

NOTICE FOR FILE NO. 18359.

The documents on this file were destroyed by enemy action on the 8th October, 1940.

The documents mentioned in the list below were on the file at the time of the occurrence.

List of documents destroyed.

<u>Serial No.</u>	<u>Date of filing.</u>	<u>Nature of document</u>
1	24th May, 1883	Memorandum of Association (Members unlimited)
2	" " "	Articles of Association
3	14th June, 1883	Notice of situation of Registered Office
4	16th December, 1905	Prospectus
5	17th February, 1906	Mortgage (£325)
6	28th April, 1931	Annual Return (14th August, 1930)
7	21st June, 1932	" " (10th August, 1931)
8	17th February, 1933	" " (19th July, 1932)
9	27th February, 1934	" " (18th July, 1933)
10	27th February, 1935	" " (24th August, 1934)
11	24th February, 1936	" " (19th July, 1935)
12	26th February, 1937	" " (15th July, 1936)
13	19th February, 1938	" " (22nd July, 1937)
14	10th February, 1939	" " (20th July, 1938)
15	22nd February, 1940	" " (21st June, 1939)



*R. Rastri*

Registrar of Companies.

COPY.

[37]  
2

All communications should be addressed to  
The Registrar of Companies, and not to  
any individual by name.

Remittances must be made out in favour  
of "The Commissioners of Inland  
Revenue" and crossed "Bank of England,  
Inland Revenue a/c." Amounts of 1/- and  
upwards must not be remitted in stamps.

The following number and letter should  
be quoted in the reply :--

C.R. 21/4/40.

COMPANIES REGISTRATION OFFICE,

~~2nd Floor~~  
GRAND HOTEL, ~~6th Floor~~

LLANDUDNO. ~~6th Floor~~

23rd April, 19 41.

Sir,

I regret to state that as the result of enemy action the  
Memorandum and Articles of Association and the other documents on  
the file of your Company have been destroyed.

For the purpose of reconstructing the official records relating  
to the Company I shall be greatly obliged if you will furnish me  
with the following documents:-

- (a) Copy Memorandum and Articles of Association (registered on  
24th. May 1883).
- (b) Typewritten copy of the Certificate of Incorporation (if a  
copy is not printed and bound with the Memorandum and Articles)  
and of the licence of the Board of Trade dispensing with the  
use of the word "Limited".
- (c) Notice of Registered Office.
- (d) The following particulars in respect of the Mortgage or charge  
registered on 17th February 1906.
  - (1) Date and description of the instrument creating the  
charge.
  - (2) Amount secured by the charge.
  - (3) Short particulars of the property charged.
  - (4) Name and address of the person entitled to the charge.

It is not proposed at present to take steps to replace other  
documents which have been destroyed, but in so far as replacement may  
be found to be necessary in the future a further communication will  
be sent to you.

It is requested that the Annual Return of the Company for the  
year 1940 may now be rendered on the appropriate form No.7. The  
latest Return which had been filed was made up to the 21st June 1939.

I am, Sir,

Your obedient Servant,

The Secretary,  
Royal Institution of S.Wales,  
Victoria Road,  
SWANSEA.

(Signed) P. Martin  
Registrar.

L.R. 21/4/40.

18359

13th May, 1941.

Sir,

I shall be glad to receive a reply to the second paragraph of the letter from this Office of the 23rd April of which a copy is enclosed.

The Annual Return for 1940 has now been filed.

I am, Sir,

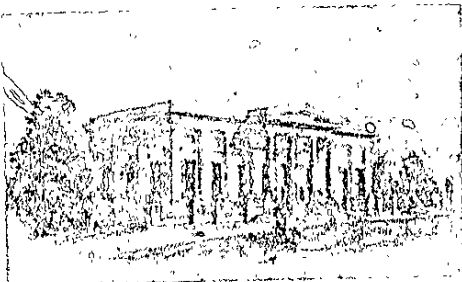
Your obedient Servant,

*FWD*

*Asst* Registrar.

The Secretary,  
Royal Institution of S.Wales,  
Victoria Road,  
Plymouth.

1835/11/10



FROM A LITHOGRAPH OF 1840.

ROYAL INSTITUTION OF SOUTH WALES.  
SWANSEA.

17. V. 1941.

HON. SECRETARY & HON. LIBRARIAN:  
A. G. HOFFAT, M.B.E.  
HON. TREASURER:  
W. A. BEANLAND, B.A.  
LIBRARIAN: S. YONGE, A.L.A.

*B*

Rejection of Companies.  
Hotel.  
Various.

Dear Sir,

I thank you for your letter of April 23 & am sorry that a reply has been delayed.

(a) I enclose our Memorandum & Articles of Association.

(b) These documents cannot at the moment be found. We are suffering from vandalism & from the fact that our usual staff & officers are not available. If further search produces them copies will be sent to you.

(c) Certificates were issued in 1906 - (£ 700 - 'on the contents of the Royal Institution other than loans' 5%). The holders were -  
Roger Beck, Rhydding, Mumbles.  
Col. H.D. Trice, Bryn Rd. Swansea.  
Sir Griffith Thomas, Court Hotel, Heath.  
J.C. John, Upland Swansea.  
Mrs Dana Wright, 131, St Helen's Av., Swansea.  
Col. W.M. Morgan, Pwll Briallu, Swansea.  
J. Hall, Devon Terrace Swansea.  
Mrs E.H. Glascombe, 7 Abington Gardens, Kensington, London.

The items at present outstanding are -  
Nos. 31-5. Mrs Mabel John, Dyssygfa, Sketty, Swansea. (£ 25)  
71-80. Mrs A.M.D. Glascombe, 2 Grosvenor Rd, Sketty, Swansea. (£ 50)

Nos. 96-100  
111-115  
121-130  
~~131-135~~  
136-140.

} Richard Thomas Glasco-dice, 2 Central Boulevard, (to 100.)  
Westminster.

Yours faithfully,

A. Williams.

(Hon. Secretary)

THE ROYAL INSTITUTION  
OF SOUTH WALES

FOUNDED 1835—INCORPORATED 1883

Memorandum

AND

Articles of Association

*As adopted at a Special General Meeting of the Members held on the  
18th July, 1882  
and subsequently amended by the Board of Trade  
Registered 24th May, 1883*

Printed by  
SPOTTISWOODE & CO., NEW-STREET SQUARE, LONDON  
1883

Memorandum of Association  
OF THE  
ROYAL INSTITUTION OF SOUTH  
WALES.

FOUNDED 1835—INCORPORATED 1883.

1. The name of the Association is "The Royal Institution of South Wales."
2. The registered office of the Association will be situate in England, that is to say, at Swansea, in the County of Glamorgan.
3. The objects for which the Association is established are—
  - (a) To incorporate under the 23rd Section of "the Companies Act, 1867," the existing ROYAL INSTITUTION OF SOUTH WALES, situate at Swansea aforesaid, for the purpose of more effectually furthering and extending the objects for which it was established, and widening its sphere of usefulness.
  - (b) To promote the cultivation and advancement of all or any branches of natural and applied science, the elucidation of the history and antiquities of Wales, the encouragement of literature and the fine arts, and the general diffusion and advancement of knowledge.
  - (c) To acquire, or form and maintain, collections and objects illustrative of geology, mineralogy, zoology,

comparative anatomy, conchology, entomology, botany, chemistry, and other sciences; and of local and general history, geography, antiquity, and manufactures, including maps, charts, plans, sections, working drawings, specimens, pictures, prints, statues, casts, bronzes, coins, medals, seals, china, and other objects of art or curiosity, machines, patterns, and models.

- (d) To acquire or establish and maintain a Library and Reading-rooms, and to furnish the same with books, manuscripts, reviews, magazines, newspapers, and other publications and works.
- (e) To acquire or establish and maintain Museums, Laboratories, Lecture-rooms, Class-rooms, and Philosophical apparatus and appliances.
- (f) To promote the exhibition of any such collections or objects as aforesaid, whether belonging to the Association or not; the establishment and maintenance of classes for instruction in science, art, and general knowledge; the delivery of lectures; the reading, printing, circulation, and publication of original papers, or of any reports, proceedings, or other works relating to any of the objects of the Association; the making of experiments; the interchange of ideas, by meetings and correspondence; the holding of Examinations of proficiency in various branches of knowledge; the giving of Certificates of Efficiency or Scholarship, Medals, Prizes, Scholarships or Exhibitions, and the general advancement of knowledge, study, and research by all such means as may be thought expedient.
- (g) To acquire and hold moneys upon trusts for providing Medals, Prizes, Scholarships, and Exhibitions.



- (h) To acquire for the purposes of the Association and upon any terms as to giving indemnities or otherwise, and subject as to land to the provisions of Sect. 21 of the Companies Act of 1862, any land, buildings, hereditaments, or easements of any tenure, and to construct, alter, repair, and maintain any such buildings, and to supply such buildings with all necessary or suitable fixtures, fittings, and furniture.
- (i) To sell, lease, mortgage (with or without a power of sale), exchange, dispose of, or otherwise deal with, improve, and manage, all or any part of the property of the Association.
- (k) To invest all moneys of the Association not required for immediate use in or upon securities or in such manner as may from time to time be determined.
- (l) To amalgamate, unite, or co-operate, either generally or to or for any limited extent or period, with any Society or persons established for or engaged in objects similar or analagous to those of the Association.
- (m) To do and carry out all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided always the Association shall not grant any titles or diplomas, and provided further that in case any gift or property taken by the Association shall be in the nature of a charitable endowment, so as to be subject to the jurisdiction of the Charity Commissioners, the Association and its committee shall observe all rules and directions of the Charity Commissioners with respect thereto, and shall, if required by them, vest such property in special trustees thereof.

4. 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 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 Members of the Association, or to any of them, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any Officers or servants of the Association, or to any Member thereof, or other person, in return for any services actually rendered to the Association, or prevent the Association in borrowing money from any Member of the Association, at a rate of interest not greater than £5 per cent. per annum.

5. The 4th Paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Association in pursuance of Sec. 23 of "The Companies Act, 1867."

6. If any Member of the Association pays or receives any such dividend, bonus, or other profit as aforesaid, his liability shall be unlimited.

7. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards for the payment of the debts and liabilities of the Association 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 among themselves, such amounts as may be required, not exceeding the sum of £1, 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 Association 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 Association, but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Association, to be determined by the Members of the Association at or before the time of the dissolution, and in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.

9. The Association shall cause true accounts to be kept of all sums of money received and expended by the Association, and the particulars of such receipt and expenditure, and of the credits and liabilities of the Association; and the books of account shall be kept at the registered office of the Association, and (subject to any reasonable restrictions which may be imposed by the Association or the Council as to the time and manner of inspecting the same) shall be open to the inspection of any Member. Separate accounts shall be kept of special trust funds or funds devoted or appropriated for special purposes.

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

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

L. L. DILLWYN, M.P. for Swansea, President of the Royal Institution of South Wales, Hendrefoilan, Swansea.  
 JOHN J. JENKINS, The Grange, Swansea, M.P. for Carmarthen Boroughs.  
 JNO. COKE FOWLER, The Hill, Swansea, Stipendiary Magistrate.  
 CHAS. THOS. WILSON, Brynnewydd, Swansea, J.P. for Glamorganshire.

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

J. C. VYE PARMINTER, Broadway Villa, Swansea, J.P. for Swansea.  
 JOHN ADAMS RAWLINGS, 4 Northampton Terrace, Swansea, Physician.  
 R. G. CAWKER, 11 Temple Street, Swansea, Chartered Accountant.  
 SAM<sup>l</sup>. REID, 3 Glanmôr Terrace, Swansea, Accountant.  
 PHILIP ROGERS, 2 De la Beche Street, Swansea, Gentleman.  
 ROBERT DICKSON BURNIE, Osborne Villa, Swansea, Managing Director, Swansea Wagon Co., Limited.  
 RICHARD GLASCODINE, 20<sup>d</sup> St. Helen's Road, Swansea, Railway Secretary.  
 CHARLES HENRY GLASCODINE, Cae Parc, Swansea, Solicitor.  
 JOSEPH HALL, Grosvenor House, Swansea, Merchant.  
 D. O. JONES, 7 Castle Square, Swansea, Draper.  
 DAVID MORGAN ROWLAND, 15 Walters Road, Swansea, Accountant, Hon. Treasurer, Royal Institution of South Wales.  
 HORTENSIUS HUXHAM, 3 Claremont Villas, Mumbles, Civil Engineer, Hon. Secretary, Royal Institution of South Wales.

---

Dated the 17th day of May, 1883.

WITNESS to the signatures of Lewis Llewelyn Dillwyn, Sir John Jones Jenkins, John Coke Fowler, Charles Thomas Wilson, John Charles Vye Parminter, John Adams Rawlings, Richard Garnant Cawker, Samuel Reid, Philip Rogers, Robert Dickson Burnie, Richard Glascodine, Charles Henry Glascodine, Joseph Hall, David O. Jones, and David Morgan Rowland,

HORTENSIUS HUXHAM,

Hon. Secretary to the Royal Institution of South Wales.

WITNESS to the signature of Hortensius Huxham,

CHARLES HENRY GLASCODINE,

Solicitor, Swansea.

# Articles of Association

OF THE

## ROYAL INSTITUTION OF SOUTH WALES.

FOUNDED 1835—INCORPORATED 1883.

### INTRODUCTION.

Whereas the ROYAL INSTITUTION OF SOUTH WALES was established in the year 1835, for objects similar to those expressed in the Memorandum of Association, and took its name by virtue of an authority contained in a letter dated July 4, 1838, from the Right Honourable Lord John Russell, one of Her Majesty's Principal Secretaries of State, by which Her Majesty the Queen was graciously pleased to consent to be the Patroness of the Institution, and to permit it to be called "THE ROYAL INSTITUTION OF SOUTH WALES." And whereas the said existing ROYAL INSTITUTION OF SOUTH WALES consists of members, life members, and honorary members; and is possessed of a valuable library of books, with maps, charts, and prints; a museum comprising collections illustrative of geology, mineralogy, zoology, conchology, entomology, botany, and other sciences; together with a collection of coins, medals, seals, objects of curiosity, antiquity, local history, arts, and manufactures; and also valuable leasehold property held in trust.

And whereas, with the view of furthering and extending the objects for which it was established, it has been determined to incorporate the said existing ROYAL INSTITUTION

OF SOUTH WALES under the provisions of the 23rd section of "The Companies Act, 1867."

Now therefore it is hereby agreed and declared as follows, viz. :

#### MEMBERS.

1. For the purposes of registration the Institution is declared to consist of an unlimited number of members. These Articles shall be construed with reference to the Companies Acts 1862 to 1880, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in those Acts.

2. All the members, life members, and honorary members of the said existing ROYAL INSTITUTION OF SOUTH WALES that are such on the date of the registering of these Articles, shall be and are respectively members, life members, and honorary members of the Institution.

3. Every candidate for membership shall sign and deliver to the Secretary of the Institution an application in writing intimating that he is desirous of becoming a member of the Institution, and authorising the entry of his name in the register of members of the Institution.

4. The election of members shall be conducted as prescribed by the Bye-laws from time to time in force, as provided by these Articles.

5. The rights and privileges of every member shall be personal to himself, and shall not be transferable by his own act or by operation of law.

6. Any member may withdraw from the Institution by giving two calendar months' notice in writing to the Secretary of his intention so to do, and upon the expiration of the notice he shall cease to be a member.

7. Any person who shall by any means cease to be a member shall nevertheless remain liable for and shall pay to the Institution all moneys which at the time of his ceasing to be a member may be due from him to the Institution.

8. Honorary members of the Institution, being exclusively persons who have conferred any special benefits on the Institution, or have distinguished themselves in science, literature, or the arts, may, upon the recommendation of the Council, but not otherwise, be elected by the members at any annual general meeting; such honorary members shall be entitled to exercise all the privileges of members specified in Article 15 hereof, but shall not be members, or liable to pay any annual subscription, or entitled to any other privilege of members, except those specified in Article 15 hereof.

9. Associates and students, not being members, may be admitted to the Institution on such terms and conditions and with such privileges as shall be prescribed by the Bye-laws from time to time in force as provided by these Articles.

#### EXCLUSION.

10. Any member who shall fail in the observance of any of these Articles, or of any Regulation, Bye-law, or order of the Council, or who shall in the judgment of the Council have been guilty of any act or conduct unfitting him to be a member of the Institution, may be excluded from the Institution by an extraordinary resolution thereof; such member shall have seven clear days' notice sent to him requiring him to attend the meeting, and any member so excluded shall thereupon cease to be a member, but without prejudice to Article 7 hereof.

#### SUBSCRIPTIONS.

11. Every member shall pay to the Institution an annual

subscription of such amount as may be from time to time fixed by the Council, with the sanction of a General Meeting, and until otherwise fixed such annual subscription shall be one guinea, payable in advance on the first day of June in every year; provided that if any person becomes a member between the 1st of September and the 1st of December in any year, his first subscription shall be fifteen shillings; if between the 1st of December and the 1st of March, ten shillings; and if between the 1st of March and the 1st of June, five shillings; but so nevertheless that his subsequent subscriptions shall be the annual sum of one guinea.

12. Any member may at any time, with the consent of the Council, compound for the payment of his subscription for the current year and for all subsequent years by making a payment to the Institution of the sum of fifteen guineas, and thereupon the member so compounding shall become a life member, and shall not be liable to pay any annual subscriptions.

13. If any member shall neglect for one calendar month to pay any money due from him to the Institution, the Council may by notice in writing, signed by the Secretary, request him to pay such money. The notice shall appoint a day and place for payment and a copy of this clause shall be subjoined thereto. If the requisitions of such a notice are not complied with the Council may suspend the privileges of such member for such period as they think fit, and if he continue in default for twelve calendar months after such notice, he shall, on the expiration of that period, cease to be a member.

