

R. 11335

# LICENCE BY THE BOARD OF TRADE,

pursuant to Section 23 of the Companies Act, 1867.

WHEREAS it has been proved to the Board of Trade that the *Liverpool College Old Boys' Union* which is about to be registered under the Companies Acts, 1862 to 1890, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 23rd section of the Companies Act, 1867, and that it is the intention of the said *Association*

that the income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, as set forth in the Memorandum of Association of the said

*Association* and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the persons who at any time are, or have been, members of the said *Association* or to any of them, or to any person claiming through any of the

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said

*Liverpool College Old Boys' Union* as subscribed by *1000* members thereof on the *18<sup>th</sup>* day of *October* 189*1*, do by this their licence direct the *Liverpool College Old Boys' Union*

to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this *fourteen<sup>th</sup>* day of *October* 189*1*.

*James J. Hopwood*

An Assistant Secretary to the Board of Trade.



## LIVERPOOL COLLEGE OLD BOYS' UNION.

*Incorporated under the Companies Acts, 1862 to 1890, inclusive, as a Company Limited by guarantee (the word "Limited" being omitted by License of the Board of Trade).*

### Memorandum of Association.

1. The Name of the Association is THE LIVERPOOL COLLEGE OLD BOYS' UNION.
2. The Registered Office of the Union will be situate in England.
3. The Objects for which the Union is established are:

(a) To bring together and combine as an organised body by enrolment as Members, and to promote union and good fellowship among, all old Pupils, Governors, and past and present Masters of and others connected with the Liverpool College.

(b) To promote and further the welfare of the Liverpool College, to maintain or assist in maintaining the interest of all old pupils and others in the constitution, work, and doings of the College.

(c) To offer Scholarships, Exhibitions, and Prizes of any kind and for any object, for competition among the pupils of the Liverpool College, and to promote, provide, or subscribe to, any fund raised or proposed to be raised in connection with the said College, or any Testamental or Gift to, or Memorial of, any old pupil or master, or anyone otherwise connected therewith, and to make payments or subscribe money for charitable or benevolent purposes in connection with any of the objects of the Union.



*Filed by*

*F. J. Leckie & Co*

*15 Mason Court*

*at Liverpool*

- (d) To collect and keep information about, and records of, the Liverpool College and its old pupils, and to purchase or otherwise acquire, print, publish, sell, distribute, and circulate books, pamphlets, leaflets, magazines, newspapers, prints, photographs, plans, or literature relating to the Liverpool College, old pupils, or the Union, or written by old pupils, and to secure or acquire and hold the copyright thereof.
- (e) To promote the delivery of lectures or addresses, and to perform, or promote the performance of any drama, music, concert, or other like entertainment. The Union shall take no part in any political movement nor use its organization for any political purpose or for furthering the aims or objects of any political party.
- (f) To subscribe or contribute to the funds of any Club, Organization, or Association having all or any of its objects similar to those of the Union, and which shall prohibit the payment of dividend or profit to its Members, and to amalgamate wholly or partially with, or to transfer the property of the Union to, any such Club, Organization or Association upon such terms of sale or otherwise as may be desirable.
- (g) Subject to the Provisions of the 21st Section of the Companies Act, 1862, to purchase, take on lease, or in exchange, hire, or otherwise acquire and hold any real or personal property.
- (h) To borrow or take money by the issue of or upon bonds, debentures, or other obligations or securities of the Union, or by mortgage or charge of all or any part of the property of the Union.
- (i) To sell, exchange, lease, or otherwise dispose of, or deal with all or any part of the property and rights, real and personal of the Union.

- (k) To collect, receive, recover, or otherwise acquire funds and property by contributions, subscriptions, moneys charged for admission to athletic or other entertainments, gifts, legacies, or otherwise, for the objects of the Union, or any of them.
- (l) To employ the income, funds, and property of the Union for any of the objects of the Union.
- (m) To invest and deal with the monies of the Union not immediately required upon any investments upon which Trustees may for the time being be authorised by law to invest.
- (n) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Union whencesoever derived shall be applied solely towards the promotion of the objects of the Union as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the Union. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Union, or to any member of the Union, or other person in return for any services actually rendered to the Union, or prevent the issuing of debentures at a fixed rate of interest to members of the Union or any other persons: provided that interest be in no case paid to any member exceeding the rate of £5 per cent. per annum.

