

Memorandum

and

Articles of Association

of the

ROYAL PHILATELIC SOCIETY

LONDON.

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ROYAL PHILATELIC SOCIETY

LONDON.

DIPROSE, BATEMAN AND CO.,
PRINTERS,
SHEFFIELD STREET, LONDON, W.O.



No. 92352.



Certificate of Incorporation.

I hereby Certify that THE ROYAL PHILATELIC SOCIETY, LONDON (the word "Limited" being omitted by Licence of the Board of Trade), is this day Incorporated under the Companies Acts, 1862 to 1900, and that the Company is LIMITED.

Given under my hand at London this First day of March, One thousand nine hundred and seven.

H. F. BARTLETT,

Registrar of Joint Stock Companies.

Fees and Deed Stamps, £8. 12s. 6d.

WHITEHALL,

28th November, 1906.

SIR,

I am directed by the Secretary of State to acquaint you that the application of the Philatelic Society, London, for permission to use the prefix "Royal" in the name of their Society has been graciously acceded to by His Majesty, who has signified His pleasure that the Society be styled "THE ROYAL PHILATELIC SOCIETY, LONDON."

I am, Sir,

Your obedient Servant,

HENRY CUNYNGHAME.

The Honorary Secretary,

THE ROYAL PHILATELIC SOCIETY, LONDON,

10, Gracechurch Street, E.C.

Licence by the Board of Trade

(Pursuant to Section 23 of the Companies Act, 1867).

Whereas it has been proved to the Board of Trade that THE ROYAL PHILATELIC SOCIETY, LONDON, which is about to be registered under the Companies Acts, 1862 to 1900, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 23rd Section of the Companies Act, 1867, and that it is the intention of the said Society that the income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, as set forth in the Memorandum of Association of the said Society, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the Members of the said Society.

Now, therefore, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Society as subscribed by eleven members thereof on the twenty-first day of February 1907, do by this their licence direct THE ROYAL PHILATELIC SOCIETY, LONDON, to be registered with limited liability, without the addition of the word "Limited" to its name.

Signed by order of the Board of Trade this twenty-fifth day of February, 1907.

T. W. P. BLOMEFIELD,

An Assistant Secretary to the Board of Trade.

Memorandum of Association

OF THE

ROYAL PHILATELIC SOCIETY, LONDON.

1. The name of the Society is "THE ROYAL PHILATELIC SOCIETY, LONDON."

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

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

(a.) To promote, encourage, and contribute to, the advancement of the Science and Practice of Philately in all its branches.

(b.) To take over all the property of an unincorporated society, called "The Royal Philatelic Society, London," and having objects similar to those of the Society, and to fulfil, so far as is practicable, all the engagements of such Society.

(c.) To diffuse among the Members of the Society and others, information on all matters affecting any of its objects, by meetings, discussions, displays, lectures, correspondence, or otherwise, and to print, publish, issue, and circulate, gratuitously or otherwise, or contribute to the expenses of production of such papers, periodicals, books, circulars, and other literary undertakings, as may seem conducive to any of these objects.

(*d.*) To hold, either alone or jointly with others, promote, or subscribe or render other assistance to, international, or other philatelic exhibitions, or competitions, in the United Kingdom or elsewhere, and to offer, award, and give prizes, medals, or other recognitions, or awards, for any objects in connection with such exhibitions or competitions, or for any literary, or other work, or services in connection with Philately.

(*e.*) To establish, form, and maintain, a library, and a collection of stamps, designs, drawings, proofs, essays, and other articles of interest, in connection with any of the objects of the Society.

(*f.*) To confer on persons interested in Philately though not Members of the Society, such rights and privileges as may seem expedient, and may be granted without making such persons Members of the Society.

(*g.*) To establish, subsidise, promote, co-operate with, receive into union or affiliation, become a member of, act as or appoint trustees, agents, or delegates for, control, manage, superintend, lend monetary assistance to, or otherwise assist, any societies, associations and institutions, incorporated or not incorporated, with objects altogether or in part similar to those of the Society, and not being a trades union.