14. No person shall be entitled to exercise any of the privileges of a member if any moneys due from him to the Institution are more than three months in arrear.

15. Every member, except a member from whom moneys



due are more than three months in arrear, shall have free admission to the buildings, rooms, and premises of the Institution, except on special occasions, when some charge for admission is authorised by the Council; and also such other privileges as may be prescribed in the Bye-laws, from time to time in force, as provided by these Articles; and shall have the power of introducing strangers by a written note, subject to the special regulations for each department of the Institution; and, subject to such regulations, he shall also have the power, except on such special occasions as aforesaid, of introducing ladies and minors, being members of his family; but no person shall be considered a stranger who has resided in Swansea for more than three months, or who resides within twenty miles thereof; but nevertheless, every member shall once a year have the power of introducing persons so resident.

#### GENERAL MEETINGS.

16. The First General Meeting shall be held within four months after the registration of the Memorandum of Association of the Institution, and subsequent General Meetings shall be held once in every year on the evening of the first Wednesday in June, or on such other day and at such time as the Council may from time to time determine. All General Meetings shall be held in some room within the buildings of the Institution.

17. The above-mentioned General Meetings shall be called Annual Meetings; all other General Meetings shall be called Special Meetings.

18. The Council may whenever they think fit, and they shall upon a requisition made in writing by not less than fifteen Members, convene a Special Meeting.

19. Any requisition so made by the members, shall express the object of the Meeting proposed to be called, and shall be left at the Office of the Institution.

20. Upon the receipt of such requisition, the Council shall forthwith convene a Special Meeting, and if they do not convene a Special Meeting to be held within twenty-one days from the time of the requisition being so left, the requisitionists or any fifteen members may themselves convene a Meeting.

21. Fourteen days' notice at the least of every General Meeting, 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 by notice posted in the vestibule of the buildings of the Institution, and by advertisement in such Journal or Journals published in South Wales as the Council shall direct. Notice of any General Meeting need not be given in any other manner, and the fact that any member may not have had actual notice of any General Meeting shall not invalidate the proceedings thereat.

22. All business shall be deemed special that is transacted at any General Meeting other than:

- (1) The election of a Chairman if necessary.
- (2) The consideration of the report of the proceedings of the Council during the past year, the report of the Treasurer as to the accounts and financial position of the Institution; the reports of the Librarian and Curators, and the passing of any resolution arising out of such reports, or on the motion for the adoption thereof.
- (3) The election of Office Bearers in the place of those retiring pursuant to these Articles.

23. At any General Meeting twelve members shall form a quorum.

24. If within half an hour from the time appointed for the Meeting a quorum of members be not present, the Meeting, if convened upon the requisition of members, shall be dissolved, and in any other case shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned Meeting a quorum of members is not present, it shall be adjourned sine die.

25. The President, or in his absence one of the Vice-Presidents, of the Institution shall preside as Chairman at every General Meeting of the Institution. But if neither the President nor one of the Vice-Presidents be present within ten minutes after the time appointed for the Meeting, the members present shall choose some one of the Council if any be present, or otherwise, some one from the members present to be Chairman of such Meeting.

26. The Chairman may, with the consent of any General Meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

27. At any General Meeting, unless a Poll is demanded by at least five members, a declaration by the Chairman that a resolution has been carried, or carried by any particular majority, or lost, and an entry to that effect in the Minute Book of the Institution shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

28. If a Poll is duly demanded it shall be taken at such time and place, and either immediately or after an

interval or adjournment, and either by open voting or by ballot as the Chairman directs, and the result of the Poll shall be deemed the resolution of the Meeting at which the Poll is demanded. The Chairman of a General Meeting shall in case of equality of votes at the Meeting or at a Poll, if a Poll is demanded, be entitled to a casting vote in addition to the vote to which he is entitled as a member.

#### VOTES AS MEMBERS.

29. Every member shall have one vote, which may be given either personally or by proxy, but no person shall be appointed a proxy who is not a member of the Institution and qualified to vote.

30. The instrument appointing a proxy may in form be either applicable to any particular meeting, including any adjournment thereof, and every or any poll which may be taken upon anything proposed or done thereat respectively, or be otherwise limited in operation, or the same may, subject to the next Article, be general and unlimited.

31. The instrument appointing a proxy shall be deposited at the registered office of the Institution not less than one clear day before the time for holding the meeting at which the person named as proxy in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

32. No act done or vote given by a proxy shall be rendered invalid by the revocation of the appointment of the proxy, by death or otherwise, unless and until notice of such revocation shall have been left at the registered office of the Institution duly authenticated.

33. No member shall be entitled to vote at any meeting if any moneys due from him to the Institution are more than fourteen days in arrear.

#### THE COUNCIL.

34. The affairs of the Institution shall be managed by a Council, which shall consist of a President, one or more Vice-Presidents, Secretary, Treasurer, Librarian, Curators, and nine ordinary members, all of whom shall be members of the Institution.

35. The Mayors of all reformed Municipal Corporations in South Wales, the Representatives in Parliament of the counties and boroughs of South Wales, and the Vicar of the Parish of Swansea, if members of the Institution, shall be ex-officio Vice-Presidents thereof, and all past Presidents, if members of the Institution, shall be ex-officio members of the Council.

36. Until the annual meeting in the year 1883, the following shall, in addition to all ex-officio members thereof, be the Council:—*President*: Lewis Ll. Dillwyn, Esq., M.P., F.L.S., F.G.S. *Vice-Presidents*: The Right Hon. the Earl of Jersey; G. B. Brock, Esq.; J. C. Fowler, Esq., M.A.; Sir J. Jones Jenkins, M.P.; H. Gwyn, Esq., M.A.; J. G. Jeffreys, Esq., LL.D., F.R.S., F.G.S.; J. T. D. Llewelyn, Esq., M.A., F.L.S.; G. Padley, Esq., L.R.C.P. (London); J. C. Vye Parminter, Esq.; J. A. Rawlings, Esq., M.R.C.P.; S. Reid, Esq.; P. Rogers, Esq.; C. W. Siemens, Esq., D.C.L., F.R.S.; C. R. M. Talbot, Esq., M.P., F.R.S.; Sir H. Hussey Vivian, Bart., M.P., F.G.S.; C. T. Wilson, Esq.; T. E. Wales, Esq. *Hon. Treasurer*: D. M. Rowland. *Hon. Librarian*: R. G. Cawker. *Hon. Curators*: Antiquities and Medals, Hort. Huxham, F.G.S., M.Inst.C.E.; Works of Art, F. F. Hos-

ford; Mineralogy, G. B. Brock and W. Terrill, F.C.S.; Geology, Hort. Huxham, F.G.S., M.Inst.C.E., and W. Terrill, F.C.S.; Botany, J. T. D. Llewelyn, M.A., F.L.S.; Entomology, J. T. D. Llewelyn, M.A., F.L.S.; Zoology and Conchology, G. Padley, L.R.C.P. (London), and J. A. Rawlings, L.R.C.P.; Laboratory and Apparatus, A. Merry and A. R. Molison. *Members of Council*: R. D. Burnie; E. T. Davies, M.A.; Richard Glaseodine; R. Gwynne; Rev. J. E. Manning, M.A.; James Maddan; C. H. Glaseodine; Joseph Hall; D. C. Jones. *Hon. Secretary*: Hort. Huxham, F.G.S., M.Inst.C.E.

37. No member of the Council shall receive any remuneration for acting as such.

38. At the Annual Meeting in the year 1883 and at each subsequent Annual Meeting all the members of the Council, except ex-officio members, shall retire, but shall be eligible for re-election, so however that no person shall by re-election under this Article hold the office of President for more than two years successively.

39. The places vacated by the retiring members of the Council shall be filled up at the annual meeting whereat they retire.

40. If at any meeting at which an election of members of the Council ought to take place, the places of the retiring members are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place, and if at the adjourned meeting the places of the retiring members are not filled up, the retiring members, including the President, or such of them as have not had their places filled up, shall continue in office until the Annual General Meeting in the next year, and so on from time to time until their places are filled up.

41. If any casual vacancy shall occur in the office of President, the Council shall elect from among the Vice-Presidents or other members thereof some person to be President during the residue of the period for which the vacating President would have continued in such office.

42. Any casual vacancy in the Council may be filled up by the Council.

#### PROCEDURE OF THE COUNCIL.

43. The Council shall meet on the first Friday after the Annual Meeting at four o'clock in the afternoon, and their subsequent meetings shall be held at such times, not being less than once in every calendar month, as they shall appoint, notice of the same being sent by the Secretary to each member of the Council and posted in the vestibule of the buildings of the Institution. The Council may make such regulations as they think proper for the transaction of their business, and they may adjourn any meeting, and may from time to time fix the quorum necessary for the transaction of business, but until they shall otherwise determine, any three members of the Council shall form a quorum.

44. The Secretary or any three of the members of the Council may at any time call a special meeting of the Council, specifying the purpose for which it is called.

45. The President, or in his absence one of the Vice-Presidents, shall take the chair at all meetings of the Council, and if at any meeting neither of them be present within five minutes after the time appointed for holding the same, the members present shall choose some one of their number to be Chairman of the meeting.

46. Questions at any meeting of the Council shall be

decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

47. The Council may act notwithstanding any number of vacancies in their body, so that the total number thereof be not reduced below seven.

48. A member of the Council shall cease to be such if he ceases to be a member of the Institution, and he may at any time resign by giving notice in writing to the Secretary.

#### POWERS OF THE COUNCIL.

49. In addition to all powers by these Articles expressly conferred upon the Council, they may exercise all such powers and do all such acts and things as may be exercised or done by the Institution, and are not hereby, or by statute, expressly directed or required to be exercised or done by the Institution in general meeting.

50. Without prejudice to the general powers conferred by the preceding article the Council shall have power:

- (1) In every case of acquiring any real estate or any interest therein, including any leasehold property, to accept at their own discretion and without incurring any personal responsibility thereby, such title or evidence of title, or to dispense with the necessity of showing or evidencing title as they may think fit.
- (2) To purchase or accept as donations or on loan on behalf of the Institution objects illustrative of geology, mineralogy, zoology, comparative anatomy, conchology, entomology, botany, chemistry, and other sciences, local and general history, geography, antiquity, or manufactures; and also any books, manuscripts, reviews, magazines, newspapers, and



other publications and works, maps, charts, plans, sections, pictures, prints, statues, casts, bronzes, coins, medals, seals, objects of art and curiosity, cases, cabinets, furniture, models, apparatus, machines, appliances, articles and things whatsoever useful or expedient for all or any of the purposes of the Institution.

- (3) To make, alter, amend, and rescind Bye-laws and regulations for the election and privileges of members, the admission of associates and students, the control and direction of the Secretary, Treasurer, Librarian, Curators, and other officials and servants of the Institution; the management and use of the buildings and property of the Institution; and the admission of members and other persons to such buildings.
- (4) To open the buildings of the Institution for the gratuitous admission of the public without a member's introduction, and to authorise and make a charge for admission to such buildings, or any part thereof, whenever they think proper.
- (5) To make arrangements respecting the delivery or reading, writing, circulation, and publication of lectures and original papers, and the holding of exhibitions, and as to the admission into the buildings of the Institution of temporary or conditional deposits tending to promote the objects of the Institution.
- (6) To establish and maintain classes for instruction, and engage and pay teachers and professors in any branch or branches of knowledge; to hold examinations of proficiency in various branches of knowledge; to give Certificates of the results of such examinations,

medals, prizes, scholarships, or exhibitions; and to acquire and hold moneys upon trusts for providing medals, prizes, scholarships, and exhibitions.

- (7) To make exchange of duplicate specimens belonging to the Institution for any other articles, whether with members of the Institution or others.
- (8) To determine from time to time the conditions on which members may temporarily remove books from the library for personal use, or have the use of the laboratories, apparatus, and other property of the Institution, or any part thereof.
- (9) To appoint and remove Sub-Curators, Keepers, and other necessary servants, and to fix the remuneration to be paid for their respective services.
- (10) To grant the use of any of the lecture or class rooms of the Institution upon such terms and conditions as the Council may from time to time determine, for holding lectures, discussions, classes, examinations, inquiries, exhibitions, concerts, and meetings, and for such other purposes as the Council shall think fit.
- (11) To appoint committees, consisting of such members as the Council shall determine, and to make regulations for the exercise of any powers delegated to, and as to the proceedings of, such committee, who shall from time to time report to the Council.
- (12) To pay all such moneys out of the funds of the Institution, or otherwise apply such funds as the Council shall think fit.
- (13) To enter into and carry into effect any arrangements for acquiring all or any part of the property of any society or institution having similar objects to

those of the Institution, and to create, by way of declaration of trust or otherwise, as the Council may think fit, any indemnity which it may be expedient to give against any outstanding claims upon such property, or any part thereof.

- (14) To enter into such contracts, and to do all such acts and things as the Council think expedient for the purposes of the Institution.

#### OFFICERS.

51. The officers of the Institution shall consist of a Secretary, Treasurer, Librarian, Curators, and of such other officers as the Council shall from time to time determine, all of whom shall be members of the Institution and be elected annually at the Annual General Meeting in each year. For this latter purpose the Council shall prepare a list of names suitable for the various offices for recommendation to the meeting, and any other name or names proposed by any member shall then be handed to the Chairman to be considered by the meeting, and in case more than the required number be nominated, the election shall be made by voting papers to be forthwith examined by scrutators appointed by the meeting.

52. The Secretary, subject to the control of the Council, shall attend all Council and general meetings, and enter a record of the proceedings of such meetings in the minute book of the Institution, issue notices and advertisements for the meetings, keep a register of the names of members, conduct the correspondence, and exercise a general supervision over the property and buildings of the Institution, and over the Sub-Curators and other servants or persons employed by the Council.

53. The Treasurer, subject to the control of the Council, shall keep the financial accounts of the Institution, and shall in the month of May in every year present to the Council at their first meeting in that month a balance-sheet, made up to the previous 30th April, showing the true financial position of the Institution.

54. The Librarian, subject to the control of the Council, shall transact all business relating to his department, receive all books, papers, maps, charts, and other articles, and see that the same are properly entered in the catalogue, acknowledge all donations, and present occasional reports to the Council of the state of his department.

55. The Curators, subject to the control of the Council, shall receive the articles belonging to their respective departments, attach to them their proper numbers, enter them in the catalogues, bestow due care on their arrangement, preservation and safety, transmit the usual letters of thanks to the various donors, and present occasional reports to the Council of the state of their departments.

56. An Auditor, who shall be a member of the Institution, shall be appointed by the members at each annual meeting, but he shall not receive any remuneration for his services.

57. Seven days before each Annual Meeting the Treasurer's accounts and balance-sheet presented to the Council in the month of May preceding such meeting shall be examined and vouched by the Auditor, who shall report thereon to such meeting.

58. A copy of the balance-sheet, as signed by the Auditor, shall be posted for six days previous to each annual meeting in the vestibule of the buildings of the Institution for the

information of the members, but no member shall be entitled to require a copy thereof.

#### PAYMENTS TO THE SOCIETY.

59. All subscriptions, entrance fees, and other moneys due from time to time to the Institution shall be payable to the Treasurer, or other person appointed by the Council, whose receipt in writing shall be a sufficient discharge for the same. The Treasurer, however, shall not be bound to collect or give any receipt for charges for admission to the buildings of the Institution or any part thereof.

60. A record shall be kept of all pecuniary Donations and Legacies, and of all life compositions by members.

61. Every pecuniary Donation and Legacy of £10 and upwards, unless given for a special purpose, and every life composition, shall be placed at interest on deposit at any Bank, or be invested in Public Stocks, Funds, or other good security to be determined by the Council, the principal to remain subject to the disposition of the Council as a Permanent Fund, and the interest only to be available for the current expenditure of the Institution. Every such deposit or investment may be made in the name of not less than four persons, whether members of the Institution or not, as Trustees for the Institution.

#### NOTICES.

62. Any notice required by these Articles to be given to any member may be served upon him either personally or by sending it through the post, in a prepaid letter addressed to such member at his registered address.

63. 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 of the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.

#### INTERPRETATION.

64. In the interpretation of these Articles the following words and expressions shall have the following meaning unless excluded by the subject or context:

Words importing the singular number only shall include the plural.

Words importing the plural number only shall include the singular.

Words importing the masculine gender shall include the feminine.

---

#### NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

L. L. DILLWYN, M.P. for Swansea, President of the Royal Institution of South Wales, Hendrefoilan, Swansea.

JOHN J. JENKINS, The Grange, Swansea, M.P. for Carmarthen Boroughs.

JNO. COKE FOWLER, The Hill, Swansea, Stipendiary Magistrate.

CHAS. THOS. WILSON, Brynnewydd, Swansea, J.P. for Glamorganshire.

J. C. VYE PARMINTER, Broadway Villa, Swansea, J.P. for Swansea.

JOHN ADAMS RAWLINGS, 4 Northampton Terrace, Swansea, Physician.

R. G. CAWKER, 11 Temple Street, Swansea, Chartered Accountant.

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

SAM<sup>L</sup>. REID, 3 Glamôr Terrace, Swansea, Accountant.

PHILIP ROGERS, 2 De la Beche Street, Swansea, Gentleman.

ROBERT DICKSON BURNIE, Osborne Villa, Swansea,  
Managing Director, Swansea Wagon Co., Limited.

RICHARD GLASCODINE, 204 St. Helen's Road, Swansea,  
Railway Secretary.

CHARLES HENRY GLASCODINE, Cae Parc, Swansea,  
Solicitor.

JOSEPH HALL, Grosvenor House, Swansea, Merchant.

D. C. JONES, 7 Castle Square, Swansea, Draper.

DAVID MORGAN ROWLAND, 15 Walters Road, Swansea,  
Accountant, Hon. Treasurer, Royal Institution of South  
Wales.