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

6. If any member of the Union pays or receives any dividend, bonus, or other profit in contravention of the terms of the fourth paragraph of this Memorandum, his liability shall be unlimited.

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

8. If upon the winding up or dissolution of the Union 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 Union, but shall be given or transferred either to the Liverpool College to some other Institution or Institutions having objects similar to the objects of the Union, as may be determined by the members of the Union, at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.

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

10. The several persons whose names and addresses are subscribed, are desirous of being formed into a Union in pursuance of this Memorandum of Association.

---

 NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS
 

---

Frauch Dymally  
 Principal of Liverpool College  
 Liverpool

W. J. Stewart.  
 Stipendiary Magistrate  
 Police Court  
 Liverpool

James Kaine 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000

Thomas Formby  
 5 Belmont View, Liverpool;  
 Deputy Librarian

Richard George Hatcher  
 Roadway Carver  
 Rock Ferry  
 Brewer

John Carey Brown  
 68 Shrewsbury Road  
 Birkenhead

George Bradbury  
 16 Alexandra Road  
 Liverpool  
 Architect

Dated this 18<sup>th</sup> day of March 1894.

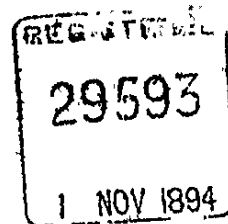
Witness to the above Signature

Frank J. Leslie  
 Solicitor  
 15 Victoria Court  
 Liverpool



Articles of Association  
OF THE  
**LIVERPOOL COLLEGE OLD BOYS' UNION.**

PRELIMINARY.



1. In the Memorandum of Association and in these articles, unless there be something in the subject or context inconsistent therewith,

“The Union” means The Liverpool College Old Boys' Union.

“The Committee” means the Committee of Management of The Liverpool College Old Boys' Union for the time being.

“General Meeting” means a General Meeting of the Union, whether annual or special.

“Month” means Calendar Month.

“In writing” means written or printed or partly written and partly printed.

The “Honorary Secretary” means the Honorary Secretary or Honorary Secretaries for the time being of The Union.

2. These articles shall be construed with reference to the provisions of the Companies Act 1862, and the Companies Act 1867, and terms used in these articles shall be taken as having the same respective meanings as they have when used in those Acts.

3. For the purpose of Registration the Union is declared to consist of 500 members.

4. The Committee may increase the number of members beyond the said number of 500, and notice of every such increase shall thereupon forthwith be given to the Registrar of Joint Stock Companies.

*Handwritten signature or initials.*

5. The Union shall be a body corporate established by the name and for the purposes contained in the Memorandum of Association, capable forthwith of exercising all the functions of an Incorporated Company, having perpetual succession and a common seal.

#### QUALIFICATION OF MEMBERS.

6. The Union shall consist of former Pupils, Governors, and past and present Masters of, and others holding an official position in connection with, the Liverpool College, or the Liverpool Collegiate Institution.

#### ADMISSION OF MEMBERS.

7. All members shall be elected in the following manner:—  
A candidate for election shall apply to the Honorary Secretary on a printed form to be provided for the purpose, such form to bear the signature of the candidate, and to contain such declaration on the part of the candidate as shall from time to time be prescribed by the Committee. The members of the Committee shall vote on each candidate by ballot. One Black Ball in three shall exclude. Any candidate not elected shall not be again proposed during the current year except by special permission of the Committee.

8. On the election of a New Member his name and such other particulars as may be required, shall immediately be entered in the Register of Members, and within seven days of his election notice thereof shall be sent to him by the Honorary Secretary, together with a copy of the Memorandum and Articles of Association, and such other Rules and Regulations of the Union as the Committee may from time to time direct. Until his subscription be paid he shall not be entitled to participate in the advantages of the Union. For the purpose of Article 10, the Subscription from New Members for the year in which they are elected shall be taken to become due on the day of their election.

