors appointed by the Company in general meeting.

*Red*  
*G.E.C.*  
*1882*  
*C.H.A.*  
*1882*  
*J.E.*  
*1882*

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAME.	ADDRESS.	DESCRIPTION.	NO. OF SHARES TAKEN BY EACH SUBSCRIBER.
<u>William Duffries</u>	Mount Street, Rotterdam	Peer of the Realm	one
George E. C. Kayne	Exeter House, Southampton	Baron King of Arms	one
<u>Becciff Lake</u>	10 Lincoln's Inn	Minister of the Supreme Court	one
Charles H. Athill	College of Arms, E.C.	Richmond Herald of Arms	one
Walter Newshaw	5, Stone Bridge Street, London	G.C.	one
John Collett	Admiralty, London	Director of Navy Contracts	one
Henry A. Gibbs	Whitehall, London	J.P.	one

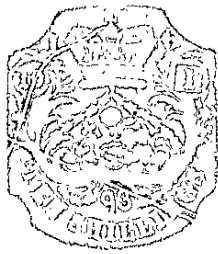
Dated the twenty ninth day of December 1892.

Witness to the above signatures, excepting the Marquess of Bute and Duffries  
William C. C. Pullimore, Solicitor, 124, Chancery Lane, London.

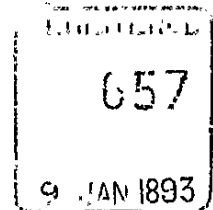
Witness to the signatures of the Marquess of Bute and Duffries  
James Anderson Secretary to his Lordship, Mount Street, White

Registered with Articles of Association.

Certificate of Incorporation dated \_\_\_\_\_ day of \_\_\_\_\_ 1892.



**Articles of Association**  
OF THE  
**BRITISH RECORD SOCIETY, LIMITED.**



1. The regulations of Table A contained in the schedule to the Companies Act, 1862, shall apply to this Company except so far as they are altered or added to by these articles.

2. In these articles, unless there be something in the articles inconsistent therewith,

"The Society" means the British Record Society, Limited.

"Member" means member of the Society.

"The Council" means the Directors for the time being of the Society.

The "President," the "Vice-Presidents," the "Chairman of the Council," the "Treasurer," the "Secretary," the "General Editor," the "Auditors," mean respectively those respective officers for the time being of the Society.

"Annual Meeting," "Extraordinary Meeting," mean respectively such meetings of the Society.

"Written" means either written or printed or partly written and partly printed.

Words importing the singular number include the plural and words importing the plural number include the singular.



3. The Council may allot the shares in such manner as they may think fit and may commence business immediately after registration of the Company, notwithstanding that any part of the Company's capital remains uncollected or unsubscribed.

4. The following Clause shall take the place of Clause 10 of Table A.

The Council may, without giving any reason for such refusal, decline to register the transfer of any Share to any transferee of whom they may not approve, or to register the transfer of any Share the holder of which is indebted to the Company or upon which the Company has a lien, or when the transferor fails to leave at the Company's office the certificate of such Share together with the form of transfer. The executor or devisee of a deceased Shareholder shall first offer his Share to the Council to be purchased by them at the fair value, such value if there be any dispute to be settled by arbitration in the usual way. If the Council refuse to purchase then he may sell the Share to any other transferee of whom the Council shall approve.

5. The following officers shall be the Directors and shall form the Council of the Society, viz.: A President, six or more Vice-Presidents, a Chairman of the Council, one or more Secretaries, General Editors, and a Treasurer together with not less than 12 nor more than 20 others, none of whom need be Members of the Society. Three Members of the Council, of whom the Secretary or Treasurer shall be one, shall form a quorum of Directors. The Directors shall have power to appoint any local Secretaries and any additional Editors and any other additional officers as they may think desirable, but such additional officers shall not act as Directors of the Society.

6. The Directors shall be elected at the annual general meeting in May, and shall hold office until the next annual general meeting, but shall be eligible for re-election. Any vacancies in the number of directors or any vacant office, whether caused by death, resignation, or removal, may be filled up by the remaining members of the Council appointing a successor to fill the vacancy, who shall hold office until the next annual meeting. Such fresh appointment shall not be compulsory unless the ordinary Members of the Council be fewer than twelve in number. No remuneration shall be paid to any Director for his services as Director.

7. Any Director of the Society may resign his office in writing addressed to the Secretary, and upon the acceptance of such resignation



by the Council his office shall become vacant and not before. The Directors shall have power to remove any officer by passing a resolution in favour of such removal at which not less than two thirds of the members of the Council present shall vote, provided that seven days written notice of the motion shall be given to all the Directors.

8. The following shall be the first Directors of the Society :—

*President :*

THE MOST HON. THE MARQUESS OF BUTE, K.T.

*Vice-Presidents :*

THE RIGHT REV. THE LORD BISHOP OF OXFORD, D.D., F.S.A.

THE RIGHT HON. LORD HANNEN, P.C.

ALDERMAN SIR REGINALD HANSON, BART., M.P., LL.D., F.S.A.

THE RIGHT HON. SIR FRANCIS H. JEUNE.

THE HON. E. J. PHELPS, LL.D., late U.S. Minister to the Court of St. James.

THE RIGHT HON. A. M. PORTER, Master of the Rolls, Ireland.

*Council :*

GEORGE E. COKAYNE, M.A., F.S.A., Norroy King of Arms,  
Chairman.

CHARLES H. ATHILL, F.S.A., Richmond Herald.

GEORGE T. CLARK, F.S.A.

REV. J. CHARLES COX, LL.D., F.S.A.

FREDERICK A. CRISP, F.S.A.

LELAND L. DUNCAN, F.S.A.

CECIL G. SAVILE FOLJAMBE, F.S.A.