HORTENSIVS HUXHAM, 3 Claremont Villas, Mumbles, Civil  
Engineer, Hon. Secretary, Royal Institution of South  
Wales.

---

Dated the 17th day of May, 1883.

WITNESS to the signatures of Lewis Llewelyn Dillwyn, Sir John  
Jones Jenkins, John Coke Fowler, Charles Thomas Wilson,  
John Charles Vye Parminster, John Adams Rawlings,  
Richard Garnant Cawker, Samuel Reid, Philip Rogers,  
Robert Dickson Burnie, Richard Glascodine, Charles  
Henry Glascodine, Joseph Hall, David C. Jones, and David  
Morgan Rowland,

HORTENSIVS HUXHAM,  
Hon. Secretary to the Royal Institution of South Wales.

WITNESS to the signature of Hortensius Huxham,  
CHARLES HENRY GLASCODINE,  
Solicitor, Swansea.

18259 36  
2/7/1960

THE COMPANIES ACT, 1948

Notice of Passing of Special Resolutions

Pursuant to Section 143(1)

To the Registrar of Companies,

The Royal Institution of South Wales gives you notice, pursuant to section 143(1) of the Companies Act, 1948, that by Special Resolutions of the said Institution dated the 28th day of March, 1960, the Memorandum of Association of the Institution was modified, and the Articles of Association were altered as follows :—

A. The Memorandum of Association of the Institution was modified :—

1. By deleting from clause 3 (a) thereof the following words, viz :  
"for which it was established" and substituting therefor the following words, viz : "hereinafter mentioned."
2. By deleting from clause 3(b) thereof the following words, viz :  
"the elucidation of the history and antiquities of Wales" and also the words "and the general diffusion and advancement of knowledge."
3. By cancelling clause 3(c) thereof and inserting instead the following clause, viz : "To acquire or form and maintain collections and objects illustrative of local and general geology, mineralogy, zoology, comparative anatomy, conchology, entomology, botany, physics, chemistry, manufactures and other branches of natural and applied science ; and of local and general literature and fine arts, including maps, charts, plans, sections, working drawings, machines, patterns, models, specimens, pictures, prints, statues, casts, bronzes, coins, medals, seals, ceramics and other objects of art."
4. By deleting from clause 3(d) thereof the following words, viz :  
"magazines, newspapers."
5. By substituting for the word "philosophical" in clause 3(e) thereof the word "scientific."
6. By cancelling clause 3(f) thereof and inserting instead the following clause, viz : "(f) To promote the exhibition of any such collections or objects as aforesaid, whether belonging to the Association or not ; the establishment and maintenance of classes for instruction in science, art and literature ; the delivery of lectures ; the reading, printing, circulation and publication of original papers, or of any reports, proceedings or other works relating to any of the objects of the Association ; the making of experiments ; and the interchange of ideas by meetings and correspondence."
7. By deleting clause 3(g) thereof.
8. By substituting for the words "section 21 of the Companies Act of 1862" in clause 3(h) thereof the following words, viz : "section 14 of the Companies Act 1948."
9. By deleting from clause 3(l) thereof the words "objects similar or analogous to those of the Association" and substituting therefor the following words, viz : "any of the objects set out in paragraph 3(b) hereof."
10. By re-lettering clauses 3(h) (i) (k) and (l) thereof so as to read "3(g) (h) (i) and (k)."





~~11. By adding the following clause :—~~

~~" 10. The approval of the Board of Trade shall be obtained before any alteration is made in this Memorandum or these Articles of Association."~~

B. The Articles of Association were altered :—

1. By omitting in article 1 thereof the figures " 1880 " and substituting therefor the figures " 1948."

2. By omitting in article 3 thereof the following words, viz : " and authorising the entry of his name in the register of members of the Institution."

3. By inserting in the place of article 11 the following article, viz :  
" 11. Every member shall pay to the Institution an entrance fee and/or an annual subscription of such amounts as may be from time to time fixed by the Council, with the sanction of a General Meeting. Until otherwise fixed there shall be no entrance fee, and the annual subscription shall be :—

Single member (male or female)	..	£2	2s.	0d.
Wife of member	..	..	10s.	6d.
Student member (age 18-25)	..	..	10s.	6d.

The Council may consider applications for associate membership from persons who have retired and/or are over the age of 65. If duly elected by the Council, such associate members shall not be eligible for election to the Council. Every associate member shall pay to the Institution an entrance fee and/or an annual subscription of such amounts as may be from time to time fixed by the Council with the sanction of a General Meeting. Until otherwise fixed there shall be no entrance fee, and the annual subscription of an associate member shall be £1 1s. All subscriptions shall be payable in advance on the 1st day of June every year on account of the year to the following 31st May. If any member shall be elected after 1st December in any year, the subscription for the period until the following 31st May shall be one-half the appropriate annual subscription.

4. By deleting in article 12 the word " fifteen " and substituting therefor the word " twenty-five."

5. By deleting from article 15 all words after the words " as provided by these Articles."

6. By inserting in the place of article 16 the following article, viz :—

" 16. Once in every calendar year the Institution shall hold a General Meeting of members at such time and place as may be determined by the Council, and shall specify the meeting as an Annual General Meeting in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting."

7. By inserting in the place of article 17 the following article, viz :

" 17. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings."

8. By inserting in the place of articles 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and 28 the following articles, viz :

" 18. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act."

" 19. Twenty-one days notice in writing at least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Act entitled to receive such notices from the Institution, but with the consent of all the members having the right to attend and vote thereat or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit."

" 20. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting."

" 21. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of Members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors."

" 22. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twelve members personally present shall be a quorum."

" 23. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be adjourned sine die."

" 24. The President of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some Member of the Council or if no such Member be present, or if all the Members of the Council present decline to take the Chair, they shall choose some member of the Institution who shall be present to preside."

" 25. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting."

" 26. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon a declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy or by a member

or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands 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 Minute Book of the Institution shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn."

" 27. On a show of hands every member present in person shall have one vote and upon a poll every member present in person or by proxy shall have one vote.

Subject to the provisions of Article 26, if a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded."

" 28. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a second or casting vote."

9. By inserting in place of articles 30, 31 and 32 the following articles, viz :

" 30. Any instrument appointing a proxy shall <sup>be</sup> in the following form or as near thereto as circumstances will admit :

#### THE ROYAL INSTITUTION OF SOUTH WALES

" I

" of

" a Member of the Royal Institution of South Wales,

" hereby appoint

" of

" and failing him,

" of

" to vote for me and on my behalf at the

" (Annual or Extraordinary, or Adjourned, as the case may be)  
General Meeting of the Institution

" to be held on the                      day of

"                      and at every adjournment thereof.

" As witness my hand this                      day of                      19

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll."

" 31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or <sup>be</sup> notarially certified or an office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time

appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution."

" 32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of proxy or of the authority under which the proxy was executed provided that no intimation in writing of the death, insanity, or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used."

10. By adding to article 34 after the word " Secretary " the words " if unremunerated."

11. By deleting from article 35 the word " reformed."

12. By inserting in place of article 36 the following article, viz :

" 36. Until the Annual General Meeting in 1960 the following shall, in addition to all ex-officio members thereof, be the Council :—  
*President* : Professor F. Llewellyn Jones, M.A., D.Phil., D.Sc., F.Inst.P.  
*Vice-Presidents* : The Rt. Hon. The Earl of Jersey, P.C. (Past President) ; P. J. Williams, Esq., M.B.E., T.D. (Past President) ; E. Howard Harris, Esq., M.A. ; C. A. N. Wauton, Esq., M.A. ; D. O. Thomas, Esq., B.A. ; Capt. I. Rees Griffiths ; Dr. Gwent Jones ; Lt. Col. Llewellyn Bevan ; R. B. Southall, Esq., C.B.E., J.P. ; His Honour Judge Rowe Harding ; C. J. Cellan-Jones, Esq., M.D., F.R.C.S., J.P. ; The Rt. Rev. Lord Bishop of Swansea and Brecon ; The Rev. Canon H. G. Williams, M.B.E., B.A. ; Percy Morris, Esq., J.P. *Honorary Treasurer* : I. J. Edwards, Esq. *Honorary Librarian* : J. M. Davies, Esq., M.A. *Honorary Curators* : Ceramics and Art, Kildare S. Meager, Esq., M.B.E. ; Welsh Folk Culture, J. M. Davies, Esq., M.A. ; Archaeology and Numismatics, Mrs. K. Bosse-Griffiths, D.Phil. ; Ornithology, H. J. Hambury, Esq., M.D., F.R.C.S. ; Geology, T. R. Owen, Esq., M.Sc., F.G.S. ; Botany, Gordon Goodman, Esq., M.Sc. ; Industrial Museum, J. K. Anthony, Esq., F.C.A., A.C.W.A. *Members of Council* : A. C. Greene, Esq., F.C.A. ; Mrs. Eileen Llewellyn Jones, B.A. ; R. O. Roberts, Esq., M.A. ; Professor Hugh O'Neill, D.Sc., M.Met., F.I.M. ; G. Froom Tyler, Esq. ; Professor Glanmor Williams, M.A. ; I. Moy Evans, Esq. ; David Powell, Esq., M.A., LL.B. *Honorary Secretary* : Elis Jenkins, Esq., M.A.

13. By adding to article 37 the following words : " no member of the Council shall be appointed to any salaried office of the Institution or any office of the Institution paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Council to any member of the Council."

14. By inserting in place of articles 38 and 39 the following articles, viz :

" 38. At the Annual General Meeting in 1960 and at each subsequent Annual General Meeting all members of the Council, except the ex officio members and the Secretary, shall retire from office and shall be eligible for re-election without nomination, so, however, that no person shall by re-election under this article hold the office of President for more than two years successively unless continuation in office is recommended by the Council, acceptable by the member, and approved by the members in General Meeting."

" 39. All retiring members of the Council shall be eligible for re-election at the Annual General Meeting whereat they retire. Any other nomination for election to the Council shall be in writing, supported by a minimum of seven members, and deposited with the Secretary at the offices

of the Institution not less than fourteen days before the Annual General Meeting in any year."

15. By inserting, in place of articles 43 and 44 the following articles, viz :

"43. The Institution may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Institution and such member, and may by ordinary resolution appoint another person in place of a member so removed from office. Without prejudice to the powers of the Council under article 42 the Institution may appoint any person to be a member of the Council to fill a casual vacancy. The person appointed to fill such vacancy shall be subject to retirement at the same time as if he had become a member on the day on which the member in whose place he is appointed was last elected a member."

"44. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, notice of the same being sent by the Secretary to each member of the Council at his registered address. The Secretary may, and shall on the requisition of any three members of the Council, at any time call a special meeting of the Council, specifying the purposes for which it is called. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be four."

16. By inserting in Article 48, after the ' Institution ' the following words " or becomes bankrupt or makes any arrangement or composition with his creditors generally, or if he becomes of unsound mind."

17. By adding, in article 49, after the words ' in general meeting ' the following words, viz : " All acts done by any meeting of the Council or of a committee of the Council or by any person acting as a member of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they were or any of them was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member. A resolution in writing, signed by all the members for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held."

18. By deleting sub-clause (2) of article 50 and inserting in place thereof the following sub-clause " To purchase or accept as donations or on loan on behalf of the Institution objects illustrative of geology, mineralogy, zoology, comparative anatomy, conchology, entomology, botany, physics, chemistry, manufactures and other branches of natural and applied science ; and of local and general literature and fine arts, including maps, charts, plans, sections, working drawings, machines, patterns, models, specimens, pictures, prints, statues, casts, bronzes, coins, medals, seals, ceramics and other objects of art, cases, cabinets, furniture, models, apparatus, machines, appliances, articles and things whatsoever useful or expedient for all or any of the purposes of the Institution."

19. By deleting from sub-clause (6) of the said article 50 all words following the words ' branches of knowledge ' and by substituting therefor the words ' in the fields of science, literature and the fine arts.'

20. By inserting in place of article 51 the following article, viz :

"51. The officers of the Institution shall consist of a Secretary, Treasurer, Librarian, Curators, and of such other officers as the Council shall from time to time determine, all of whom shall be members of the

Institution and, except the Secretary, be elected annually at the Annual General Meeting in each year subject to and in accordance with the provisions of articles 36, 37, 38, 39 and 40 hereof."

21. By inserting in article 52 before the words "the Secretary" the following words, viz : "The Secretary shall be appointed by the Council for such time, at such remuneration, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them."

The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting."

22. By inserting in the place of article 53 the following article, viz :

"53 The Council shall cause proper books of account to be kept with respect to—

- (A) all sums of money received and expended by the Institution and the matters in respect of which the receipt and expenditure takes place ;
- (B) all sales and purchases of goods by the Institution : and
- (C) the assets and liabilities of the Institution.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Institution's affairs and to explain its transactions."

"The books of account shall be kept at the registered office of the Institution, or at such other place or places as the Council think fit, and shall always be open to the inspection of the Council."

"The accounts and books of the Institution shall be open to the inspection of members, not being members of the Council, subject to such reasonable restrictions as to time and manner of inspecting the same as may be prescribed by the Council."

"The Council shall from time to time in accordance with sections 148 and 157 of the Act cause to be prepared and to be laid before the Institution in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in those sections."

"A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institution in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Institution : provided that this article shall not require a copy of those documents to be sent to any person of whose address the Institution is not aware or to more than one of the joint holders of any debentures."

23. By inserting in the place of article 56 the following article, viz :

"56. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act."

24. By deleting articles 57 and 58.

25. By re-numbering articles 59 and 60 so as to read respectively articles "57" and "58."

26. By inserting, in place of article 61 the following article, viz :

"59. Every pecuniary donation and legacy given for a special

purpose shall be invested at the discretion of the Council, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, the principal to remain subject to the disposition of the Council as a Permanent Fund and the interest only to be available for current expenditure of the Institution unless otherwise specifically stated in the conditions attaching to such donation and legacy. Every such deposit or investment shall be in the name of the Royal Institution of South Wales. Provided that in case the Institution shall take or hold any property which may be subject to any trust, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts."

27. By inserting in the place of articles 62 and 63 the following articles, viz :

" 60. A notice may be given by the Institution to any member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Institution for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Notice of every General Meeting shall be given in any manner hereinbefore authorised to—

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Institution an address within the United Kingdom for the giving of notices to them ;
- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting ; and
- (c) the auditor for the time being of the Institution.

No other person shall be entitled to receive notices of General Meetings."

" 61. The provisions of clauses 7 and 8 of the Memorandum of Association relating to the winding up or dissolution of the Institution shall have effect and be observed as if the same were repeated in these Articles."

28. By adding the following article :—

" 62. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by some other person appointed by the Council for that purpose."

29. By re-numbering article 64 so as to read " article 63 " and by adding at the end thereof, after the word " feminine " the following words, viz : " All references to the Act shall be to the Companies Act 1948."

CERTIFIED A TRUE COPY OF THE MEMORANDUM  
AS ALTERED BY SPECIAL RESOLUTION  
DATED 28<sup>th</sup> MARCH, 1960.

*Elis Jenkins*

THE ROYAL INSTITUTION  
OF SOUTH WALES

---

FOUNDED 1835—INCORPORATED 1883

---

Memorandum  
AND  
Articles of Association

---

*As adopted at a Special General Meeting of the Members held on the  
18th July, 1882  
and subsequently amended by the Board of Trade  
Registered 24th May, 1883*



# THE ROYAL INSTITUTION OF SOUTH WALES

---

FOUNDED 1835—INCORPORATED 1883

---

## Memorandum

AND

## Articles of Association

---

*As adopted at a Special General Meeting of the Members held on the  
18th July, 1882  
and subsequently amended by the Board of Trade  
Registered 24th May, 1883*

# Memorandum of Association

OF THE

## ROYAL INSTITUTION OF SOUTH WALES

FOUNDED 1835—INCORPORATED 1883.



1. The name of the Association is "The Royal Institution of South Wales."

2. The registered office of the Association will be situate in England, that is to say, at Swansea, in the County of Glamorgan.

3. The objects for which the Association is established are—

- (a) To incorporate under the 23rd Section of "the Companies Act, 1867" the existing ROYAL INSTITUTION OF SOUTH WALES, situate at Swansea aforesaid, for the purpose of more effectually furthering and extending the objects hereinafter mentioned and widening its sphere of usefulness.
- (b) To promote the cultivation and advancement of all or any branches of natural and applied science, and the encouragement of literature and the fine arts.
- (c) To acquire or form and maintain collections and objects illustrative of local and general geology, mineralogy, zoology, comparative anatomy, conchology, entomology, botany, physics, chemistry, manufactures and other branches of natural and applied science; and of local and general literature and fine arts, including maps, charts, plans, sections, working drawings, machines, patterns, models, specimens, pictures, prints, statues, casts, bronzes, coins, medals, seals, ceramics and other objects of art.
- (d) To acquire or establish and maintain a Library and Reading-rooms, and to furnish the same with books, manuscripts, reviews, and other publications and works.
- (e) To acquire or establish and maintain Museums, Laboratories, Lecture-rooms, Class-rooms, and scientific apparatus and appliances.
- (f) To promote the exhibition of any such collections or objects as aforesaid, whether belonging to the Association or not; the establishment and maintenance of classes for instruction in science, art and literature; the delivery of lectures; the reading, printing, circulation and publication of original papers, or of any reports, proceedings or other works relating to any of the objects of the Association; the making of experiments; and the interchange of ideas by meetings and correspondence.
- (g) To acquire for the purposes of the Association and upon any terms as to giving indemnities or otherwise, and subject as to land to the provisions of Sect. 14 of the Companies Act, 1948, any land, buildings, hereditaments, or easements of any tenure, and to construct, alter, repair, and maintain any such buildings, and to supply such buildings with all necessary or suitable fixtures, fittings, and furniture.
- (h) To sell, lease, mortgage (with or without a power of sale), exchange, dispose of, or otherwise deal with, improve, and manage, all or any part of the property of the Association.