(*h.*) To take such steps as may seem desirable for, and to render assistance to, Government authorities and others, in the detection and prevention of forgeries and frauds in connection with postage or other stamps, and all matters relating to Philately and its applications.

(*i.*) To provide facilities for social intercourse between the Members of the Society and their friends.

(j.) To act as trustees, and accept any trust in connection with any of the objects of the Society.

(k.) To purchase, take on lease, or otherwise acquire, and also let, lease, or dispose of, any premises or other property of whatsoever nature for the purposes of the Society, but subject to the provisions of section 21 of The Companies Act 1862.

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

4. The income and property of the Society, whence-soever derived shall be applied solely towards the promotion of the objects of the Society, as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, by way of profit, to the Members of the Society. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Society, or to any Member of the Society or other person, in return for any services actually rendered to the Society; or prevent the payment of interest, at a rate not exceeding five per cent. per annum, on money borrowed from any Member of the Society, or rent for premises demised by a Member to the Society; nor the gratuitous distribution among, or sale at a discount to, Members of, or subscribers to the funds of the Society, of any books or other publications, whether published by the Society or otherwise, relating to all or any of its objects as above set forth; nor prevent any Member from receiving any prize, medal, or other recognition, gained in any competition, or at any exhibition held or promoted by the Society, or to the cost of establishing or holding of which the Society may have subscribed out of its income or property, or awarded by the Society for meritorious work in connection with any of

the objects of the Society. Nothing herein contained shall apply so as to prohibit the receipt of salary or other remuneration or profit by a Member of the Council of Management or Governing Body of the Society under any contract entered into with him in relation to the editing and publication of the journal for the time being of the Society.

5. The fourth paragraph of this Memorandum is a condition on which a license is granted by the Board of Trade to the Society, in pursuance of section 23 of the Companies Act, 1867.

6. If any Member of the Society pays or receives any dividend, bonus, or other profit, in contravention of the terms of the fourth paragraph of this Memorandum, his liability shall be unlimited. Provided further that (except as provided in paragraph 4 in relation to the editing and publication of the journal of the Society), no Member of the Council of Management or Governing Body of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees, and that no remuneration shall be given to any Member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest on money lent or rent for premises demised to the Society; and if any Member of the Council of Management or Governing Body shall receive any payment contrary to this provision the liability shall be unlimited of any Member who shall receive or make such payment after he has been advised that it is unauthorised. Provided further that the prohibition of payment in this provision shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a Member of the Council of Management or Governing Body may be a member, or any other company in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of such payment.

7. Every Member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound-up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding-up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding ten shillings, or, in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

8. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but so far as effect can be given to the following provisions shall be given or transferred to some other society or societies having objects similar to the objects of the Society to be determined by the Members of the Society, at or before the time of dissolution or, in default thereof, by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable objects.

9. True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Society; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, such accounts shall be open to the inspection of the Members. Once in every year the accounts shall be examined and the correctness of the balance sheet ascertained by one or more properly-qualified auditor or auditors.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

- MARCELLUS PURNELL CASTLE,
 "Aylesbury," Furze Hill, Brighton,
J.P.
- EDWARD DENNY BACON,
 "The Gables," Croham Park Avenue, Croydon,
Gentleman.
- JOHN ALEXANDER TILLEARD,
 "Ivor," Goldhurst Terrace, N.W.,
Solicitor.
- HERBERT ROOKE OLDFIELD,
 "Tregunna," Henley-on-Thames,
Solicitor.
- THOMAS WICKHAM JONES,
 "Procester Lodge," South Norwood,
Wharfinger.
- THOMAS MAYCOCK,
 "Fernside," Dingwell Road, Croydon,
Merchant.
- THOMAS WILLIAM HALL,
 "Stanhope," The Crescent, Croydon,
Solicitor.
- CHARLES NEVILLE BIGGS
 16, Pelham Crescent, South Kensington, S.W.,
Gentleman.
- LIONEL WILLIAM FULCHER,
 37, Kempshott Road, Streatham Common, S.W.,
Assistant Keeper, Victoria and Albert Museum.
- CHARLES EDWARD MCNAUGHTAN,
 110, Auckland Road, S.E.,
Member of Stock Exchange.
- LESLIE LEOPOLD RUDOLPH HAUSBURG,
 "Rothsay," Weybridge,
Gentleman.
-

Dated the 21st day of February, 1907.