#### SUBSCRIPTIONS.

9. The Annual Subscription to the Union shall be Five Shillings. Any member may compound all future subscriptions by a payment of Two Guineas.



10. Subject to Article 8 all subscriptions shall become due and payable on the 1st of January in each year. Any member having failed to pay his subscription within one month of its becoming due, shall be reminded of his omission by the Honorary Treasurer, and, in case it is still unpaid at the expiration of three months from the date of its having become due, the Hon. Treasurer shall report the fact to the Committee, who shall take such steps as they may think fit. The omission to send any notice shall not affect the power of the Union to sue for subscriptions in arrear. No member whose subscription is unpaid on the 31st March in any year shall be entitled to vote at general meetings, or to exercise any of the usual privileges of members until his subscription and any other monies due from him to the Union have been paid; but his liability shall continue as provided in and by the Memorandum of Association.

#### WITHDRAWAL OF MEMBERS.

11. Any member wishing to withdraw from the Union shall signify his intention to do so in writing to the Honorary Secretary on or before the 1st November, after which date no notice of withdrawal shall exempt a member from payment of his subscription for the ensuing year.

#### DISQUALIFICATION.

12. Any member who has been convicted either on indictment or summarily of any crime, and sentenced to imprisonment with hard labour without the option of a fine, or to any greater punishment and has not received a free pardon, or whose name shall be officially published as that of a bankrupt, or who shall make any composition or arrangement with his creditors, or who shall take advantage in any similar manner of the bankruptcy laws for the time being in force, shall *ipso facto* cease to be a member of the Union, but it shall be in the power of the Committee, after investigation, to reinstate him as a member of the Union without payment of any additional subscription for the current year.

#### EXPULSION.

13. If a complaint made in writing and signed by six members of the Union be lodged with the Honorary Secretary regarding the

conduct or behaviour of any member, a special meeting of the Committee shall be called to consider the same, and at that meeting, should the evidence be considered sufficiently serious by the majority then present, the Committee shall instruct the Honorary Secretary to send a notice to the member complained of to appear in his defence before the Committee at a meeting to be held not less than seven days later. After he has been heard and has withdrawn, or if he has refused or neglected to attend, the Committee shall decide the matter by ballot in his absence, and if in the opinion of three-fourths of those present the complaint is well-founded, and is of a serious nature, such member shall at once be expelled. Any member expelled from the Union under this Article shall be at liberty to appeal to a Special General Meeting of the Union, convened in accordance with Article 25, and the decision of such meeting shall be final. The liability of any member so expelled shall continue as provided in and by the Memorandum of Association.

14. No person who has resigned in consequence of a recommendation from the Committee, or been expelled from the Union, shall be again admitted to any meeting of the Union on any pretext whatsoever unless re-elected.

#### LIABILITY.

15. Any person who shall by any means cease to be a member, shall at once forfeit and lose all interest in or claim upon the Union and its property, but shall nevertheless not be freed from his liability under the Memorandum of Association, nor shall the Union be deprived of its power to sue him for any subscription or other monies which at the time of his ceasing to be a member may be due from him to the Union.

#### OFFICERS.

16. The following shall be the Officers of the Union:—  
A President, one or more Vice-Presidents, an Hon. Treasurer, an Hon. Secretary or two Hon. Secretaries, and an Officer to be called the Foreign Members' Corresponding Hon. Secretary, who shall all hold office for one year, and be elected at the Annual General Meeting, from among the members of the Union. The Foreign Members' Corresponding Hon. Secretary shall be chosen from among the members resident in Liverpool, and his especial concern shall be the interests of Members not resident in the United Kingdom.

## COMMITTEE.

17. The Committee shall consist of the Officers mentioned in the foregoing Article, fifteen ordinary members, one of the members resident at each of the Universities of Oxford, Cambridge, and Edinburgh, respectively, and not more than two of the pupils of the College for the time being.