*Reference (Handwriting 1883)*  
*Brilliant*  
*15*  
*29 JUN 1960*  
*Handwritten text at bottom: ... ..*

- (i) To invest all moneys of the Association not required for immediate use in or upon securities or in such manner as may from time to time be determined.
- (k) To amalgamate, unite, or co-operate, either generally or to or for any limited extent or period, with any Society or persons established for or engaged in any of the objects set out in paragraph 3(b) hereof.
- (l) To do and carry out all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided always the Association shall not grant any titles or diplomas, and provided further that in case any gift or property taken by the Association shall be in the nature of a charitable endowment, so as to be subject to the jurisdiction of the Charity Commissioners, the Association and its committee shall observe all rules and directions of the Charity Commissioners with respect thereto, and shall, if required by them, vest such property in special trustees thereof.

4. 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 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 Members of the Association, or to any of them, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any Officers or servants of the Association, or to any Member thereof, or other person, in return for any services actually rendered to the Association, or prevent the Association in borrowing money from any Member of the Association, at a rate of interest not greater than £5 per cent. per annum.

5. The 4th Paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Association in pursuance of Sect. 23 of "The Companies Act, 1867."

6. If any Member of the Association pays or receives any such dividend, bonus, or other profit as aforesaid, his liability shall be unlimited.

7. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards for the payment of the debts and liabilities of the Association 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 among themselves, such amounts as may be required, not exceeding the sum of £1, 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 Association 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 Association, but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Association, to be determined by the Members of the Association at or before the time of the dissolution, and in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.

9. The Association shall cause true accounts to be kept of all sums of money received and expended by the Association, and the particulars of such receipt and expenditure, and of the credits and liabilities of the Association; and the books of account shall be kept at the registered office of the Association,

and (subject to any reasonable restrictions which may be imposed by the Association or the Council as to the time and manner of inspecting the same) shall be open to the inspection of any Member. Separate accounts shall be kept of special trust funds or funds devoted or appropriated for special purposes.

~~10. The approval of the Board of Trade shall be obtained before any alteration is made in this Memorandum or these Articles of Association.~~ 68

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

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

L. L. DILLWYN, M.P. for Swansea, President of the Royal Institution of South Wales, Hendrefoilan, Swansea.  
 JOHN J. JENKINS, The Grange, Swansea, M.P. for Carmarthen Boroughs.  
 JNO. COKE FOWLER, The Hill, Swansea, Stipendiary Magistrate.  
 CHAS. THOS. WILSON, Brynnewydd, Swansea, J.P. for Glamorganshire.  
 J. C. VYE PARMINTER, Broadway Villa, Swansea, J.P. for Swansea.  
 JOHN ADAMS RAWLINGS, 4, Northampton Terrace, Swansea, Physician.  
 R. G. CAWKER, 11, Temple Street, Swansea, Chartered Accountant.  
 SAM<sup>l</sup>. REID, 3, Glanmor Terrace, Swansea, Accountant.  
 PHILIP ROGERS, 2, De la Beche Street, Swansea, Gentleman.  
 ROBERT DICKSON BURNIE, Osborne Villa, Swansea, Managing Director, Swansea Wagon Co., Limited.  
 RICHARD GLASCODINE, 204, St. Helen's Road, Swansea, Railway Secretary.  
 CHARLES HENRY GLASCODINE, Cae Parc, Swansea, Solicitor.  
 JOSEPH HALL, Grosvenor House, Swansea, Merchant.  
 D. C. JONES, 7, Castle Square, Swansea, Draper.  
 DAVID MORGAN ROWLAND, 15, Walters Road, Swansea, Accountant, Hon. Treasurer, Royal Institution of South Wales.  
 HORTENSIUS HUXHAM, 3, Claremont Villas, Mumbles, Civil Engineer, Hon. Secretary, Royal Institution of South Wales.

---

DATED the 17th day of May, 1883.

WITNESS to the signatures of Lewis Llewelyn Dillwyn, Sir John Jones Jenkins, John Coke Fowler, Charles Thomas Wilson, John Charles Vye Parminster, John Adams Rawlings, Richard Garnant Cawker, Samuel Reid, Philip Rogers, Robert Dickson Burnie, Richard Glascodine, Charles Henry Glascodine, Joseph Hall, David C. Jones, and David Morgan Rowland,

HORTENSIUS HUXHAM,

Hon. Secretary to the Royal Institution of South Wales.

WITNESS to the signature of Hortensius Huxham,

CHARLES HENRY GLASCODINE,

Solicitor, Swansea.

# Articles of Association

OF THE

## ROYAL INSTITUTION OF SOUTH WALES

FOUNDED 1835--INCORPORATED 1883.

### INTRODUCTION.

Whereas the ROYAL INSTITUTION OF SOUTH WALES was established in the year 1835, for objects similar to those expressed in the Memorandum of Association, and took its name by virtue of an authority contained in a letter dated July 4, 1838, from the Right Honourable Lord John Russell, one of Her Majesty's Principal Secretaries of State, by which Her Majesty the Queen was graciously pleased to consent to be the Patroness of the Institution, and to permit it to be called "THE ROYAL INSTITUTION OF SOUTH WALES." And whereas the said existing ROYAL INSTITUTION OF SOUTH WALES consists of members, life members, and honorary members; and is possessed of a valuable library of books, with maps, charts and prints; a museum comprising collections illustrative of geology, mineralogy, zoology, conchology, entomology, botany, and other sciences; together with a collection of coins, medals, seals, objects of curiosity, antiquity, local history, arts, and manufactures; and also valuable leasehold property held in trust.

And whereas, with the view of furthering and extending the objects for which it was established, it has been determined to incorporate the said existing ROYAL INSTITUTION OF SOUTH WALES under the provisions of the 23rd section of "The Companies Act, 1867."

Now therefore it is hereby agreed and declared as follows, viz :

### MEMBERS.

1. For the purposes of registration the Institution is declared to consist of an unlimited number of members. These Articles shall be construed with reference to the Companies Acts 1862 to 1948, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in those Acts.

2. All the members, life members, and honorary members of the said existing ROYAL INSTITUTION OF SOUTH WALES that are such on the date of the registering of these Articles, shall be and are respectively members, life members, and honorary members of the Institution.

3. Every candidate for membership shall sign and deliver to the Secretary of the Institution an application in writing intimating that he is desirous of becoming a member of the Institution.

4. The election of members shall be conducted as prescribed by the Bye-laws from time to time in force, as provided by these Articles.

5. The rights and privileges of every member shall be personal to himself, and shall not be transferable by his own act or by operation of law.

6. Any member may withdraw from the Institution by giving two calendar months' notice in writing to the Secretary of his intention so to do, and upon the expiration of the notice he shall cease to be a member.

7. Any person who shall by any means cease to be a member shall nevertheless remain liable for and shall pay to the Institution all moneys which at the time of his ceasing to be a member may be due from him to the Institution.

8. Honorary members of the Institution, being exclusively persons who have conferred any special benefits on the Institution, or have distinguished themselves in science, literature, or the arts, may, upon the recommendation of the Council, but not otherwise, be elected by the members at any annual general meeting; such honorary members shall be entitled to exercise all the privileges of members specified in Article 15 hereof, but shall not be members, or liable to pay any annual subscription, or entitled to any other privilege of members, except those specified in Article 15 hereof.

9. Associates and students, not being members, may be admitted to the Institution on such terms and conditions and with such privileges as shall be prescribed by the Bye-Laws from time to time in force as provided by these Articles.

#### EXCLUSION.

10. Any member who shall fail in the observance of any of these Articles, or of any Regulation, Bye-law, or order of the Council, or who shall in the judgment of the Council have been guilty of any act or conduct unfitting him to be a member of the Institution, may be excluded from the Institution by an extraordinary resolution thereof; such member shall have seven clear days' notice sent to him requiring him to attend the meeting, and any member so excluded shall thereupon cease to be a member, but without prejudice to Article 7 hereof.

#### SUBSCRIPTIONS.

11. Every member shall pay to the Institution an entrance fee and/or an annual subscription of such amounts as may be from time to time fixed by the Council, with the sanction of a General Meeting. Until otherwise fixed there shall be no entrance fee, and the annual subscription shall be:—

Single member (male or female)	..	£2	2s.	0d.
Wife of member	..	..	10s.	6d.
Student member (age 18—25)	..	..	10s.	6d.

The Council may consider applications for associate membership from persons who have retired and/or are over the age of 65. If duly elected by the Council, such associate members shall not be eligible for election to the Council. Every associate member shall pay to the Institution an entrance fee and/or an annual subscription of such amounts as may be from time to time fixed by the Council with the sanction of a General Meeting. Until otherwise fixed there shall be no entrance fee, and the annual subscription of an associate member shall be £1 1s. 0d. All subscriptions shall be payable in advance on the 1st day of June every year on account of the year to the following 31st May. If any member shall be elected after 1st December in any year, the subscription for the period until the following 31st May shall be one-half the appropriate annual subscription.

12. Any member may at any time, with the consent of the Council, compound for the payment of his subscription for the current year and for all subsequent years by making a payment to the Institution of the sum of twenty-five guineas, and thereupon the member so compounding shall become a life member, and shall not be liable to pay any annual subscriptions.

13. If any member shall neglect for one calendar month to pay any money due from him to the Institution, the Council may by notice in writing, signed by the Secretary, request him to pay such money. The notice shall appoint a day

and place for payment and a copy of this clause shall be subjoined thereto. If the requisitions of such a notice are not complied with the Council may suspend the privileges of such member for such period as they think fit, and if he continue in default for twelve calendar months after such notice, he shall, on the expiration of that period, cease to be a member.

14. No person shall be entitled to exercise any of the privileges of a member if any moneys due from him to the Institution are more than three months in arrear.

15. Every member, except a member from whom moneys due are more than three months in arrear, shall have free admission to the buildings, rooms, and premises of the Institution, except on special occasions, when some charge for admission is authorised by the Council; and also such other privileges as may be prescribed in the Bye-laws, from time to time in force, as provided by these Articles.

#### GENERAL MEETINGS.

16. Once in every calendar year the Institution shall hold a General Meeting of members at such time and place as may be determined by the Council, and shall specify the meeting as an Annual General Meeting in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

17. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

18. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

19. Twenty-one days' notice in writing at least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Act entitled to receive such notices from the Institution, but with the consent of all the members having the right to attend and vote thereat or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

20. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

21. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of Members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

22. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twelve members personally present shall be a quorum.

23. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be adjourned sine die.

24. The President of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some Member of the Council or if no such Member be present, or if all the Members of the Council present decline to take the Chair, they shall choose some member of the Institution who shall be present to preside.

25. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

26. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon a declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands 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 Minute Book of the Institution shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

27. On a show of hands every member present in person shall have one vote and upon a poll every member present in person or by proxy shall have one vote.

Subject to the provisions of Article 26, if a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.



## VOTES AS MEMBERS.

29. Every member shall have one vote, which may be given either personally or by proxy, but no person shall be appointed a proxy who is not a member of the Institution and qualified to vote.

30. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit :

## THE ROYAL INSTITUTION OF SOUTH WALES

I

" of

" a Member of the Royal Institution of South Wales, hereby appoint

"

" of

" and failing him,

" of

" to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Institution to be held on the                      day of

" and at every adjournment thereof.

As witness my hand this                      day of                      19

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or <sup>notarially</sup>notarially certified or an office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of proxy or of the authority under which the proxy was executed provided that no intimation in writing of the death, insanity, or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

33. No member shall be entitled to vote at any meeting if any moneys due from him to the Institution are more than fourteen days in arrear.

## THE COUNCIL

34. The affairs of the Institution shall be managed by a Council, which shall consist of a President, one or more Vice-Presidents, Secretary, if unremunerated, Treasurer, Librarian, Curators, and nine Ordinary members, all of whom shall be members of the Institution.

35. The Mayors of all Municipal Corporations in South Wales, the Representatives in Parliament of the counties and boroughs of South Wales, and the Vicar of the Parish of Swansea, if members of the Institution, shall be ex-officio Vice-Presidents thereof, and all past Presidents, if members of the Institution, shall be ex-officio members of the Council.

36. Until the Annual General Meeting in 1960 the following shall, in addition to all ex-officio members thereof, be the Council :—*President* : Professor F. Llewellyn Jones, M.A., D.Phil., D.Sc., F.Inst.P. *Vice-Presidents* : The Rt. Hon. The Earl of Jersey, P.C. (Past President) ; P. J. Williams, Esq., M.B.E., T.D. (Past President) ; E. Howard Harris, Esq., M.A. ; C. A. N. Wauton, Esq., M.A. ; D. O. Thomas, Esq., B.A. ; Capt. I Rees Griffiths ; Dr. Gwent Jones ; Lt. Col. Llewellyn Bevan ; R. B. Southall, Esq., C.B.E., J.P. ; His Honour Judge Rowe Harding ; G. J. Cellan-Jones, Esq., M.D., F.R.C.S., J.P. ; The Rt. Rev. Lord Bishop of Swansea and Brecon ; The Rev. Canon H. G. Williams, M.B.E., B.A. ; Percy Morris, J.P. *Honorary Treasurer* : I. J. Edwards, Esq. *Honorary Librarian* : J. M. Davies, Esq., M.A. *Honorary Curators* : Ceramics and Art, Kildare S. Meager, Esq., M.B.E. ; Welsh Folk Culture, J. M. Davies, Esq., M.A. ; Archaeology and Numismatics, Mrs. K. Bosse-Griffiths, D.Phil. ; Ornithology, H. J. Hambury, Esq., M.D., F.R.C.S. ; Geology, T. R. Owen, Esq., M.Sc., F.G.S. ; Botany, Gordon Goodman, Esq., M.Sc. ; Industrial Museum, J. K. Anthony, Esq., F.C.A., A.C.W.A. *Members of Council* : A. C. Greene, Esq., F.C.A. ; Mrs. Eileen Llewellyn Jones, B.A. ; R. O. Roberts, Esq., M.A. ; Professor Hugh O'Neill, D.Sc., M.Met., F.I.M. ; G. Froom Tyler, Esq. ; Professor Glanmor Williams, M.A. ; I. Mfoy Evans, Esq. ; David Powell, Esq., M.A., LL.B. *Honorary Secretary* : Elis Jenkins, Esq., M.A.

37. No member of the Council shall receive any remuneration for acting as such. No member of the Council shall be appointed to any salaried office of the Institution or any office of the Institution paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Council to any member of the Council.

38. At the Annual General Meeting in 1960 and at each subsequent Annual General Meeting all members of the Council, except the ex-officio members and the Secretary, shall retire from office and shall be eligible for re-election without nomination, so, however, that no person shall by re-election under this article hold the office of President for more than two years successively unless continuation in office is recommended by the Council, acceptable by the member, and approved by the members in General Meeting.

39. All retiring members of the Council shall be eligible for re-election at the Annual General Meeting whereat they retire. Any other nomination for election to the Council shall be in writing, supported by a minimum of seven members, and deposited with the Secretary at the offices of the Institution not less than fourteen days before the Annual General Meeting in any year.

40. If at any meeting at which an election of members of the Council ought to take place, the places of the retiring members are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place, and if at the adjourned meeting the places of the retiring members are not filled up, the retiring members, including the President, or such of them as have not had their places filled up, shall continue in Office until the Annual General Meeting in the next year, and so on from time to time until their places are filled up.

41. If any casual vacancy shall occur in the office of President, the Council shall elect from among the Vice-Presidents or other members thereof some person to be President during the residue of the period for which the vacating President would have continued in such office.

42. Any casual vacancy in the Council may be filled up by the Council.

### PROCEDURE OF THE COUNCIL.

43. The Institution may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Institution and such member, and may by ordinary resolution appoint another person in place of a member so removed from office. Without prejudice to the powers of the Council under Article 42 the Institution may appoint any person to be a member of the Council to fill a casual vacancy. The person appointed to fill such vacancy shall be subject to retirement at the same time as if he had become a member on the day on which the member in whose place he is appointed was last elected a member.

44. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, notice of the same being sent by the Secretary to each member of the Council at his registered address. The Secretary may, and shall on the requisition of any three members of the Council, at any time call a special meeting of the Council, specifying the purposes for which it is called. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be four.

45. The President, or in his absence one of the Vice-Presidents, shall take the chair at all meetings of the Council, and if at any meeting neither of them be present within five minutes after the time appointed for holding the same, the members present shall choose some one of their number to be Chairman of the meeting.

46. Questions at any meeting of the Council shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

47. The Council may act notwithstanding any number of vacancies in their body, so that the total number thereof be not reduced below seven.

48. A member of the Council shall cease to be such if he ceases to be a member of the Institution, or becomes bankrupt, or makes any arrangement or composition with his creditors generally, or if he becomes of unsound mind, and he may at any time resign by giving notice in writing to the Secretary.

### POWERS OF THE COUNCIL.

49. In addition to all powers by these Articles expressly conferred upon the Council, they may exercise all such powers and do all such acts and things as may be exercised or done by the Institution, and are not hereby, or by statute, expressly directed or required to be exercised or done by the Institution in general meeting. All acts done by any meeting of the Council or of a committee of the Council or by any person acting as a member of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they were or any of them was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member. A resolution in writing signed by all the members for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

50. Without prejudice to the general powers conferred by the preceding Article the Council shall have power :

- (1) In every case of acquiring any real estate or any interest therein, including any leasehold property, to accept at their own discretion and without incurring any personal responsibility thereby, such title or evidence of title, or to dispense with the necessity of showing or evidencing title as they may think fit.