EDW. ALEX. FRY.

GEORGE S. FRY.

HENRY HUCKS GIBBS, F.S.A.

BENJAMIN G. LAKE.

J. J. DIGGES LA TOUCHE, LL.D.

REV. JOHN R. MAGRATH, D.D.

CHARLES TRICE MARTIN, B.A., F.S.A.

J. C. CHALLENGOR SMITH.

HENRY FITZGILBERT WATERS, A.M.

HENRY B. WHEATLEY, F.S.A.

*Treasurer :*

EDWIN HOLTHOUSE, M.A.

*Secretary and General Editor :*

WILLIAM P. W. PHILLIMORE, M.A., B.C.L.

9. The business of the Society shall be managed by the Council, who in addition to the powers and authorities in these articles expressly conferred on them may exercise all powers and do all such acts and things as may be exercised and done by the Society, and are not hereby or by statute expressly directed or required to be exercised or done by the Society in General Meeting.

10. Without prejudice to the general powers conferred by clause 9 hereof, the Council shall have power,

(a) To make arrangements for the transcribing, printing and publication of any records, whether public or private, and of calendars, indexes or abstracts thereof, or to compile the same and to arrange for the transmission of such publications to the subscribers upon such terms as the Council may think fit.

(b) To sell any of the publications of the Society to persons other than annual subscribers at such prices as the Council shall think fit.

(c) To appoint, and from time to time remove, such officers or other persons whose services may be necessary for the proper carrying on of the work of the Society, and to fix the services such officials are to render and the remuneration to be paid for such services.

(d) To delegate subject to such conditions as they may think fit any of their powers to any sub-committee of the Council, or of the subscribers to the Index Library, and to make such regulations as to the proceedings of such sub-committee as may seem expedient.

(e) To petition Parliament in the name of the Society.

(f) To take or lease any buildings or premises for the purposes of the Society.

(g) To enter into such contracts and to do all such acts and things as they may think expedient for the purposes of the Society.

11. The Council shall meet at least once in each quarter of the year. They may make such regulations as they think fit as to the summoning and holding of their meetings, and for the transaction of business thereat and they may adjourn any meeting.

12. The Annual General Meeting shall be held in the month of May in each year, at such place and on such date as may be fixed by the Council.

13. At least fourteen days written notice of the Annual Meeting of Members, specifying the day and hour and place of meeting and the nature of the business to be brought forward shall be given to each Member in such manner as the Council shall from time to time prescribe, but the non-receipt of such notice by any Member shall not invalidate the proceedings of a General Meeting.

14. The Council may at any time call a General Meeting of the Annual Subscribers to the Index Library at such time and place as they may think fit.

15. The quorum of any General Meeting shall be three.

16. At general meetings members shall have one vote only. Votes by proxy shall not be admitted. The Chairman shall have a casting vote. No member shall vote unless all moneys due from him to the Society are paid.

17. The General Secretary or Secretaries, shall conduct the business and correspondence of the Society under the direction of the Council, and shall have charge of the roll of members and the minute book of the Society and the lists of subscribers to the publications of the Society.

18. The Treasurer shall receive all subscriptions and monies payable to the Society, and shall make all payments and keep proper accounts. Before making any payment the Treasurer shall first obtain the sanction of the Council thereto, and shall act generally under the direction of the Council.

19. Before each annual general meeting the accounts shall be audited by the auditors, and a summary thereof be circulated amongst the members and the annual subscribers to the Index Library.

20. The General Editor (which office may be united with that of General Secretary) shall have (subject to the directions of the Council) control of the publications of the Society, and shall make all necessary arrangements for the editing thereof and for providing the requisite manuscript for the press.

21. The general reserve fund, which shall consist of the entrance fees and payments of any life subscribers to the Index Library and such other monies as the Council may think fit, shall be from time to time invested at interest and the income applied for the purposes of the Society.

22. A notice may be served by the Society upon any member either personally or by sending it through the post in a prepaid letter or by general notice printed in the Index Library to his registered or last known address.

23. Any notice sent by post shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course by post, and in proving such service it shall suffice to prove that the letter or part of the Index Library containing the notice was properly addressed and put into the post office.

Names, addresses and descriptions of subscribers—

- ✓ William Darnley Mount Stuart, Poolesey --- Peer of the Realm.
- ✓ George E. (okay ne, ~~Henry the~~ Exeter House, Roehampton, Norway King of Arms
- ✓ Reverend John 10 Kensington Square London Director of the Supreme Court
- ✓ Charles H. Atkell - College of Arms, E. - Richmond Herald of Arms.
- ✓ Walter Newham 5. St. Paul Buildings Leic. Str. A.C.
- ✓ John Collett Admiralty, W. Director of Navy Contracts
- ✓ Henry H. Gibbs Aldersham J.P.

Signed in the presence of, (except by the Marquess of Bute)

William R. W. Phillimore

Solicitor, 124 Chancery Lane, London

Signed by the Marquess of Bute in the presence of:

Harriet Anderson Secretary to his Lordship. Mount Stuart Poolesey

Dated this twentieth day of December 1892.

DUPLICATE FOR THE FILE.

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N.L. 36977

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# Certificate of Incorporation

OF THE

— British Record Society, Limited. —

I hereby Certify, That the  
British Record Society, Limited,

is this day incorporated under the Companies' Acts, 1862 to 1890, and that the Company is **Limited**.

Given under my hand at London this *ninth* day of *January*, One

Thousand Eight Hundred and Ninety *Three*.

Fees and Deed Stamps £ *3 " 5.*

Stamp Duty on Capital £ *2/-*.

Registrar of Joint Stock Companies.

Certificate received by *H. W. Trendwell*

*124 Chancery Lane, London  
W.C.*

Date *12 January 1893*

[SEE BACK.]