## ELECTION OF MEMBERS OF COMMITTEE.

18. Of the fifteen ordinary members of the Committee, five shall retire each year in order of seniority of service, or in case of simultaneous election in strictly alphabetical order, but all shall be eligible for re-election at the Annual General Meeting. Each candidate for election on the Committee shall be proposed and seconded, and every member present at the meeting shall be entitled to give one vote. In the event of an equality of votes for two or more members standing last on the poll, the casting vote of the Chairman shall decide which of them shall serve on the Committee. The Principal of the College shall, immediately after the Annual General Meeting in each year, be asked to nominate not more than two then present pupils of the College to serve on the Committee for the ensuing year, provided that if any such pupil shall leave the College his membership of the Committee shall thereupon cease, and another pupil may be forthwith nominated by the Principal in his place.

## CASUAL VACANCY IN COMMITTEE.

19. If a member of the Committee other than a President, Vice-President, or resident University member, or nominated member, is absent from four consecutive meetings, the Committee may at their option declare his office vacated, and fill up the vacancy thus caused. Any casual vacancy occurring in the number of the Officers and Committee by resignation or otherwise shall be filled up by the Committee, and the member so elected shall be subject to the same regulations as to retirement as the member whose place he was elected to fill.

## POWERS OF COMMITTEE AND ITS MEETINGS.

20. The entire management of the Union shall be vested in the Committee, who, in addition to the powers and authorities by these Articles expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised and done by the Union and are not hereby or by statute required to be exercised or done by the Union in general meeting.

## BYE-LAWS.

21. The Committee shall have power from time to time to make such bye-laws or regulations for the management of the Union as it shall think fit, and as shall be consistent with the Memorandum and Articles of Association, and in like manner from time to time to alter any bye-laws or regulations of the Union, and to decide any questions arising out of the same. Provided that, in making or altering any bye-laws or regulations of the Union, the Committee shall follow and give effect to any resolution in that behalf which may be passed at any general meeting of the Union, and that no bye-law shall be made under this section which shall amount to such an alteration of, or addition to the Articles as can only legally be made by a special resolution.

## SUB-COMMITTEES.

22. The Committee may delegate any of their powers to Sub-Committees of two or more members of their body, as they may think fit. The duties of any such Sub-Committee shall be such as are from time to time prescribed in the bye-laws or by the Committee. The Committee may at any time amalgamate or incorporate the duties of any Sub-Committee with those of any other Sub-Committee.

## MEETINGS AND QUORUM OF COMMITTEE.

23. The Committee shall meet as often as may be requisite for the transaction of the business of the Union. They may make such regulations as they think fit as to the summoning and holding of their meetings and for the transaction of business thereat, and they may adjourn any meeting. The General Meeting may from time to time fix the quorum necessary for the transaction of business at meetings of the Committee, but until they shall otherwise determine three members of the General Committee shall form a quorum.

## ANNUAL GENERAL MEETING.

24. The first General Meeting shall be held within four months of the date of registration, at which meeting the first Officers and Committee of the Union shall be elected. The Annual General Meeting shall be held at such time and place as may be fixed by the Committee. At such meeting the report of the Committee and statement of accounts for the year ending on the previous 31st December, with the report of the Auditors thereon, shall be submitted, the Officers and Committee for the ensuing year elected, and any other business transacted. At such meeting seven members shall form a quorum, and at least seven days' notice in writing of the date, time, and place of such meeting shall be given to every member in such manner as the Committee shall from time to time prescribe, but the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.

## SPECIAL GENERAL MEETING.

25. If at any time it shall appear expedient to adopt any new Article, or to alter any old one, or to make any other proposition, or transact any business which may appear to require the sanction of a General Meeting, the Committee may call a Special General Meeting on giving seven days' previous notice thereof, *specifying in the form of resolutions* the subjects intended then to be submitted, and the discussion shall be confined to those subjects only. The Committee shall also call a Special General Meeting at any time on receiving a written request to that effect signed by any fifteen members under restrictions similar to the preceding. At Special General Meetings seven shall form a quorum.