- (2) To purchase or accept as donations or on loan on behalf of the Institution objects illustrative of geology, mineralogy, zoology, comparative anatomy, conchology, entomology, botany, physics, chemistry, manufactures and other branches of natural and applied science ; and of local and general literature and fine arts, including maps, charts, plans, sections, working drawings, machines, patterns, models, specimens, pictures, prints, statues, casts, bronzes, coins, medals, seals, ceramics and other objects of art, cases, cabinets, furniture, models, apparatus, machines, appliances, articles and things whatsoever useful or expedient for all or any of the purposes of the Institution.
- (3) To make, alter, amend, and rescind Bye-laws and regulations for the election and privileges of members, the admission of associates and students, the control and direction of the Secretary, Treasurer, Librarian, Curators and other officials and servants of the Institution ; the management and use of the buildings and property of the Institution ; and the admission of members and other persons to such buildings.
- (4) To open the buildings of the Institution for the gratuitous admission of the public without a member's introduction, and to authorise and make a charge for admission to such buildings, or any part thereof, whenever they think proper.
- (5) To make arrangements respecting the delivery or reading, writing, circulation, and publication of lectures and original papers, and the holding of exhibitions, and as to the admission into the buildings of the Institution of temporary or conditional deposits tending to promote the objects of the Institution.
- (6) To establish and maintain classes for instruction, and engage and pay teachers and professors in any branch or branches of knowledge in the fields of science, literature and the fine arts.
- (7) To make exchange of duplicate specimens belonging to the Institution for any other articles, whether with members of the Institution or others.
- (8) To determine from time to time the conditions on which members may temporarily remove books from the library for personal use, or have the use of the laboratories, apparatus, and other property of the Institution, or any part thereof.
- (9) To appoint and remove Sub-Curators, Keepers, and other necessary servants, and to fix the remuneration to be paid for their respective services.
- (10) To grant the use of any of the lecture or class rooms of the Institution upon such terms and conditions as the Council may from time to time determine, for holding lectures, discussions, classes, examinations, inquiries, exhibitions, concerts, and meetings, and for such other purposes as the Council shall think fit.
- (11) To appoint committees, consisting of such members as the Council shall determine, and to make regulations for the exercise of any powers delegated to, and as to the proceedings of, such committee, who shall from time to time report to the Council.
- (12) To pay all such moneys out of the funds of the Institution, or otherwise apply such funds as the Council shall think fit.
- (13) To enter into and carry into effect any arrangements for acquiring all or any part of the property of any society or institution having similar objects to those of the Institution, and to create, by way of declaration of trust or otherwise, as the Council may think fit, any

indemnity which it may be expedient to give against any outstanding claims upon such property, or any part thereof.

- (14) To enter into such contracts, and to do all such acts and things as the Council think expedient for the purposes of the Institution.

#### OFFICERS.

51. The officers of the Institution shall consist of a Secretary, Treasurer, Librarian, Curators, and of such other officers as the Council shall from time to time determine, all of whom shall be members of the Institution and, except the Secretary, be elected annually at the Annual General Meeting in each year subject to and in accordance with the provisions of Articles 36, 37, 38, 39 and 40 hereof.

52. The Secretary shall be appointed by the Council for such time, at such remuneration, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

The Secretary, subject to the control of the Council, shall attend all Council and general meetings, and enter a record of the proceedings of such meetings in the minute book of the Institution, issue notices and advertisements for the meetings, keep a register of the names of members, conduct the correspondence, and exercise a general supervision over the property and buildings of the Institution, and over the Sub-Curators and other servants or persons employed by the Council.

53. The Council shall cause proper books of account to be kept with respect to :—

- (A) all sums of money received and expended by the Institution and the matters in respect of which the receipt and expenditure takes place ;
- (B) all sales and purchases of goods by the Institution ; and
- (C) the assets and liabilities of the Institution.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Institution's affairs and to explain its transactions.

The books of account shall be kept at the registered office of the Institution, or at such other place or places as the Council think fit, and shall always be open to the inspection of the Council.

The accounts and books of the Institution shall be open to the inspection of members, not being members of the Council, subject to such reasonable restrictions as to time and manner of inspecting the same as may be prescribed by the Council.

The Council shall from time to time in accordance with Sections 148 and 157 of the Act cause to be prepared and to be laid before the Institution in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in those Sections.

A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institution in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of,

and every holder of Debentures of the Institution ; provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Institution is not aware or to more than one of the joint holders of any Debentures.

54. The Librarian, subject to the control of the Council, shall transact all business relating to his department, receive all books, papers, maps, charts, and other articles, and see that the same are properly entered in the catalogue, acknowledge all donations, and present occasional reports to the Council of the state of his department.

55. The Curators, subject to the control of the Council, shall receive the articles belonging to their respective departments, attach to them their proper numbers, enter them in the catalogues, bestow due care on their arrangement, preservation and safety, transmit the usual letters of thanks to the various donors, and present occasional reports to the Council of the state of their departments.

56. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

#### PAYMENTS TO THE SOCIETY

57. All subscriptions, entrance fees, and other moneys due from time to time to the Institution shall be payable to the Treasurer, or other person appointed by the Council, whose receipt in writing shall be a sufficient discharge for the same. The Treasurer, however, shall not be bound to collect or give any receipt for charges for admission to the buildings of the Institution or any part thereof.

58. A record shall be kept of all pecuniary Donations and Legacies, and of all life compositions by members.

59. Every pecuniary donation and legacy given for a special purpose shall be invested at the discretion of the Council, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, the principal to remain subject to the disposition of the Council as a Permanent Fund and the interest only to be available for current expenditure of the Institution unless otherwise specifically stated in the conditions attaching to such donation and legacy. Every such deposit or investment shall be in the name of the Royal Institution of South Wales. Provided that in case the Institution shall take or hold any property which may be subject to any trust, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

#### NOTICES.

60. A notice may be given by the Institution to any member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Institution for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Notice of every General Meeting shall be given in any manner hereinbefore authorised to :—

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Institution

an address within the United Kingdom for the giving of notices to them ;

- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting ; and
- (c) the auditor for the time being of the Institution.

No other person shall be entitled to receive notices of General Meetings.

61. The provisions of Clauses 7 and 8 of the Memorandum of Association relating to the winding up or dissolution of the Institution shall have effect and be observed as if the same were repeated in these Articles.

62. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by some other person appointed by the Council for that purpose.

#### INTERPRETATION.

63. In the interpretation of these Articles the following words and expressions shall have the following meaning unless excluded by the subject or context :

Words importing the singular number only shall include the plural.

Words importing the plural number only shall include the singular.

Words importing the masculine gender shall include the feminine.

All references to the Act shall be to the Companies Act, 1948.

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

L. L. DILLWYN, M.P. for Swansea, President of the Royal Institution of South Wales, Hendrefoilan, Swansea.  
 JOHN J. JENKINS, The Grange, Swansea, M.P. for Carmarthen Boroughs.  
 JNO. COKE FOWLER, The Hill, Swansea, Stipendiary Magistrate.  
 CHAS. THOS. WILSON, Brynnewydd, Swansea, J.P. for Glamorganshire.  
 J. C. VYE PARMINTER, Broadway Villa, Swansea, J.P. for Swansea.  
 JOHN ADAMS RAWLINGS, 4, Northampton Terrace, Swansea, Physician.  
 R. G. CAWKER, 11, Temple Street, Swansea, Chartered Accountant.  
 SAM<sup>l</sup>- REID, 3, Glanmor Terrace, Swansea, Accountant.  
 PHILIP ROGERS, 2, De La Beche Street, Swansea, Gentleman.  
 ROBERT DICKSON BURNIE, Osborne Villa, Swansea, Managing Director,  
 Swansea Wagon Co., Limited.  
 RICHARD GLASCODINE, 201, St. Helen's Road, Swansea, Railway Secretary.  
 CHARLES HENRY GLASCODINE, Cae Parc, Swansea, Solicitor.  
 JOSEPH HALL, Grosvenor House, Swansea, Merchant.  
 D. C. JONES, 7, Castle Square, Swansea, Draper.  
 DAVID MORGAN ROWLAND, 15, Walters Road, Swansea, Accountant,  
 Hon. Treasurer, Royal Institution of South Wales.  
 HORTENSIVS HUXHAM, 3, Claremont Villas, Mumbles, Civil Engineer,  
 Hon. Secretary, Royal Institution of South Wales.

---

DATED the 17th day of May, 1883.

WITNESS to the signatures of Lewis Llewelyn Dillwyn, Sir John Jones Jenkins, John Coke Fowler, Charles Thomas Wilson, John Charles Vye Parminster, John Adams Rawlings, Richard Garnant Cawker, Samuel Reid, Philip Rogers, Robert Dickson Burnie, Richard Glascodine, Charles Henry Glascodine, Joseph Hall, David C. Jones, and David Morgan Rowland,

HORTENSIVS HUXHAM,

Hon. Secretary to the Royal Institution of South Wales.

WITNESS to the signature of Hortensius Huxham,

CHARLES HENRY GLASCODINE,

Solicitor, Swansea.



26.  
Certified true copy of the Resolution passed at the meeting.

*Resolved on 1st  
at the meeting*

THE COMPANIES ACT, 1948

NOTICE OF PASSING OF SPECIAL RESOLUTIONS

PURSUANT TO SECTION 143(1)

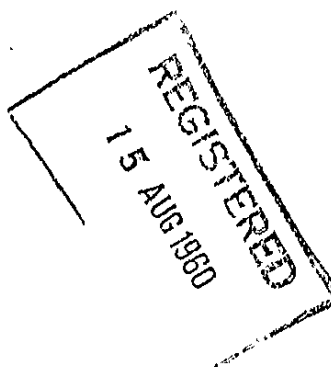


To the Registrar of Companies,

The Royal Institution of South Wales gives you notice, pursuant to section 143(1) of the Companies Act, 1948 that by Special Resolution of the said Institution dated the 9th day of July, 1960, the Articles of Association were altered by the addition of the following Article :-

ALTERATIONS TO MEMORANDUM  
AND ARTICLES OF ASSOCIATION

64. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.



*For the Board of Trade*

*15 AUG 1960*

Certified true copy of the document approved at the meeting.

*Passed on 1st  
November 1882*

# THE ROYAL INSTITUTION OF SOUTH WALES

---

FOUNDED 1835—INCORPORATED 1883

---

## Memorandum AND Articles of Association

---

*Adopted at a Special General Meeting of the Members held on the  
18th July, 1882*

*first subsequently amended by the Board of Trade*

*Registered 24th May, 1883*

*and modified and altered at Extraordinary General Meetings held on  
28th March and 9th July, 1960.*



# THE ROYAL INSTITUTION OF SOUTH WALES

---

FOUNDED 1835—INCORPORATED 1883

---

## Memorandum AND Articles of Association

---

*Adopted at a Special General Meeting of the Members held on the  
18th July, 1882*

*first subsequently amended by the Board of Trade  
Registered 24th May, 1883*

*and modified and altered at Extraordinary General Meetings held on  
28th March and 9th July, 1960.*

# Memorandum of Association

OF THE

## ROYAL INSTITUTION OF SOUTH WALES

FOUNDED 1835—INCORPORATED 1883.

1. The name of the Association is "The Royal Institution of South Wales."
2. The registered office of the Association will be situate in England, that is to say, at Swansea, in the County of Glamorgan.
3. The objects for which the Association is established are—
  - (a) To incorporate under the 23rd Section of "the Companies Act, 1867" the existing ROYAL INSTITUTION OF SOUTH WALES, situate at Swansea aforesaid, for the purpose of more effectually furthering and extending the objects hereinafter mentioned and widening its sphere of usefulness.
  - (b) To promote the cultivation and advancement of all or any branches of natural and applied science, and the encouragement of literature and the fine arts.
  - (c) To acquire or form and maintain collections and objects illustrative of local and general geology, mineralogy, zoology, comparative anatomy, conchology, entomology, botany, physics, chemistry, manufactures and other branches of natural and applied science; and of local and general literature and fine arts, including maps, charts, plans, sections, working drawings, machines, patterns, models, specimens, pictures, prints, statues, casts, bronzes, coins, medals, seals, ceramics and other objects of art.
  - (d) To acquire or establish and maintain a Library and Reading-rooms, and to furnish the same with books, manuscripts, reviews, and other publications and works.
  - (e) To acquire or establish and maintain Museums, Laboratories, Lecture-rooms, Class-rooms, and scientific apparatus and appliances.
  - (f) To promote the exhibition of any such collections or objects as aforesaid, whether belonging to the Association or not; the establishment and maintenance of classes for instruction in science, art and literature; the delivery of lectures; the reading, printing, circulation and publication of original papers, or of any reports, proceedings or other works relating to any of the objects of the Association; the making of experiments; and the interchange of ideas by meetings and correspondence.
  - (g) To acquire for the purposes of the Association and upon any terms as to giving indemnities or otherwise, and subject as to land to the provisions of Sect. 14 of the Companies Act, 1948, any land, buildings, hereditaments, or easements of any tenure, and to construct, alter, repair, and maintain any such buildings, and to supply such buildings with all necessary or suitable fixtures, fittings, and furniture.
  - (h) To sell, lease, mortgage (with or without a power of sale), exchange, dispose of, or otherwise deal with, improve, and manage, all or any part of the property of the Association.

- (i) To invest all moneys of the Association not required for immediate use in or upon securities or in such manner as may from time to time be determined.
- (k) To amalgamate, unite, or co-operate, either generally or to or for any limited extent or period, with any Society or persons established for or engaged in any of the objects set out in paragraph 3(h) hereof.
- (l) To do and carry out all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided always the Association shall not grant any titles or diplomas, and provided further that in case any gift or property taken by the Association shall be in the nature of a charitable endowment, so as to be subject to the jurisdiction of the Charity Commissioners, the Association and its committee shall observe all rules and directions of the Charity Commissioners with respect thereto, and shall, if required by them, vest such property in special trustees thereof.

4. 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 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 Members of the Association, or to any of them, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any Officers or servants of the Association, or to any Member thereof, or other person, in return for any services actually rendered to the Association, or prevent the Association in borrowing money from any Member of the Association, at a rate of interest not greater than £5 per cent. per annum.

5. The 4th Paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Association in pursuance of Sect. 23 of "The Companies Act, 1867."

6. If any Member of the Association pays or receives any such dividend, bonus, or other profit as aforesaid, his liability shall be unlimited.

7. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards for the payment of the debts and liabilities of the Association 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 among themselves, such amounts as may be required, not exceeding the sum of £1, 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 Association 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 Association, but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Association, to be determined by the Members of the Association at or before the time of the dissolution, and in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.

9. The Association shall cause true accounts to be kept of all sums of money received and expended by the Association, and the particulars of such receipt and expenditure, and of the credits and liabilities of the Association; and the books of account shall be kept at the registered office of the Association,

and (subject to any reasonable restrictions which may be imposed by the Association or the Council as to the time and manner of inspecting the same) shall be open to the inspection of any Member. Separate accounts shall be kept of special trust funds or funds devoted or appropriated for special purposes.

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

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

L. L. DILLWYN, M.P. for Swansea, President of the Royal Institution of South Wales, Hendrefoilan, Swansea.  
 JOHN J. JENKINS, The Grange, Swansea, M.P. for Carmarthen Boroughs.  
 JNO. COKE FOWLER, The Hill, Swansea, Stipendiary Magistrate.  
 CHAS. THOS. WILSON, Brynnewydd, Swansea, J.P. for Glamorganshire.  
 J. C. VYE PARMINTER, Broadway Villa, Swansea, J.P. for Swansea.  
 JOHN ADAMS RAWLINGS, 4, Northampton Terrace, Swansea, Physician.  
 R. G. CAWKER, 11, Temple Street, Swansea, Chartered Accountant.  
 SAM<sup>L</sup>. REID, 3, Glanmor Terrace, Swansea, Accountant.  
 PHILIP ROGERS, 2, De la Beche Street, Swansea, Gentleman.  
 ROBERT DICKSON BURNIE, Osborne Villa, Swansea, Managing Director, Swansea Wagon Co., Limited.  
 RICHARD GLASCODINE, 204, St. Helen's Road, Swansea, Railway Secretary.  
 CHARLES HENRY GLASCODINE, Cae Parc, Swansea, Solicitor.  
 JOSEPH HALL, Grosvenor House, Swansea, Merchant.  
 D. C. JONES, 7, Castle Square, Swansea, Draper.  
 DAVID MORGAN ROWLAND, 15, Walters Road, Swansea, Accountant, Hon. Treasurer, Royal Institution of South Wales.  
 HORTENSIUS HUXHAM, 3, Claremont Villas, Mumbles, Civil Engineer, Hon. Secretary, Royal Institution of South Wales.

---

DATED the 17th day of May, 1883.

WITNESS to the signatures of Lewis Llewelyn Dillwyn, Sir John Jones Jenkins, John Coke Fowler, Charles Thomas Wilson, John Charles Vye Parminter, John Adams Rawlings, Richard Garnant Cawker, Samuel Reid, Philip Rogers, Robert Dickson Burnie, Richard Glascodine, Charles Henry Glascodine, Joseph Hall, David C. Jones, and David Morgan Rowland,

HORTENSIUS HUXHAM,

Hon. Secretary to the Royal Institution of South Wales.

WITNESS to the signature of Hortensius Huxham,

CHARLES HENRY GLASCODINE,

Solicitor, Swansea.

# Articles of Association

OF THE

## ROYAL INSTITUTION OF SOUTH WALES

FOUNDED 1835—INCORPORATED 1883.

### INTRODUCTION.

Whereas the ROYAL INSTITUTION OF SOUTH WALES was established in the year 1835, for objects similar to those expressed in the Memorandum of Association, and took its name by virtue of an authority contained in a letter dated July 4, 1838, from the Right Honourable Lord John Russell, one of Her Majesty's Principal Secretaries of State, by which Her Majesty the Queen was graciously pleased to consent to be the Patroness of the Institution, and to permit it to be called "THE ROYAL INSTITUTION OF SOUTH WALES." And whereas the said existing ROYAL INSTITUTION OF SOUTH WALES consists of members, life members, and honorary members; and is possessed of a valuable library of books, with maps, charts and prints; a museum comprising collections illustrative of geology, mineralogy, zoology, conchology, entomology, botany, and other sciences; together with a collection of coins, medals, seals, objects of curiosity, antiquity, local history, arts, and manufactures; and also valuable leasehold property held in trust.