Witness to all the above Signatures—

FRED. C. TILLEARD,
 10, Gracechurch Street, E.C.,
Solicitor's Articled Clerk.

Articles of Association

OF THE

ROYAL PHILATELIC SOCIETY, LONDON.

PRELIMINARY.

1. For the purposes of registration the number of the Members of the Society is declared to be five hundred.

2. The Council, hereinafter mentioned, may, whenever the business of the Society requires it, register an increase of Members.

3. These Articles shall be construed with reference to the provisions of the Companies Acts, 1862 to 1900, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in those Acts.

4. The Society is established for the objects stated in the Memorandum of Association.

QUALIFICATION AND ADMISSION OF MEMBERS.

5. Such of the existing Members of The Royal Philatelic Society, London (unincorporated), as have paid all subscriptions due from them to such Society, and shall, in writing, addressed to the office of the Society on or before the 31st day of December, 1907, desire to become

Members of the Society, shall be Members of the Society without election, and such of them as are life Members or Honorary Members of the said unincorporated Society shall respectively be life or Honorary Members of the Society.

6. Any other person interested as an amateur in the Science and Practice of Philately, and not engaged or employed in trade or trading transactions in connection therewith, in any other capacity than that of compiler, author, editor or assistant in the preparation or publication of any work of a scientific, technical, or literary nature, is eligible for election to membership of the Society. In case of any question the Council shall be the sole judge of the eligibility of any candidate for election. Ladies are eligible as Members.

7. Every candidate for election to membership (other than those referred to in Article 5), must be proposed and seconded by Members, and must be balloted for at a meeting of the Society. He must sign and send to the secretary, at least ten days before such meeting, an application in the form for the time being prescribed by the Council, and a list of all candidates with their names and addresses, and the names of their respective proposers and seconders shall be exhibited in the office of the Society at least one week before election.

8. On a ballot for election of a Member three black balls shall exclude. In case of exclusion, a candidate may be balloted for at a further meeting, provided his proposer and seconder shall present to the Council a requisition for a second ballot signed by five Members. If not admitted on the second ballot the candidate's exclusion shall be final.

9. The first three hundred and fifty Members of the Society shall be called "Fellows," and shall have the right to place the letters F.R.P.S.L. after their names. Members

elected or joining after the total membership shall amount to three hundred and fifty shall be ordinary Members, and vacancies arising in the number of Fellows shall from time to time be filled up by the Council by selection from the ordinary Members.

10. Honorary Members, to a number not exceeding five in any one year, may be elected by the Council as Honorary Fellows. They shall be entered on the Register of Members and have all the rights and privileges of other Members, but shall not be required to pay any entrance fee or subscription. The Council may also elect any Fellow or Honorary Fellow to be an honorary officer of the Society, but no such honorary officer shall be entitled to a seat on the Council unless elected to serve thereon under the provisions hereinafter contained.

11. Every Member, other than Honorary Members and those referred to in Article 5, shall (unless the Council shall for any reason at any time see fit to dispense with the payment), on election, pay an entrance fee of £1. 1s. or such other sum as the Society shall, from time to time in General Meeting, determine. Every Member, other than a life Member or an Honorary Member, having a place of residence or business within a radius of twelve miles from Charing Cross and hereinafter called a "Town Member," shall contribute annually to the Society the sum of £2. 2s. and all other Members the sum of £1. 1s. The entrance fee and subscriptions shall be payable on admission to membership, and future subscriptions annually on the 1st January in each and every year, but the current year's subscriptions of Members elected after the month of June in any year shall be held to include the entrance fee.