## CHAIRMAN.

26. At all General Meetings the Chair shall be occupied by the President, if present, in his absence by one of the Vice-Presidents, and in the absence of the President and Vice-Presidents a Chairman shall be elected from among the members present. The Chairman of a General Meeting shall in case of an equality of votes have a casting vote in addition to his own vote as a member.

## EVIDENCE OF PASSING OF RESOLUTION.

27. At any General Meeting a declaration by the Chairman that any resolution has been carried, and an entry to that effect in the book of proceedings of the Union shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

## ADJOURNMENT.

28. 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 at which the adjournment took place.

## VOTES.

29. At General Meetings every member shall have one vote, and voting by proxy shall not be permitted.

## POLL.

30. A poll of the Union shall be taken at the written request of any 20 members upon any questions or resolutions which have been submitted to a General Meeting. Such request must be received by the Honorary Secretary within five days of the date of the General Meeting, at which such questions or resolutions were discussed. The vote of each member shall be asked for in writing on each specific resolution, and a two-thirds majority of the members voting shall be required to rescind any such resolution.

## HONORARY TREASURER.

31. It shall be the duty of the Honorary Treasurer to receive subscriptions and other monies payable to the Union and give receipts, to make all payments on behalf of the Union, and to keep proper accounts. The Committee shall make regulations for the guidance of the Hon. Treasurer, and he shall act in accordance therewith. The Hon. Secretary or one of the Hon. Secretaries may also be the Hon. Treasurer.

## ACCOUNTS.

32. The Committee shall cause true accounts to be kept of the monies received and expended by the Union and the matters in respect of which such receipt and expenditure take place, and of the assets, credits and liabilities of the Union.

## AUDITORS.

33. Two members not being members of the Committee and one of whom shall be a Chartered Accountant, shall be elected at the Annual General Meeting to audit the accounts for the current year. It shall be the duty of the Auditors between the 31st December and the Annual General Meeting to audit the accounts and report thereon. If any casual vacancy occur in the office of Auditor the Committee shall forthwith fill up the same.

## NOTICES.

34. A Notice may be served by the Union upon any member either personally, or by sending it through the post in a prepaid letter addressed to such member at his registered address, and shall be deemed to have been served at the time when the letter would have been delivered in the ordinary course of post.

## ADDRESS.

35. For the purposes of the register each member shall furnish his address from time to time to the Honorary Secretary, and all notices or letters sent by post to such address shall be deemed to be duly delivered.

## MEMBERS RESIDENT ABROAD.

36. In the case of members residing abroad, it shall not be necessary to give notices of general and other meetings as prescribed in these Articles.

---

NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS.

---

Frank Dymally M.A.  
Principal of Liverpool College  
Liverpool.

W. J. Stewart  
Solicitor General  
Police Court  
Liverpool.

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS—Contd.

---

James Kirk Crooks  
47, Quay St. Liverpool  
merchant.

Thomas Haverby  
5 Belmont View  
Liverpool. Deputy Librarian

---

Richard George Galehouse, Parson, Rock Ferry, Birkenhead  
Ronaldsay, Carnaud St. Parson, Rock Ferry, Birkenhead  
Cheshire.

John Carey Brownfield  
66 Throesbury Road  
Birkenhead Solicitor

George Bradbury  
16 Alexandra Terrace Liverpool  
architect.

---

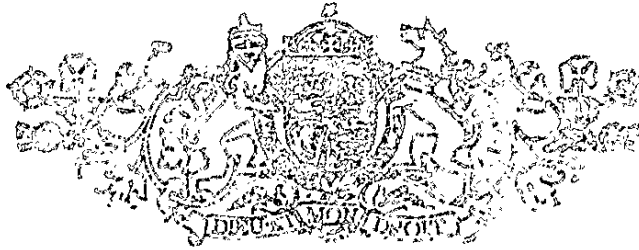
Dated this 18<sup>th</sup> day of Oct. 1894.