And whereas, with the view of furthering and extending the objects for which it was established, it has been determined to incorporate the said existing ROYAL INSTITUTION OF SOUTH WALES under the provisions of the 23rd section of "The Companies Act, 1867."

Now therefore it is hereby agreed and declared as follows, viz :

### MEMBERS.

1. For the purposes of registration the Institution is declared to consist of an unlimited number of members. These Articles shall be construed with reference to the Companies Acts 1862 to 1948, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in those Acts.

2. All the members, life members, and honorary members of the said existing ROYAL INSTITUTION OF SOUTH WALES that are such on the date of the registering of these Articles, shall be and are respectively members, life members, and honorary members of the Institution.

3. Every candidate for membership shall sign and deliver to the Secretary of the Institution an application in writing intimating that he is desirous of becoming a member of the Institution.

4. The election of members shall be conducted as prescribed by the Bye-laws from time to time in force, as provided by these Articles.

5. The rights and privileges of every member shall be personal to himself, and shall not be transferable by his own act or by operation of law.

6. Any member may withdraw from the Institution by giving two calendar months' notice in writing to the Secretary of his intention so to do, and upon the expiration of the notice he shall cease to be a member.

7. Any person who shall by any means cease to be a member shall nevertheless remain liable for and shall pay to the Institution all moneys which at the time of his ceasing to be a member may be due from him to the Institution.

8. Honorary members of the Institution, being exclusively persons who have conferred any special benefits on the Institution, or have distinguished themselves in science, literature, or the arts, may, upon the recommendation of the Council, but not otherwise, be elected by the members at any annual general meeting; such honorary members shall be entitled to exercise all the privileges of members specified in Article 15 hereof, but shall not be members, or liable to pay any annual subscription, or entitled to any other privilege of members, except those specified in Article 15 hereof.

9. Associates and students, not being members, may be admitted to the Institution on such terms and conditions and with such privileges as shall be prescribed by the Bye-Laws from time to time in force as provided by these Articles.

#### EXCLUSION.

10. Any member who shall fail in the observance of any of these Articles, or of any Regulation, Bye-law, or order of the Council, or who shall in the judgment of the Council have been guilty of any act or conduct unfitting him to be a member of the Institution, may be excluded from the Institution by an extraordinary resolution thereof; such member shall have seven clear days' notice sent to him requiring him to attend the meeting, and any member so excluded shall thereupon cease to be a member, but without prejudice to Article 7 hereof.

#### SUBSCRIPTIONS.

11. Every member shall pay to the Institution an entrance fee and/or an annual subscription of such amounts as may be from time to time fixed by the Council, with the sanction of a General Meeting. Until otherwise fixed there shall be no entrance fee, and the annual subscription shall be :—

Single member (male or female)	..	£2	2s.	0d.
Wife of member	.. .. .		10s.	6d.
Student member (age 18—25)	.. .. .		10s.	6d.

The Council may consider applications for associate membership from persons who have retired and/or are over the age of 65. If duly elected by the Council, such associate members shall not be eligible for election to the Council. Every associate member shall pay to the Institution an entrance fee and/or an annual subscription of such amounts as may be from time to time fixed by the Council with the sanction of a General Meeting. Until otherwise fixed there shall be no entrance fee, and the annual subscription of an associate member shall be £1 1s. 0d. All subscriptions shall be payable in advance on the 1st day of June every year on account of the year to the following 31st May. If any member shall be elected after 1st December in any year, the subscription for the period until the following 31st May shall be one-half the appropriate annual subscription.

12. Any member may at any time, with the consent of the Council, compound for the payment of his subscription for the current year and for all subsequent years by making a payment to the Institution of the sum of twenty-five guineas, and thereupon the member so compounding shall become a life member, and shall not be liable to pay any annual subscriptions.

13. If any member shall neglect for one calendar month to pay any money due from him to the Institution, the Council may by notice in writing, signed by the Secretary, request him to pay such money. The notice shall appoint a day



and place for payment and a copy of this clause shall be subjoined thereto. If the requisitions of such a notice are not complied with the Council may suspend the privileges of such member for such period as they think fit, and if he continue in default for twelve calendar months after such notice, he shall, on the expiration of that period, cease to be a member.

14. No person shall be entitled to exercise any of the privileges of a member if any moneys due from him to the Institution are more than three months in arrear.

15. Every member, except a member from whom moneys due are more than three months in arrear, shall have free admission to the buildings, rooms, and premises of the Institution, except on special occasions, when some charge for admission is authorised by the Council; and also such other privileges as may be prescribed in the Bye-laws, from time to time in force, as provided by these Articles.

#### GENERAL MEETINGS.

16. Once in every calendar year the Institution shall hold a General Meeting of members at such time and place as may be determined by the Council, and shall specify the meeting as an Annual General Meeting in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

17. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

18. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

19. Twenty-one days' notice in writing at least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Act entitled to receive such notices from the Institution, but with the consent of all the members having the right to attend and vote thereat or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

20. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

21. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of Members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

22. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twelve members personally present shall be a quorum.

23. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be adjourned sine die.

24. The President of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some Member of the Council or if no such Member be present, or if all the Members of the Council present decline to take the Chair, they shall choose some member of the Institution who shall be present to preside.

25. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

26. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon a declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands 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 Minute Book of the Institution shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

27. On a show of hands every member present in person shall have one vote and upon a poll every member present in person or by proxy shall have one vote.

Subject to the provisions of Article 26, if a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.

## VOTES AS MEMBERS.

29. Every member shall have one vote, which may be given either personally or by proxy, but no person shall be appointed a proxy who is not a member of the Institution and qualified to vote.

30. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit ;

## THE ROYAL INSTITUTION OF SOUTH WALES

' I

" of

" a Member of the Royal Institution of South Wales, hereby appoint

"

" of

" and failing him,

" of

" to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Institution to be held on the                      day of

" and at every adjournment thereof.

' As witness my hand this                      day of                      19

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or an office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of proxy or of the authority under which the proxy was executed provided that no intimation in writing of the death, insanity, or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

33. No member shall be entitled to vote at any meeting if any moneys due from him to the Institution are more than fourteen days in arrear.

## THE COUNCIL

34. The affairs of the Institution shall be managed by a Council, which shall consist of a President, one or more Vice-Presidents, Secretary, if unremunerated, Treasurer, Librarian, Curators, and nine Ordinary members, all of whom shall be members of the Institution.

35. The Mayors of all Municipal Corporations in South Wales, the Representatives in Parliament of the counties and boroughs of South Wales, and the Vicar of the Parish of Swansea, if members of the Institution, shall be ex-officio Vice-Presidents thereof, and all past Presidents, if members of the Institution, shall be ex-officio members of the Council.

36. Until the Annual General Meeting in 1960 the following shall, in addition to all ex-officio members thereof, be the Council :—*President* : Professor F. Llewellyn Jones, M.A., D.Phil., D.Sc., F.Inst.P. *Vice-Presidents* : The Rt. Hon. The Earl of Jersey, P.C. (Past President) ; P. J. Williams, Esq., M.B.E., T.D. (Past President) ; E. Howard Harris, Esq., M.A. ; C. A. N. Wauton, Esq., M.A. ; D. O. Thomas, Esq., B.A. ; Capt. I Rees Griffiths ; Dr. Gwent Jones ; Lt. Col. Llewellyn Bevan ; R. B. Southall, Esq., C.B.E., J.P. ; His Honour Judge Rowe Harding ; C. J. Cellan-Jones, Esq., M.D., F.R.C.S., J.P. ; The Rt. Rev. Lord Bishop of Swansea and Brecon ; The Rev. Canon H. C. Williams, M.B.E., B.A. ; Percy Morris, J.P. *Honorary Treasurer* : I. J. Edwards, Esq. *Honorary Librarian* : J. M. Davies, Esq., M.A. *Honorary Curators* : Ceramics and Art, Kildare S. Meager, Esq., M.B.E. ; Welsh Folk Culture, J. M. Davies, Esq., M.A. ; Archaeology and Numismatics, Mrs. K. Bosse-Griffiths, D.Phil. ; Ornithology, H. J. Hambury, Esq., M.D., F.R.C.S. ; Geology, T. R. Owen, Esq., M.Sc., F.G.S. ; Botany, Gordon Goodman, Esq., M.Sc. ; Industrial Museum, J. K. Anthony, Esq., F.C.A., A.C.W.A. *Members of Council* : A. C. Greene, Esq., F.C.A. ; Mrs. Eileen Llewellyn Jones, B.A. ; R. O. Roberts, Esq., M.A. ; Professor Hugh O'Neill, D.Sc., M.Met., F.I.M. ; G. Froom Tyler, Esq. ; Professor Glanmor Williams, M.A. ; I. Moy Evans, Esq. ; David Powell, Esq., M.A., LL.B. *Honorary Secretary* : Elis Jenkins, Esq., M.A.

37. No member of the Council shall receive any remuneration for acting as such. No member of the Council shall be appointed to any salaried office of the Institution or any office of the Institution paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Council to any member of the Council.

38. At the Annual General Meeting in 1960 and at each subsequent Annual General Meeting all members of the Council, except the ex-officio members and the Secretary, shall retire from office and shall be eligible for re-election without nomination, so, however, that no person shall by re-election under this article hold the office of President for more than two years successively unless continuation in office is recommended by the Council, acceptable by the member, and approved by the members in General Meeting.

39. All retiring members of the Council shall be eligible for re-election at the Annual General Meeting whereat they retire. Any other nomination for election to the Council shall be in writing, supported by a minimum of seven members, and deposited with the Secretary at the offices of the Institution not less than fourteen days before the Annual General Meeting in any year.

40. If at any meeting at which an election of members of the Council ought to take place, the places of the retiring members are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place, and if at the adjourned meeting the places of the retiring members are not filled up, the retiring members, including the President, or such of them as have not had their places filled up, shall continue in Office until the Annual General Meeting in the next year, and so on from time to time until their places are filled up.

41. If any casual vacancy shall occur in the office of President, the Council shall elect from among the Vice-Presidents or other members thereof some person to be President during the residue of the period for which the vacating President would have continued in such office.

42. Any casual vacancy in the Council may be filled up by the Council.

### PROCEDURE OF THE COUNCIL.

43. The Institution may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Institution and such member, and may by ordinary resolution appoint another person in place of a member so removed from office. Without prejudice to the powers of the Council under Article 42 the Institution may appoint any person to be a member of the Council to fill a casual vacancy. The person appointed to fill such vacancy shall be subject to retirement at the same time as if he had become a member on the day on which the member in whose place he is appointed was last elected a member.

44. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, notice of the same being sent by the Secretary to each member of the Council at his registered address. The Secretary may, and shall on the requisition of any three members of the Council, at any time call a special meeting of the Council, specifying the purposes for which it is called. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be four.

45. The President, or in his absence one of the Vice-Presidents, shall take the chair at all meetings of the Council, and if at any meeting neither of them be present within five minutes after the time appointed for holding the same, the members present shall choose some one of their number to be Chairman of the meeting.

46. Questions at any meeting of the Council shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

47. The Council may act notwithstanding any number of vacancies in their body, so that the total number thereof be not reduced below seven.

48. A member of the Council shall cease to be such if he ceases to be a member of the Institution, or becomes bankrupt, or makes any arrangement or composition with his creditors generally, or if he becomes of unsound mind, and he may at any time resign by giving notice in writing to the Secretary.

### POWERS OF THE COUNCIL.

49. In addition to all powers by these Articles expressly conferred upon the Council, they may exercise all such powers and do all such acts and things as may be exercised or done by the Institution, and are not hereby, or by statute, expressly directed or required to be exercised or done by the Institution in general meeting. All acts done by any meeting of the Council or of a committee of the Council or by any person acting as a member of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they were or any of them was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member. A resolution in writing signed by all the members for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

50. Without prejudice to the general powers conferred by the preceding Article the Council shall have power :

- (1) In every case of acquiring any real estate or any interest therein, including any leasehold property, to accept at their own discretion and without incurring any personal responsibility thereby, such title or evidence of title, or to dispense with the necessity of showing or evidencing title as they may think fit.

- (2) To purchase or accept as donations or on loan on behalf of the Institution objects illustrative of geology, mineralogy, zoology, comparative anatomy, conchology, entomology, botany, physics, chemistry, manufactures and other branches of natural and applied science ; and of local and general literature and fine arts, including maps, charts, plans, sections, working drawings, machines, patterns, models, specimens, pictures, prints, statues, casts, bronzes, coins, medals, seals, ceramics and other objects of art, cases, cabinets, furniture, models, apparatus, machines, appliances, articles and things whatsoever useful or expedient for all or any of the purposes of the Institution.
- (3) To make, alter, amend, and rescind Bye-laws and regulations for the election and privileges of members, the admission of associates and students, the control and direction of the Secretary, Treasurer, Librarian, Curators and other officials and servants of the Institution ; the management and use of the buildings and property of the Institution ; and the admission of members and other persons to such buildings.
- (4) To open the buildings of the Institution for the gratuitous admission of the public without a member's introduction, and to authorise and make a charge for admission to such buildings, or any part thereof, whenever they think proper.
- (5) To make arrangements respecting the delivery or reading, writing, circulation, and publication of lectures and original papers, and the holding of exhibitions, and as to the admission into the buildings of the Institution of temporary or conditional deposits tending to promote the objects of the Institution.
- (6) To establish and maintain classes for instruction, and engage and pay teachers and professors in any branch or branches of knowledge in the fields of science, literature and the fine arts.
- (7) To make exchange of duplicate specimens belonging to the Institution for any other articles, whether with members of the Institution or others.
- (8) To determine from time to time the conditions on which members may temporarily remove books from the library for personal use, or have the use of the laboratories, apparatus, and other property of the Institution, or any part thereof.
- (9) To appoint and remove Sub-Curators, Keepers, and other necessary servants, and to fix the remuneration to be paid for their respective services.
- (10) To grant the use of any of the lecture or class rooms of the Institution upon such terms and conditions as the Council may from time to time determine, for holding lectures, discussions, classes, examinations, inquiries, exhibitions, concerts, and meetings, and for such other purposes as the Council shall think fit.
- (11) To appoint committees, consisting of such members as the Council shall determine, and to make regulations for the exercise of any powers delegated to, and as to the proceedings of, such committee, who shall from time to time report to the Council.
- (12) To pay all such moneys out of the funds of the Institution, or otherwise apply such funds as the Council shall think fit.
- (13) To enter into and carry into effect any arrangements for acquiring all or any part of the property of any society or institution having similar objects to those of the Institution, and to create, by way of declaration of trust or otherwise, as the Council may think fit, any

indemnity which it may be expedient to give against any outstanding claims upon such property, or any part thereof.

- (14) To enter into such contracts, and to do all such acts and things as the Council think expedient for the purposes of the Institution.

#### OFFICERS.

51. The officers of the Institution shall consist of a Secretary, Treasurer, Librarian, Curators, and of such other officers as the Council shall from time to time determine, all of whom shall be members of the Institution and, except the Secretary, be elected annually at the Annual General Meeting in each year subject to and in accordance with the provisions of Articles 36, 37, 38, 39 and 40 hereof.

52. The Secretary shall be appointed by the Council for such time, at such remuneration, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

The Secretary, subject to the control of the Council, shall attend all Council and general meetings, and enter a record of the proceedings of such meetings in the minute book of the Institution, issue notices and advertisements for the meetings, keep a register of the names of members, conduct the correspondence, and exercise a general supervision over the property and buildings of the Institution, and over the Sub-Curators and other servants or persons employed by the Council.

53. The Council shall cause proper books of account to be kept with respect to :—

- (A) all sums of money received and expended by the Institution and the matters in respect of which the receipt and expenditure takes place ;
- (B) all sales and purchases of goods by the Institution ; and
- (C) the assets and liabilities of the Institution.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Institution's affairs and to explain its transactions.

The books of account shall be kept at the registered office of the Institution, or at such other place or places as the Council think fit, and shall always be open to the inspection of the Council.

The accounts and books of the Institution shall be open to the inspection of members, not being members of the Council, subject to such reasonable restrictions as to time and manner of inspecting the same as may be prescribed by the Council.

The Council shall from time to time in accordance with Sections 148 and 157 of the Act cause to be prepared and to be laid before the Institution in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in those Sections.

A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institution in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of,

and every holder of Debentures of, the Institution ; provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Institution is not aware or to more than one of the joint holders of any Debentures.

54. The Librarian, subject to the control of the Council, shall transact all business relating to his department, receive all books, papers, maps, charts, and other articles, and see that the same are properly entered in the catalogue, acknowledge all donations, and present occasional reports to the Council of the state of his department.

55. The Curators, subject to the control of the Council, shall receive the articles belonging to their respective departments, attach to them their proper numbers, enter them in the catalogues, bestow due care on their arrangement, preservation and safety, transmit the usual letters of thanks to the various donors, and present occasional reports to the Council of the state of their departments.

56. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

#### PAYMENTS TO THE SOCIETY

57. All subscriptions, entrance fees, and other moneys due from time to time to the Institution shall be payable to the Treasurer, or other person appointed by the Council, whose receipt in writing shall be a sufficient discharge for the same. The Treasurer, however, shall not be bound to collect or give any receipt for charges for admission to the buildings of the Institution or any part thereof.