12. A town Member may, at any time, compound for his future annual subscriptions and become a life Member, by the payment of £21, and any other Member by the payment of £12. 12s., if all subscriptions due from them

are paid. Provided that any Member, not being a town Member, who shall have so compounded for his future annual subscriptions, and shall thereafter have a place of residence or business within a radius of twelve miles from Charing Cross, shall thereupon be liable to a further payment of £8. 8s., or to the payment of an annual subscription of £1. 1s.

13. The payment of an entrance fee or subscription or the exercise of any of the rights or privileges of membership, shall be considered as distinctly implying the acquiescence of the Member making the payment, or exercising such rights or privileges, in all the rules and regulations of the Society.

RIGHTS, RETIREMENT AND EXPULSION OF MEMBERS.

14. The rights and privileges of Members shall be personal, and not transferable, and no person claiming under any Member shall have any right to any of the benefits arising out of membership of the Society.

15. A Member intending to discontinue membership shall give written notice of his intention to the secretary one calendar month, at least, before the expiration of his subscription year. In default he will be liable for his subscription for the ensuing year.

16. No Member whose subscription is twelve months in arrear shall be entitled to attend, or take part in, or vote at, the meetings of the Society, or to receive any notices, or to have or exercise any rights or privileges of membership, and his name may be removed from the register by order of the Council, but he shall, nevertheless, continue liable to pay all arrears of subscriptions, due at the time of his name being so removed.

17. Subject to the preceding Article every Member shall have the right to be present, and to vote at all meetings of the Society, and to propose candidates for membership, and to make use of the Society's library and collections, subject to any bye-laws or orders made by the Council for regulating the use and management thereof. He shall also be entitled to receive the numbers of any journal published by the Society, and such other publications of the Society as the Council may decide to present to Members, and he shall have the privilege of introducing any two persons, as visitors, at all ordinary meetings, provided that the same persons shall not be introduced as visitors at more than three ordinary meetings in any one year.

18. Any Member who shall be, or become concerned, engaged or employed, in any trade or trading transactions in connection with matters relating to Philately, shall be liable to resign, and shall be deemed to have tendered his resignation of membership, and the Council shall be at liberty, if it shall so decide, after notice to such Member requesting any explanation that he may desire to give, by resolution to remove the name of such Member from the register as if he had actually resigned his membership at the date of such resolution. Provided that the sale by a Member, by any means, of any portion of his *bonâ fide* collection of stamps or any Philatelic objects, or his engagement or employment in any Philatelic work of a scientific, technical or literary nature, shall not, of itself, constitute a trading transaction within the meaning of this Article. The Council shall be the sole judge of the liability of any Member to resign under this Article, and there shall be no appeal from the decision of the Council. This Article shall not apply to Members (if any) who being Members of The Royal Philatelic Society, London (unincorporated), may have been permitted to remain Members thereof, notwithstanding a tender of resignation of membership under the regulations of such Society.

19. A majority of two-thirds of the Members of the Council present at a special meeting summoned for that purpose may, by resolution, expel any Member of the Society whose conduct shall in their opinion be derogatory to his character or otherwise injurious to the interests of the Society; but full opportunity shall first be given to such Member to refute or explain any charge or matter to be considered at such meeting. There shall be no appeal from a decision of the Council under this Article.

20. In the event of any three Members presenting to the Council a written complaint of the conduct of any Member, a special meeting of the Council shall, as soon as practicable, be held to consider the same, and determine what course should be taken with reference thereto.

21. A Member expelled shall, from the date of the passing of the resolution to expel him, cease to be a Member; but he shall be entitled to receive back the proportion of his subscription from the date of expulsion to the end of the current subscription year

22. A list of the Members and Associates of the Society shall be published every year, in the month of June, in *The London Philatelist*, or in such other publication as the Council may direct.

ASSOCIATES.

23. Any person between the ages of 16 and 21, who would, if of full age, be eligible for election to membership, may be elected an Associate of the Society, and all the provisions of Articles 7, 8, 14, 15, 18, 19, 20 and 21, shall apply to an Associate as if he were a Member. He shall not be liable to pay any entrance fee, but shall contribute to the funds of the Society on election, and on each succeeding 1st day of January, the sum of ten shillings and six pence.