Witness to the above Signatures.

Frank Leslie  
Solicitor  
15 Union Court  
Liverpool



42327  
42327  
DUPLICATE FOR THE FILE.



N. 4134-1

# Certificate of Incorporation

OF THE

Liverpool College Old Boys' Union

I hereby Certify, That the

Liverpool College Old Boys' Union (the word "Limited" being  
omitted by licence of the Board of Trade)

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

Given under my hand at London this First day of November One

and Eight Hundred and Ninety - four

and Deed Stamps £ 8-5/-

Duty on Capital £

*Ernest Sears*

Assistant - Registrar of Joint Stock Companies.

Seen received by

*F. H. Ashfield*  
15 Union Court  
Liverpool

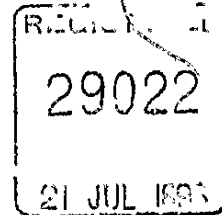
Dated

5<sup>th</sup> Nov<sup>r</sup> 1894

SEE BACK

COMPANIES ACTS, 1862 TO 1883.

LIMITED COMPANY.



Notice of the Situation of the Registered Office

of the Riverpool College Old Boys  
Musicians

~~Company, Limited.~~

NOTICE

Of the SITUATION of the REGISTERED OFFICE of the Liverpool  
College old Boys Union  
Limited,

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The Liverpool College old Boys  
Union  
Limited, hereby give

you notice, in accordance with the Companies Acts, 1862 to 1883, that the Registered

Office of the Company is situated at The Liverpool College School Buildings  
in the County of Lancashire

Dated Twentieth day of  
July 1896

Frankfort Smith  
Secy. Treasurer

# The Liverpool College Old Boys Union.



## SPECIAL RESOLUTION,

Passed 20th March, 1902; Confirmed 8th April, 1902.

REGISTERED

29017

14 APR 1902



At an EXTRAORDINARY GENERAL MEETING of the LIVERPOOL COLLEGE OLD BOYS UNION, duly convened, and held at the EXCHANGE HOTEL, LIVERPOOL, on the 20th day of March, 1902, the subjoined SPECIAL RESOLUTION was duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the said Company, also duly convened, and held at the Offices of Messrs. FIELD, SON & BROMFIELD, 5 Fenwick Street, Liverpool, on the 8th day of April, 1902, the subjoined Special Resolution was duly confirmed:

"That the Committee may, from time to time, as they may think fit, by resolution, prescribe a smaller Subscription, to be payable for a limited number of years, in the case of former Pupils of Liverpool College, who become Members of the Union immediately upon, or shortly after, leaving School, with power to rescind or vary any such resolution, and that Article 9 shall be modified accordingly."

Dated this 12<sup>th</sup> day of April, 1902.

*J. C. Bromfield*  
Honorary Secretary.

# The Liverpool College Old Boys Union.

## SPECIAL RESOLUTION.

Passed 10th May, 1904.

Confirmed 21st May, 1904.

28 MAY 1904

AT an EXTRAORDINARY GENERAL MEETING of the LIVERPOOL COLLEGE OLD BOYS UNION, duly convened, and held at the CHURCH HOUSE, SOUTH JOHN STREET, LIVERPOOL, on the 10th day of May, 1904, the subjoined SPECIAL RESOLUTION was duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the said Company, also duly convened, and held at the same place, on the 26th day of May, 1904, the subjoined Special Resolution was duly confirmed:

That the Articles of Association be altered in manner following:

(a) The word "Council" shall be substituted for the word "Committee" or the words "General Committee," and the word "Committee" shall be substituted for the words "Sub-Committee" wherever the same respectively appear in the Articles.

(b) The following Articles shall be substituted for Articles 17 and 18 respectively, namely:

17.—The Council shall consist of the President, Honorary Treasurer, and Honorary Secretary or Honorary Secretaries, *ex-officio*, twenty-seven Ordinary Members, not more than three of the pupils of the College for the time being, and not more than three Co-opted Members to be appointed as herein provided.