58. A record shall be kept of all pecuniary Donations and Legacies, and of all life compositions by members.

59. Every pecuniary donation and legacy given for a special purpose shall be invested at the discretion of the Council, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, the principal to remain subject to the disposition of the Council as a Permanent Fund and the interest only to be available for current expenditure of the Institution unless otherwise specifically stated in the conditions attaching to such donation and legacy. Every such deposit or investment shall be in the name of the Royal Institution of South Wales. Provided that in case the Institution shall take or hold any property which may be subject to any trust, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

#### NOTICES.

60. A notice may be given by the Institution to any member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Institution for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Notice of every General Meeting shall be given in any manner hereinbefore authorised to :—

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Institution



an address within the United Kingdom for the giving of notices to them ;

- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting ; and
- (c) the auditor for the time being of the Institution.

No other person shall be entitled to receive notices of General Meetings.

61. The provisions of Clauses 7 and 8 of the Memorandum of Association relating to the winding up or dissolution of the Institution shall have effect and be observed as if the same were repeated in these Articles.

62. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by some other person appointed by the Council for that purpose.

#### INTERPRETATION.

63. In the interpretation of these Articles the following words and expressions shall have the following meaning unless excluded by the subject or context :

Words importing the singular number only shall include the plural.

Words importing the plural number only shall include the singular.

Words importing the masculine gender shall include the feminine.

All references to the Act shall be to the Companies Act, 1948.

#### ALTERATIONS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

64. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

L. L. DILLWYN, M.P. for Swansea, President of the Royal Institution of South Wales, Hendrefoilan, Swansea.  
 JOHN J. JENKINS, The Grange, Swansea, M.P. for Carmarthen Boroughs.  
 JNO. COKE FOWLER, The Hill, Swansea, Stipendiary Magistrate.  
 CHAS. THOS. WILSON, Brynnewydd, Swansea, J.P. for Glamorganshire.  
 J. C. VYE PARMINTER, Broadway Villa, Swansea, J.P. for Swansea.  
 JOHN ADAMS RAWLINGS, 4, Northampton Terrace, Swansea, Physician.  
 R. G. CAWKER, 11, Temple Street, Swansea, Chartered Accountant.  
 SAM<sup>l</sup>. REID, 3, Glanmor Terrace, Swansea, Accountant.  
 PHILIP ROGERS, 2, De La Beche Street, Swansea, Gentleman.  
 ROBERT DICKSON BURNIE, Osborne Villa, Swansea, Managing Director, Swansea Wagon Co., Limited.  
 RICHARD GLASCODINE, 204, St. Helen's Road, Swansea, Railway Secretary.  
 CHARLES HENRY GLASCODINE, Cac Parc, Swansea, Solicitor.  
 JOSEPH HALL, Grosvenor House, Swansea, Merchant.  
 D. C. JONES, 7, Castle Square, Swansea, Draper.  
 DAVID MORGAN ROWLAND, 15, Walters Road, Swansea, Accountant, Hon. Treasurer, Royal Institution of South Wales.  
 HORTENSIUS HUXHAM, 3, Claremont Villas, Mumbles, Civil Engineer, Hon. Secretary, Royal Institution of South Wales.

---

DATED the 17th day of May, 1883.

WITNESS to the signatures of Lewis Llewelyn Dillwyn, Sir John Jones Jenkins, John Coke Fowler, Charles Thomas Wilson, John Charles Vye Parminter, John Adams Rawlings, Richard Garnant Cawker, Samuel Reid, Philip Rogers, Robert Dickson Burnie, Richard Glascodine, Charles Henry Glascodine, Joseph Hall, David C. Jones, and David Morgan Rowland,

HORTENSIUS HUXHAM,

Hon. Secretary to the Royal Institution of South Wales.

WITNESS to the signature of Hortensius Huxham,

CHARLES HENRY GLASCODINE,

Solicitor, Swansea.

11/12  
Number of Company 18359 / 42

*The Companies Act, 1948.*

## Special Resolution

OR

## The Royal Institution of South Wales

Passed 4th December 1962.

AT a SPECIAL GENERAL MEETING of the above-named Institution, held at The Royal Institution of South Wales, Swansea, on the 4th day of December 1962, the following SPECIAL RESOLUTION was passed :—

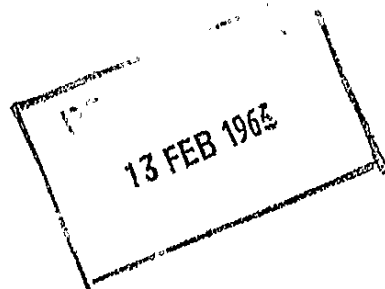
That the Memorandum of Association be amended by the addition of a new clause 8 (KK) :—

“To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.”

and to amend the Articles of Association by the addition of the following Article :—

50. (15) “To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit”.

*Hugh O'Neill*  
*Chairman of the Meeting*



S.L.S.S.Bm.14318SW



This is a copy of the Memorandum and  
Articles of Association as altered by Special  
Resolution dated the 4th December 1962,

Hugh O'Neill

Chairman of the Meeting

# THE ROYAL INSTITUTION OF SOUTH WALES

---

FOUNDED 1835—INCORPORATED 1883

---

## Memorandum

AND

## Articles of Association

---

*Adopted at a Special General Meeting of the Members held on the  
18th July, 1882*

*first subsequently amended by the Board of Trade*

*Registered 24th May, 1883*

*and modified and altered at Extraordinary General Meetings held on  
28th March and 9th July, 1960.*

# THE ROYAL INSTITUTION OF SOUTH WALES

---

FOUNDED 1835—INCORPORATED 1883

---

## Memorandum AND Articles of Association

---

*Adopted at a Special General Meeting of the Members held on the  
18th July, 1882  
first subsequently amended by the Board of Trade  
Registered 24th May, 1883  
and modified and altered at Extraordinary General Meetings held on  
28th March and 9th July, 1960.*

18859/43

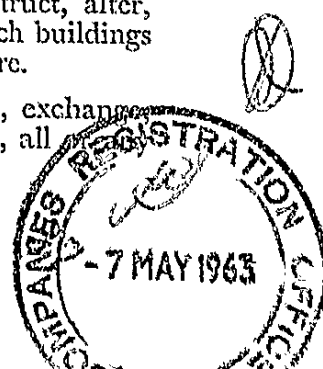
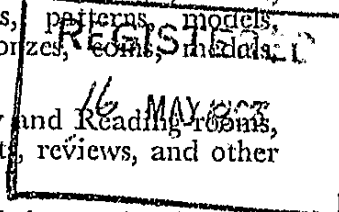
# Memorandum of Association

OF THE

## ROYAL INSTITUTION OF SOUTH WALES

FOUNDED 1835—INCORPORATED 1883.

1. The name of the Association is "The Royal Institution of South Wales."
2. The registered office of the Association will be situate in England, that is to say, at Swansea, in the County of Glamorgan.
3. The objects for which the Association is established are—
  - (a) To incorporate under the 23rd Section of "the Companies Act, 1867" the existing ROYAL INSTITUTION OF SOUTH WALES, situate at Swansea aforesaid, for the purpose of more effectually furthering and extending the objects hereinafter mentioned and widening its sphere of usefulness.
  - (b) To promote the cultivation and advancement of all or any branches of natural and applied science, and the encouragement of literature and the fine arts.
  - (c) To acquire or form and maintain collections and objects illustrative of local and general geology, mineralogy, zoology, comparative anatomy, conchology, entomology, botany, physics, chemistry, manufactures and other branches of natural and applied science; and of local and general literature and fine arts, including maps, charts, plans, sections, working drawings, machines, patterns, models, specimens, pictures, prints, statues, casts, bronzes, coins, medals, seals, ceramics and other objects of art.
  - (d) To acquire or establish and maintain a Library and Reading-rooms, and to furnish the same with books, manuscripts, reviews, and other publications and works.
  - (e) To acquire or establish and maintain Museums, Laboratories, Lecture-rooms, Class-rooms, and scientific apparatus and appliances.
  - (f) To promote the exhibition of any such collections or objects as aforesaid, whether belonging to the Association or not; the establishment and maintenance of classes for instruction in science, art and literature; the delivery of lectures; the reading, printing, circulation and publication of original papers, or of any reports, proceedings or other works relating to any of the objects of the Association; the making of experiments; and the interchange of ideas by meetings and correspondence.
  - (g) To acquire for the purposes of the Association and upon any terms as to giving indemnities or otherwise, and subject as to land to the provisions of Sect. 14 of the Companies Act, 1948, any land, buildings, hereditaments, or easements of any tenure, and to construct, alter, repair, and maintain any such buildings, and to supply such buildings with all necessary or suitable fixtures, fittings, and furniture.
  - (h) To sell, lease, mortgage (with or without a power of sale), exchange, dispose of, or otherwise deal with, improve, and manage, all part of the property of the Association.



- (i) To invest all moneys of the Association not required for immediate use in or upon securities or in such manner as may from time to time be determined.
- (k) To amalgamate, unite, or co-operate, either generally or to or for any limited extent or period, with any Society or persons established for or engaged in any of the objects set out in paragraph 3 (b) hereof.
- (l) To do and carry out all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided always the Association shall not grant any titles or diplomas, and provided further that in case any gift or property taken by the Association shall be in the nature of a charitable endowment, so as to be subject to the jurisdiction of the Charity Commissioners, the Association and its committee shall observe all rules and directions of the Charity Commissioners with respect thereto, and shall, if required by them, vest such property in special trustees thereof.

4. 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 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 Members of the Association, or to any of them, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any Officers or servants of the Association, or to any Member thereof, or other person, in return for any services actually rendered to the Association, or prevent the Association in borrowing money from any Member of the Association, at a rate of interest not greater than £5 per cent. per annum.

5. The 4th Paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Association in pursuance of Sect. 23 of "The Companies Act, 1867."

6. If any Member of the Association pays or receives any such dividend, bonus, or other profit as aforesaid, his liability shall be unlimited.

7. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards for the payment of the debts and liabilities of the Association 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 among themselves, such amounts as may be required, not exceeding the sum of £1, 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 Association 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 Association, but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Association, to be determined by the Members of the Association at or before the time of the dissolution, and in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.

9. The Association shall cause true accounts to be kept of all sums of money received and expended by the Association, and the particulars of such receipt and expenditure, and of the credits and liabilities of the Association; and the books of account shall be kept at the registered office of the Association,

As amended by  
Special Resolution  
passed  
4th December  
1962 and filed with  
The Registrar of  
Companies.

- (kl) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

and (subject to any reasonable restrictions which may be imposed by the Association or the Council as to the time and manner of inspecting the same) shall be open to the inspection of any Member. Separate accounts shall be kept of special trust funds or funds devoted or appropriated for special purposes.

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

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

L. L. DILLWYN, M.P. for Swansea, President of the Royal Institution of South Wales, Hendrefoilan, Swansea.  
 JOHN J. JENKINS, The Grange, Swansea, M.P. for Carmarthen Boroughs.  
 JNO. COKE FOWLER, The Hill, Swansea, Stipendiary Magistrate.  
 CHAS. THOS. WILSON, Brynnewydd, Swansea, J.P. for Glamorganshire.  
 J. C. VYE PARMINTER, Broadway Villa, Swansea, J.P. for Swansea.  
 JOHN ADAMS RAWLINGS, 4, Northampton Terrace, Swansea, Physician.  
 R. G. CAWKER, 11, Temple Street, Swansea, Chartered Accountant.  
 SAM<sup>L</sup>. REID, 3, Glanmor Terrace, Swansea, Accountant.  
 PHILIP ROGERS, 2, De la Beche Street, Swansea, Gentleman.  
 ROBERT DICKSON BURNIE, Osborne Villa, Swansea, Managing Director, Swansea Wagon Co., Limited.  
 RICHARD GLASCODINE, 204, St. Helen's Road, Swansea, Railway Secretary.  
 CHARLES HENRY GLASCODINE, Cae Parc, Swansea, Solicitor.  
 JOSEPH HALL, Grosvenor House, Swansea, Merchant.  
 D. C. JONES, 7, Castle Square, Swansea, Draper.  
 DAVID MORGAN ROWLAND, 15, Walters Road, Swansea, Accountant, Hon. Treasurer, Royal Institution of South Wales.  
 HORTENSIUS HUXHAM, 3, Claremont Villas, Mumbles, Civil Engineer, Hon. Secretary, Royal Institution of South Wales.

---

DATED the 17th day of May, 1883.

WITNESS to the signatures of Lewis Llewelyn Dillwyn, Sir John Jones Jenkins, John Coke Fowler, Charles Thomas Wilson, John Charles Vye Parminter, John Adams Rawlings, Richard Garnant Cawker, Samuel Reid, Philip Rogers, Robert Dickson Burnie, Richard Glascodine, Charles Henry Glascodine, Joseph Hall, David C. Jones, and David Morgan Rowland,

HORTENSIUS HUXHAM,

Hon. Secretary to the Royal Institution of South Wales.

WITNESS to the signature of Hortensius Huxham,

CHARLES HENRY GLASCODINE,

Solicitor, Swansea.



# Articles of Association

OF THE

## ROYAL INSTITUTION OF SOUTH WALES

FOUNDED 1835—INCORPORATED 1883.

### INTRODUCTION.

Whereas the ROYAL INSTITUTION OF SOUTH WALES was established in the year 1835, for objects similar to those expressed in the Memorandum of Association, and took its name by virtue of an authority contained in a letter dated July 4, 1838, from the Right Honourable Lord John Russell, one of Her Majesty's Principal Secretaries of State, by which Her Majesty the Queen was graciously pleased to consent to be the Patroness of the Institution, and to permit it to be called "THE ROYAL INSTITUTION OF SOUTH WALES." And whereas the said existing ROYAL INSTITUTION OF SOUTH WALES consists of members, life members, and honorary members; and is possessed of a valuable library of books, with maps, charts and prints; a museum comprising collections illustrative of geology, mineralogy, zoology, conchology, entomology, botany, and other sciences; together with a collection of coins, medals, seals, objects of curiosity, antiquity, local history, arts, and manufactures; and also valuable leasehold property held in trust.

And whereas, with the view of furthering and extending the objects for which it was established, it has been determined to incorporate the said existing ROYAL INSTITUTION OF SOUTH WALES under the provisions of the 23rd section of "The Companies Act, 1867."

Now therefore it is hereby agreed and declared as follows, viz:

### MEMBERS.

1. For the purposes of registration the Institution is declared to consist of an unlimited number of members. These Articles shall be construed with reference to the Companies Acts 1862 to 1948, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in those Acts.

2. All the members, life members, and honorary members of the said existing ROYAL INSTITUTION OF SOUTH WALES that are such on the date of the registering of these Articles, shall be and are respectively members, life members, and honorary members of the Institution.

3. Every candidate for membership shall sign and deliver to the Secretary of the Institution an application in writing intimating that he is desirous of becoming a member of the Institution.

4. The election of members shall be conducted as prescribed by the Bye-laws from time to time in force, as provided by these Articles.

5. The rights and privileges of every member shall be personal to himself, and shall not be transferable by his own act or by operation of law.

6. Any member may withdraw from the Institution by giving two calendar months' notice in writing to the Secretary of his intention so to do, and upon the expiration of the notice he shall cease to be a member.

7. Any person who shall by any means cease to be a member shall nevertheless remain liable for and shall pay to the Institution all moneys which at the time of his ceasing to be a member may be due from him to the Institution.

8. Honorary members of the Institution, being exclusively persons who have conferred any special benefits on the Institution, or have distinguished themselves in science, literature, or the arts, may, upon the recommendation of the Council, but not otherwise, be elected by the members at any annual general meeting; such honorary members shall be entitled to exercise all the privileges of members specified in Article 15 hereof, but shall not be members, or liable to pay any annual subscription, or entitled to any other privilege of members, except those specified in Article 15 hereof.

9. Associates and students, not being members, may be admitted to the Institution on such terms and conditions and with such privileges as shall be prescribed by the Bye-Laws from time to time in force as provided by these Articles.

#### EXCLUSION.

10. Any member who shall fail in the observance of any of these Articles, or of any Regulation, Bye-law, or order of the Council, or who shall in the judgment of the Council have been guilty of any act or conduct unfitting him to be a member of the Institution, may be excluded from the Institution by an extraordinary resolution thereof; such member shall have seven clear days' notice sent to him requiring him to attend the meeting, and any member so excluded shall thereupon cease to be a member, but without prejudice to Article 7 hereof.

#### SUBSCRIPTIONS.

11. Every member shall pay to the Institution an entrance fee and/or an annual subscription of such amounts as may be from time to time fixed by the Council, with the sanction of a General Meeting. Until otherwise fixed there shall be no entrance fee, and the annual subscription shall be :—

Single member (male or female)	..	£2	2s.	0d.
Wife of member	.. .. .	..	10s.	6d.
Student member (age 18—25)	.. .. .	..	10s.	6d.

The Council may consider applications for associate membership from persons who have retired and/or are over the age of 65. If duly elected by the Council, such associate members shall not be eligible for election to the Council. Every associate member shall pay to the Institution an entrance fee and/or an annual subscription of such amounts as may be from time to time fixed by the Council with the sanction of a General Meeting. Until otherwise fixed there shall be no entrance fee, and the annual subscription of an associate member shall be £1 1s. 0d. All subscriptions shall be payable in advance on the 1st day of June every year on account of the year to the following 31st May. If any member shall be elected after 1st December in any year, the subscription for the period until the following 31st May shall be one-half the appropriate annual subscription.

12. Any member may at any time, with the consent of the Council, compound for the payment of his subscription for the current year and for all subsequent years by making a payment to the Institution of the sum of twenty-five guineas, and thereupon the member so compounding shall become a life member, and shall not be liable to pay any annual subscriptions.

13. If any member shall neglect for one calendar month to pay any money due from him to the Institution, the Council may by notice in writing, signed by the Secretary, request him to pay such money. The notice shall appoint a day

and place for payment and a copy of this clause shall be subjoined thereto. If the requisitions of such a notice are not complied with the Council may suspend the privileges of such member for such period as they think fit, and if he continue in default for twelve calendar months after such notice, he shall, on the expiration of that period, cease to be a member.