24. An Associate, on attaining the age of twenty-one years, shall be entitled, if all his subscriptions as an Associate have been paid, to become a Member without further election, on giving notice in writing to the secretary of his desire to avail himself of the privilege, and on payment of the annual subscriptions to which he shall be liable as a Member under Article 17, and, in case he shall have been an Associate for less than two years, on payment on admission as a Member of the entrance fee for the time being payable by Members on election. Unless he shall become a Member under the provisions of this Article he shall cease to be an Associate on attaining the age of twenty-one years

25. An Associate, subject to the provisions of Article 16 which shall apply as if he were a Member, shall have the right to attend ordinary meetings, but not the right of voting, or the right to receive any publication of the Society (other than the official journal) that may be presented to Members gratuitously, or, in cases where Members have such right, the option to purchase any publication at a reduced rate.

THE COUNCIL.

26. Subject to the provisions of the Articles and of The Companies Acts 1862 to 1900, and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Society in General Meeting, the property, affairs, and business of the Society, shall be directed and managed by a Council of fifteen Members, consisting of a President, a Vice-President, a Secretary, an Assistant-Secretary, a Treasurer, a Librarian and nine ordinary Members; and all offices shall be honorary. The first Council shall consist of such as shall consent to act of the existing Members and officers of the Council of The

Royal Philatelic Society, London (unincorporated), viz :—
 President : H.R.H. The Prince of Wales, K.G.; Vice-President : The Right Honourable The Earl of Crawford, K.T.; Secretary : J. A. Tilleard; Assistant-Secretary : H. R. Oldfield; Treasurer : C. N. Biggs; Librarian : L. W. Fulcher; and Ordinary Members : E. D. Bacon, M. P. Castle, J.P. (an Honorary Vice-President of the Society), T. W. Hall, L. L. R. Hausburg, T. Wickham Jones, T. Maycock, C. E. McNaughtan, Franz Reichenheim, and R. B. Yardley. The President shall hold office so long as he shall remain a Member of the Society, or until he shall signify his desire to retire from office.

27. The Council shall meet as often as the business of the Society may require, and for the purposes of a meeting five Members shall form a quorum. In the event of an equality of votes, the President, Vice-President, or other the Chairman chosen at any Council meeting, shall have a casting vote. Three days' notice of any meeting shall be given to all Members of the Council.

28. The Council may exercise all or any of the powers of the Society, not herein, or by the Memorandum of Association, or by law, required to be exercised by the Society in general meeting, subject to the provisions of the Articles and of The Companies Acts 1862 to 1900, and to such regulations and provisions being not inconsistent with the aforesaid provisions as may be prescribed by the Society in general meeting, but no regulations made by the Society in general meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made; and, in the exercise of such powers, the Council may affix the seal of the Society to any document required to be sealed.

29. The Council shall, out of the funds of the Society, pay all the costs and expenses of and incident to the incorporation of the Society.

30. The Council may exercise all or any of its powers notwithstanding any vacancy in its body, or may, from time to time, fill up any vacancy arising from any cause.

31. The Council may delegate any of its duties to a committee of its Members with the addition, if the Council shall see fit, of any other Members of the Society to a number not exceeding one-third of the whole committee. The quorum for a meeting of a committee shall be fixed by the committee at its first meeting. Any vacancy occurring in any committee shall be filled up by the Council.

32. At the Annual General Meeting in 1907, and at each subsequent Annual General Meeting, the whole of the Members of the Council, other than the President, shall retire from office, and a Council for the ensuing year shall be appointed by the Members of the Society present at the meeting. Every Member of the Council so retiring shall be eligible for re-election, and shall be deemed to offer himself as a candidate for re-election to the office or other position previously held by him, unless, by or before the 20th day of May in any year, he shall have signified in writing his intention of not serving again.

33. On or before the 20th day of May in any year, any Member entitled to vote may give to the Secretary notice in writing nominating any one qualified Member as a candidate for each or any of the offices of Vice-President, Secretary, Assistant Secretary, Treasurer, and Librarian, and any number of qualified Members, not exceeding nine, as candidates for ordinary membership of the Council. No Member shall be eligible for nomination unless he shall have paid his subscription for the previous year.