14. No person shall be entitled to exercise any of the privileges of a member if any moneys due from him to the Institution are more than three months in arrear.

15. Every member, except a member from whom moneys due are more than three months in arrear, shall have free admission to the buildings, rooms, and premises of the Institution, except on special occasions, when some charge for admission is authorised by the Council; and also such other privileges as may be prescribed in the Bye-laws, from time to time in force, as provided by these Articles.

#### GENERAL MEETINGS.

16. Once in every calendar year the Institution shall hold a General Meeting of members at such time and place as may be determined by the Council, and shall specify the meeting as an Annual General Meeting in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

17. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

18. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

19. Twenty-one days' notice in writing at least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Act entitled to receive such notices from the Institution, but with the consent of all the members having the right to attend and vote thereat or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

20. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

21. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of Members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

22. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twelve members personally present shall be a quorum.

23. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be adjourned sine die.

24. The President of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some Member of the Council or if no such Member be present, or if all the Members of the Council present decline to take the Chair, they shall choose some member of the Institution who shall be present to preside.

25. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

26. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon a declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands 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 Minute Book of the Institution shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

27. On a show of hands every member present in person shall have one vote and upon a poll every member present in person or by proxy shall have one vote.

Subject to the provisions of Article 26, if a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.

## VOTES AS MEMBERS.

29. Every member shall have one vote, which may be given either personally or by proxy, but no person shall be appointed a proxy who is not a member of the Institution and qualified to vote.

30. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit :

## THE ROYAL INSTITUTION OF SOUTH WALES

' I

" of

" a Member of the Royal Institution of South Wales, hereby appoint

"

" of

" and failing him,

" of

" to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Institution to be held on the                      day of

" and at every adjournment thereof.

' As witness my hand this                      day of                      19                     

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or an office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of proxy or of the authority under which the proxy was executed provided that no intimation in writing of the death, insanity, or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

33. No member shall be entitled to vote at any meeting if any moneys due from him to the Institution are more than fourteen days in arrear.

## THE COUNCIL

34. The affairs of the Institution shall be managed by a Council, which shall consist of a President, one or more Vice-Presidents, Secretary, if unremunerated, Treasurer, Librarian, Curators, and nine Ordinary members, all of whom shall be members of the Institution.

35. The Mayors of all Municipal Corporations in South Wales, the Representatives in Parliament of the counties and boroughs of South Wales, and the Vicar of the Parish of Swansea, if members of the Institution, shall be ex-officio Vice-Presidents thereof, and all past Presidents, if members of the Institution, shall be ex-officio members of the Council.

36. Until the Annual General Meeting in 1960 the following shall, in addition to all ex-officio members thereof, be the Council :—*President* : Professor F. Llewellyn Jones, M.A., D.Phil., D.Sc., F.Inst.P. *Vice-Presidents* : The Rt. Hon. The Earl of Jersey, P.C. (Past President) ; P. J. Williams, Esq., M.B.E., T.D. (Past President) ; F. Howard Harris, Esq., M.A. ; C. A. N. Wauton, Esq., M.A. ; D. O. Thomas, Esq., B.A. ; Capt. I Rees Griffiths ; Dr. Gwent Jones ; Lt. Col. Llewellyn Bevan ; R. B. Southall, Esq., C.B.E., J.P. ; His Honour Judge Rowe Harding ; G. J. Cellan-Jones, Esq., M.D., F.R.C.S., J.P. ; The Rt. Rev. Lord Bishop of Swansea and Brecon ; The Rev. Canon H. C. Williams, M.B.E., B.A. ; Percy Morris, J.P. *Honorary Treasurer* : I. J. Edwards, Esq. *Honorary Librarian* : J. M. Davies, Esq., M.A. *Honorary Curators* : Ceramics and Art, Kildare S. Meager, Esq., M.B.E. ; Welsh Folk Culture, J. M. Davies, Esq., M.A. ; Archaeology and Numismatics, Mrs. K. Bosse-Griffiths, D.Phil. ; Ornithology, H. J. Hambury, Esq., M.D., F.R.C.S. ; Geology, T. R. Owen, Esq., M.Sc., F.G.S. ; Botany, Gordon Goodman, Esq., M.Sc. ; Industrial Museum, J. K. Anthony, Esq., F.C.A., A.C.W.A. *Members of Council* : A. C. Greene, Esq., F.C.A. ; Mrs. Eileen Llewellyn Jones, B.A. ; R. O. Roberts, Esq., M.A. ; Professor Hugh O'Neill, D.Sc., M.Met., F.I.M. ; G. Froom Tyler, Esq. ; Professor Glanmor Williams, M.A. ; I. Moy Evans, Esq. ; David Powell, Esq., M.A., LL.B. *Honorary Secretary* : Elis Jenkins, Esq., M.A.

37. No member of the Council shall receive any remuneration for acting as such. No member of the Council shall be appointed to any salaried office of the Institution or any office of the Institution paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Council to any member of the Council.

38. At the Annual General Meeting in 1960 and at each subsequent Annual General Meeting all members of the Council, except the ex-officio members and the Secretary, shall retire from office and shall be eligible for re-election without nomination, so, however, that no person shall by re-election under this article hold the office of President for more than two years successively unless continuation in office is recommended by the Council, acceptable by the member, and approved by the members in General Meeting.

39. All retiring members of the Council shall be eligible for re-election at the Annual General Meeting whereat they retire. Any other nomination for election to the Council shall be in writing, supported by a minimum of seven members, and deposited with the Secretary at the offices of the Institution not less than fourteen days before the Annual General Meeting in any year.

40. If at any meeting at which an election of members of the Council ought to take place, the places of the retiring members are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place, and if at the adjourned meeting the places of the retiring members are not filled up, the retiring members, including the President, or such of them as have not had their places filled up, shall continue in Office until the Annual General Meeting in the next year, and so on from time to time until their places are filled up.

41. If any casual vacancy shall occur in the office of President, the Council shall elect from among the Vice-Presidents or other members thereof some person to be President during the residue of the period for which the vacating President would have continued in such office.

42. Any casual vacancy in the Council may be filled up by the Council.

### PROCEDURE OF THE COUNCIL.

43. The Institution may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Institution and such member, and may by ordinary resolution appoint another person in place of a member so removed from office. Without prejudice to the powers of the Council under Article 42 the Institution may appoint any person to be a member of the Council to fill a casual vacancy. The person appointed to fill such vacancy shall be subject to retirement at the same time as if he had become a member on the day on which the member in whose place he is appointed was last elected a member.

44. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, notice of the same being sent by the Secretary to each member of the Council at his registered address. The Secretary may, and shall on the requisition of any three members of the Council, at any time call a special meeting of the Council, specifying the purposes for which it is called. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be four.

45. The President, or in his absence one of the Vice-Presidents, shall take the chair at all meetings of the Council, and if at any meeting neither of them be present within five minutes after the time appointed for holding the same, the members present shall choose some one of their number to be Chairman of the meeting.

46. Questions at any meeting of the Council shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

47. The Council may act notwithstanding any number of vacancies in their body, so that the total number thereof be not reduced below seven.

48. A member of the Council shall cease to be such if he ceases to be a member of the Institution, or becomes bankrupt, or makes any arrangement or composition with his creditors generally, or if he becomes of unsound mind, and he may at any time resign by giving notice in writing to the Secretary.

### POWERS OF THE COUNCIL.

49. In addition to all powers by these Articles expressly conferred upon the Council, they may exercise all such powers and do all such acts and things as may be exercised or done by the Institution, and are not hereby, or by statute, expressly directed or required to be exercised or done by the Institution in general meeting. All acts done by any meeting of the Council or of a committee of the Council or by any person acting as a member of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they were or any of them was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member. A resolution in writing signed by all the members for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

50. Without prejudice to the general powers conferred by the preceding Article the Council shall have power :

- (1) In every case of acquiring any real estate or any interest therein, including any leasehold property, to accept at their own discretion and without incurring any personal responsibility thereby, such title or evidence of title, or to dispense with the necessity of showing or evidencing title as they may think fit.

- (2) To purchase or accept as donations or on loan on behalf of the Institution objects illustrative of geology, mineralogy, zoology, comparative anatomy, conchology, entomology, botany, physics, chemistry, manufactures and other branches of natural and applied science ; and of local and general literature and fine arts, including maps, charts, plans, sections, working drawings, machines, patterns, models, specimens, pictures, prints, statues, casts, bronzes, coins, medals, seals, ceramics and other objects of art, cases, cabinets, furniture, models, apparatus, machines, appliances, articles and things whatsoever useful or expedient for all or any of the purposes of the Institution.
- (3) To make, alter, amend, and rescind Bye-laws and regulations for the election and privileges of members, the admission of associates and students, the control and direction of the Secretary, Treasurer, Librarian, Curators and other officials and servants of the Institution ; the management and use of the buildings and property of the Institution ; and the admission of members and other persons to such buildings.
- (4) To open the buildings of the Institution for the gratuitous admission of the public without a member's introduction, and to authorise and make a charge for admission to such buildings, or any part thereof, whenever they think proper.
- (5) To make arrangements respecting the delivery or reading, writing, circulation, and publication of lectures and original papers, and the holding of exhibitions, and as to the admission into the buildings of the Institution of temporary or conditional deposits tending to promote the objects of the Institution.
- (6) To establish and maintain classes for instruction, and engage and pay teachers and professors in any branch or branches of knowledge in the fields of science, literature and the fine arts.
- (7) To make exchange of duplicate specimens belonging to the Institution for any other articles, whether with members of the Institution or others.
- (8) To determine from time to time the conditions on which members may temporarily remove books from the library for personal use, or have the use of the laboratories, apparatus, and other property of the Institution, or any part thereof.
- (9) To appoint and remove Sub-Curators, Keepers, and other necessary servants, and to fix the remuneration to be paid for their respective services.
- (10) To grant the use of any of the lecture or class rooms of the Institution upon such terms and conditions as the Council may from time to time determine, for holding lectures, discussions, classes, examinations, inquiries, exhibitions, concerts, and meetings, and for such other purposes as the Council shall think fit.
- (11) To appoint committees, consisting of such members as the Council shall determine, and to make regulations for the exercise of any powers delegated to, and as to the proceedings of, such committee, who shall from time to time report to the Council.
- (12) To pay all such moneys out of the funds of the Institution, or otherwise apply such funds as the Council shall think fit.
- (13) To enter into and carry into effect any arrangements for acquiring all or any part of the property of any society or institution having similar objects to those of the Institution, and to create, by way of declaration of trust or otherwise, as the Council may think fit, any



indemnity which it may be expedient to give against any outstanding claims upon such property, or any part thereof.

- (14) To enter into such contracts, and to do all such acts and things as the Council think expedient for the purposes of the Institution.

### OFFICERS.

51. The officers of the Institution shall consist of a Secretary, Treasurer, Librarian, Curators, and of such other officers as the Council shall from time to time determine, all of whom shall be members of the Institution and, except the Secretary, be elected annually at the Annual General Meeting in each year subject to and in accordance with the provisions of Articles 36, 37, 38, 39 and 40 hereof.

52. The Secretary shall be appointed by the Council for such time, at such remuneration, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

The Secretary, subject to the control of the Council, shall attend all Council and general meetings, and enter a record of the proceedings of such meetings in the minute book of the Institution, issue notices and advertisements for the meetings, keep a register of the names of members, conduct the correspondence, and exercise a general supervision over the property and buildings of the Institution, and over the Sub-Curators and other servants or persons employed by the Council.

53. The Council shall cause proper books of account to be kept with respect to :—

- (A) all sums of money received and expended by the Institution and the matters in respect of which the receipt and expenditure takes place ;
- (B) all sales and purchases of goods by the Institution ; and
- (C) the assets and liabilities of the Institution.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Institution's affairs and to explain its transactions.

The books of account shall be kept at the registered office of the Institution, or at such other place or places as the Council think fit, and shall always be open to the inspection of the Council.

The accounts and books of the Institution shall be open to the inspection of members, not being members of the Council, subject to such reasonable restrictions as to time and manner of inspecting the same as may be prescribed by the Council.

The Council shall from time to time in accordance with Sections 148 and 157 of the Act cause to be prepared and to be laid before the Institution in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in those Sections.

A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institution in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of,

- (15) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

As altered by  
Special Resolution  
passed  
4th December  
1962 and filed with  
The Registrar of  
Companies.

and every holder of Debentures of, the Institution ; provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Institution is not aware or to more than one of the joint holders of any Debentures.

54. The Librarian, subject to the control of the Council, shall transact all business relating to his department, receive all books, papers, maps, charts, and other articles, and see that the same are properly entered in the catalogue, acknowledge all donations, and present occasional reports to the Council of the state of his department.

55. The Curators, subject to the control of the Council, shall receive the articles belonging to their respective departments, attach to them their proper numbers, enter them in the catalogues, bestow due care on their arrangement, preservation and safety, transmit the usual letters of thanks to the various donors, and present occasional reports to the Council of the state of their departments.

56. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

#### PAYMENTS TO THE SOCIETY

57. All subscriptions, entrance fees, and other moneys due from time to time to the Institution shall be payable to the Treasurer, or other person appointed by the Council, whose receipt in writing shall be a sufficient discharge for the same. The Treasurer, however, shall not be bound to collect or give any receipt for charges for admission to the buildings of the Institution or any part thereof.

58. A record shall be kept of all pecuniary Donations and Legacies, and of all life compositions by members.

59. Every pecuniary donation and legacy given for a special purpose shall be invested at the discretion of the Council, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, the principal to remain subject to the disposition of the Council as a Permanent Fund and the interest only to be available for current expenditure of the Institution unless otherwise specifically stated in the conditions attaching to such donation and legacy. Every such deposit or investment shall be in the name of the Royal Institution of South Wales. Provided that in case the Institution shall take or hold any property which may be subject to any trust, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

#### NOTICES.

60. A notice may be given by the Institution to any member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Institution for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Notice of every General Meeting shall be given in any manner herein-before authorised to :—

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Institution

an address within the United Kingdom for the giving of notices to them ;

- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting ; and
- (c) the auditor for the time being of the Institution.

No other person shall be entitled to receive notices of General Meetings.

61. The provisions of Clauses 7 and 8 of the Memorandum of Association relating to the winding up or dissolution of the Institution shall have effect and be observed as if the same were repeated in these Articles.

62. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by some other person appointed by the Council for that purpose.

#### INTERPRETATION.

63. In the interpretation of these Articles the following words and expressions shall have the following meaning unless excluded by the subject or context :

Words importing the singular number only shall include the plural.

Words importing the plural number only shall include the singular.

Words importing the masculine gender shall include the feminine.

All references to the Act shall be to the Companies Act, 1948.

#### ALTERATIONS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

64. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

L. L. DILLWYN, M.P. for Swansea, President of the Royal Institution of South Wales, Hendrefoilan, Swansea.  
 JOHN J. JENKINS, The Grange, Swansea, M.P. for Carmarthen Boroughs.  
 JNO. COKE FOWLER, The Hill, Swansea, Stipendiary Magistrate,  
 CHAS. THOS. WILSON, Brynnewydd, Swansea, J.P. for Glamorganshire.  
 J. C. VYE PARMINTER, Broadway Villa, Swansea, J.P. for Swansea.  
 JOHN ADAMS RAWLINGS, 4, Northampton Terrace, Swansea, Physician.  
 R. G. CAWKER, 11, Temple Street, Swansea, Chartered Accountant.  
 SAM<sup>l</sup> REID, 3, Glanmor Terrace, Swansea, Accountant.  
 PHILIP ROGERS, 2, De La Beche Street, Swansea, Gentleman.  
 ROBERT DICKSON BURNIE, Osborne Villa, Swansea, Managing Director,  
 Swansea Wagon Co., Limited.  
 RICHARD GLASCODINE, 204, St. Helen's Road, Swansea, Railway Secretary.  
 CHARLES HENRY GLASCODINE, Cae Parc, Swansea, Solicitor.  
 JOSEPH HALL, Grosvenor House, Swansea, Merchant.  
 D. C. JONES, 7, Castle Square, Swansea, Draper.  
 DAVID MORGAN ROWLAND, 15, Walters Road, Swansea, Accountant,  
 Hon. Treasurer, Royal Institution of South Wales.  
 HORTENSIUS HUXHAM, 3, Claremont Villas, Mumbles, Civil Engineer,  
 Hon. Secretary, Royal Institution of South Wales.

---

DATED the 17th day of May, 1883.

WITNESS to the signatures of Lewis Llewelyn Dillwyn, Sir John Jones Jenkins, John Coke Fowler, Charles Thomas Wilson, John Charles Vye Parminter, John Adams Rawlings, Richard Garnant Cawker, Samuel Reid, Philip Rogers, Robert Dickson Burnie, Richard Glascodine, Charles Henry Glascodine, Joseph Hall, David C. Jones, and David Morgan Rowland,

HORTENSIUS HUXHAM,

Hon. Secretary to the Royal Institution of South Wales.

WITNESS to the signature of Hortensius Huxham,

CHARLES HENRY GLASCODINE,

Solicitor, Swansea.



## THE COMPANIES ACTS 1948 TO 1976

# Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976



Please do not  
write in this  
binding margin

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use Company number

173

18359

Name of company

THE ROYAL INSTITUTION OF SOUTH WALES

Limited\*

\*delete if  
inappropriate

**Note**

Please read  
notes 1 to 5  
overleaf before  
completing this  
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

31 07

†delete as  
appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]†  
and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

31 07 1982

See note 4(c) and  
complete if  
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

‡delete as  
appropriate

The company is a [subsidiary] [holding company]‡ of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

§delete as  
appropriate

Signed

[Director] [Secretary] §Date

14 July, 1982

Presenter's name, address and  
reference (if any):

FRANK C. BEVAN & Co.,  
AMBION CHAMBERS  
CAMBRIAN PLACE  
SWANSEA.

For official use  
General section

Post room



19 AUG 1982