34. Whenever there shall be more than one candidate for any office, or more than nine candidates for ordinary membership of the Council, a list of all candidates for such office, or for ordinary membership, as the case may be, with

the names of their respective nominators (the names of such of the candidates as may be retiring Members of the Council being shown by a distinctive mark), shall be sent out with the notices convening the meeting at which the election will be held.

35. At the Annual General Meeting if there shall not be more than one candidate for any office, or more than nine for ordinary membership, such candidate, or candidates, shall in any such case be deemed and declared to be elected. In other cases, subject to the right of withdrawal as hereinafter mentioned, the election of a Member to fill any such office, or of the ordinary Members of the Council, as the case may be, shall be conducted by voting papers as hereinafter provided. Any candidate may before the meeting proceeds to election withdraw, or, with the consent of the meeting, be withdrawn by his nominator.

36. If election by voting papers be necessary, the Chairman of the meeting shall forthwith appoint two scrutineers (not being themselves candidates), from among the Members present, to receive and examine the voting papers, and to certify the result to the Chairman. Separate voting papers giving the names of the candidates for each office to be filled, or for ordinary membership of the Council, as the case may be, shall be prepared, in such manner as the Chairman may direct, for the use of every Member present, entitled to and exercising his right to vote, and each such Member shall strike out from the voting papers all the names except one in the case of election to any office, and any name or names, so long as not more than nine be left, in the case of election for ordinary Members of the Council. The voting papers shall thereupon be handed to the scrutineers who shall examine the same, and, after rejecting any voting papers not in conformity with the provisions of this Article, shall report the result to the Chairman, whose declaration of the result, as to any

Member or Members so elected, shall be conclusive and final, notwithstanding any irregularity or informality.

MEETINGS.

37. The Annual General Meeting of the Society shall be held each year during the month of June.

38. Ordinary Meetings shall be held fortnightly or at such intervals as the Council may appoint, in the months of October, November, December, January, February, March, April, May and June in each year, for the election of Members, the reading of papers and communications, displays, and any other business connected with the objects of the Society not required to be dealt with by the Members in general meeting.

39. Extraordinary General Meetings may be called by the Council at any time, and shall be called on requisition of not less than one-tenth of the Members entitled to vote, such requisition and all proceedings thereon to be in all respect in accordance with the provisions of section 13 of the Companies Act, 1900.

40. For the purposes of any meeting (except meetings for alteration of Articles, for which a quorum of fifteen Members shall be necessary at the first of such meetings), seven Members personally present shall form a quorum. Four clear days' notice shall be given of all meetings. All meetings shall be presided over by the President or, in his absence, by the Vice-President, or failing him, by a Member of the Council present to be chosen by the meeting, or if none, then by a chairman to be nominated by the meeting.

41. Except as provided in Article 36, every resolution and question submitted to a meeting shall be decided in the first instance by a show of hands, no Member having more than one vote, and no voting by proxy being

permitted. In the case of an equality of votes, the Chairman at the meeting shall, both on a show of hands and on a poll, have a second or casting vote. A declaration by the Chairman that a resolution has been carried, and an entry to that effect in the books of the proceedings of the Society, shall be sufficient evidence of the fact, unless immediately on such declaration, a poll shall be demanded by not less than five Members present. If a poll be so demanded, the votes shall be taken either personally, or in writing, or by ballot, in such manner, and either at once or at such time and place as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which it was demanded.

PUBLICATIONS.

42. Reports of the proceedings of the Society shall be published in *The London Philatelist*, or in such other publication as the Council may direct.

43. Every paper by a Member read at a meeting of the Society shall be considered the property of the Society, unless there shall have been any previous arrangement with the author to the contrary; and the Council may publish the same in any way and at any time that they may think proper. But should the Council refuse or neglect within six calendar months from the date of reading to publish any such paper, the author shall have a right to copy the same and publish it under his own directions.

44. No Member shall publish, or communicate to any person for publication, any notice of any paper read before a meeting of the Society, or any report of any meeting, or any matter connected with the proceedings of the Society in general meeting. Any breach of the provisions of this Article by a Member shall be deemed to be a matter affecting his character within the meaning of Article 19.

BYE-LAWS.

45. The Council may, from time to time, make bye-laws or standing orders, for further regulating any of the business of the Society, including the management, maintenance, and use by Members of the Society's library and collections, and also for regulating the affiliation of other societies and all matters and questions incident thereto, provided that no such bye-laws or orders be inconsistent with the objects of the Society or these Articles, nor amount to such an alteration of or addition to the Articles as could only legally be made by a Special Resolution of the Society.

ACCOUNTS.

46. A general balance sheet and statement of accounts, made up to the 30th day of March preceding the meeting, and previously audited by the Auditor or Auditors of the Society, shall be submitted at each Annual General Meeting.

SURPLUS FUNDS.

47. Subject to the provisions of the Memorandum of Association, any surplus funds of the Society shall be disposed of as a General Meeting shall direct.

AUDIT.

48. Auditors shall be appointed and their duties regulated, in accordance with the Companies Act, 1900, sections 21, 22 and 23. The first Auditors may be appointed by the Council before the first General Meeting of the Society.

ALTERATION OF ARTICLES.

49. These Articles may be altered, rescinded, or added to, by Special Resolution in accordance with the provisions of section 51 of the Companies Act, 1862.

NOTICES.

50. All notices to be given under the provisions of these Articles may be served personally or (except notices of ordinary meetings which may be given by prepaid post card, or by notice sent through the post prepaid at the halfpenny packet rate) may be sent by prepaid post letter, and if given to the Society or the Council shall be addressed to the Secretary at the office of the Society, and if given to a Member shall be addressed to him at his registered address, and all notices shall be deemed to have been received at the time when they would be delivered in the ordinary course of post. Seven days' notice of a General Meeting at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business shall be given in manner hereinbefore mentioned, or in such other manner as may be prescribed by the Society in General Meeting, to such persons as are under the regulations of the Society entitled to receive such notices from the Society. The non-receipt by any Member of a notice of a meeting shall not invalidate the proceedings at such meeting.

51. No Member not having a registered address in the United Kingdom shall be entitled to any notice, except in cases within the provisions of Articles 18 and 19, to any Member proposed to be removed from the Register of Members or expelled under either of those sections, and all proceedings may be had and taken without notice to such Member in the same manner as if he had received a notice.

 NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

- MARCELLUS PURNELL CASTLE,
 "Aylesbury," Furze Hill, Brighton,
J.P.
- EDWARD DENNY BACON,
 "The Gables," Croham Park Avenue, Croydon,
Gentleman.
- JOHN ALEXANDER TILLEARD,
 "Ivor," Goldhurst Terrace, N.W.,
Solicitor.
- HERBERT ROOKE OLDFIELD,
 "Tregunna," Henley-on-Thames,
Solicitor.
- THOMAS WICKHAM JONES,
 "Frocester Lodge," South Norwood,
Wharfinger.
- THOMAS MAYCOCK,
 "Fernside," Dingwall Road, Croydon,
Merchant.
- THOMAS WILLIAM HALL,
 "Stanhope," The Crescent, Croydon,
Solicitor.
- CHARLES NEVILLE BIGGS,
 16, Pelham Crescent, South Kensington, S.W.,
Gentleman.
- LIONEL WILLIAM FULCHER,
 37, Kempshott Road, Streatham Common, S.W.,
Assistant Keeper, Victoria and Albert Museum.
- CHARLES EDWARD McNAUGHTAN,
 110, Auckland Road, S.E.,
Member of Stock Exchange.
- LESLIE LEOPOLD RUDOLPH HAUSBURG,
 "Rothsay," Weybridge,
Gentleman.
-

Dated the 21st day of February, 1907.

Witness to the above Signatures—

FRED. C. TILLEARD,
 10, Gracechurch Street, E.C.,
Solicitor's Articled Clerk.

PHILATELIC RECORD HANDBOOKS.

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