The Council shall have power, from time to time, to co-opt from amongst Members resident at any University of the United Kingdom not more than three Members, who may be appointed for such period, or respective periods, and subject to such conditions in all respects as the Council may determine.

18.—Of the twenty-seven Ordinary Members of the Council, nine shall be representative of each of the three Schools of the College—the Upper, Middle, and Lower, or Commercial Schools respectively—and shall be elected solely by the votes of the Members associated with those Schools respectively. Provided that where a Member shall have been associated with more than one School he shall be deemed to be associated with that School with which he was last connected, unless he shall declare, in writing, his desire to be associated with one of the other Schools. One-third of the nine representatives of each School on the Council shall retire each year in order of seniority of service, or, in case of simultaneous election, in strictly alphabetical order, but all shall be eligible for re-election at the Annual General Meeting. Each candidate for election on the Council shall be proposed and seconded, and every Member present at the meeting shall, subject as aforesaid, be entitled to give one vote. In the event of an equality of votes for two or more Members standing last on the poll, the casting vote of the Chairman shall decide which of them shall serve on the Council. The Principal of the College shall, immediately after the Annual General Meeting in each year, be asked to nominate not more than three then present pupils of the College to serve on the Council for the ensuing year, provided that if any such pupil shall leave the College, his Membership of the Council shall thereupon cease, and another pupil may be forthwith nominated by the Principal in his place.

(c) The following clause shall be added at the end of Article 19:

Provided that in all cases in which the Council are by this Article empowered to fill up a vacancy in the Council, the new Member of the Council shall be selected and appointed solely by those Members of the Council who are representative of the same School as the Member in whose place the appointment is being made.

Dated this 27th day of May, 1904.

HONORARY SECRETARY.

COMPANIES ACTS 1908 TO 1917.  
SPECIAL RESOLUTION  
(Pursuant to Section 69 of the Companies (Consolidation) Act 1908)  
OF THE  
LIVERPOOL COLLEGE OLD BOYS' UNION.  
Passed 21st June, 1921, Confirmed 12th July, 1921.



At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company duly convened and held at the Offices of Messrs. Wilton & Bell, 1, Crosshall Street, Liverpool, in the County of Lancaster, on the 21st day of June, 1921, the following SPECIAL RESOLUTION was duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company also duly convened and held at the same place on the 12th day of July, 1921, the following SPECIAL RESOLUTION was duly confirmed:—

That the Articles of Association be altered in manner following:—

- (a) After the last paragraph in Article 1, the following words be added, "Old Lerpoolian means a former pupil of the Upper School of the Liverpool College, formerly called the Upper School of the Liverpool Collegiate Institution."
- (b) In Article 2, the words "Companies Acts 1908 to 1917," shall be substituted for the words, "Companies Act 1862 and the Companies Act 1867."
- (c) The following Article shall be substituted for Article 6:—"Any Old Lerpoolian and any Governor or Master of or any other person holding an official position in connection with the Liverpool College may, subject to the following regulations, become a Member of the Union."
- (d) In Article 8, the words commencing with "until his subscription be paid," down to the end of the Article, shall be deleted.
- (e) The following Article shall be substituted for Article 9, namely:—"The subscription for Membership of the Union shall be One Guinea, which shall be paid within one month after a Member's election shall have been notified to him in writing, otherwise his election shall be null and void. This shall constitute Membership for life and shall entitle the Member to receive for the fifteen years following the payment of such subscription any publications or notices issued by the Union to Members and shall further entitle the Member, if an Old Lerpoolian, to wear the Old Lerpoolian colours so long as he remains a Member of the Union. Payment of the further sum of One Guinea shall entitle any Member to receive for life any publications or notices issued by the Union to its Members."
- (f) The following Article shall be inserted after Article 9, namely, 9a:—"Any person who was a Member on the 1st June, 1921, may compound for all future payments of his Subscription of 5s. per annum by payment of a subscription in accordance with Article 9, except that any person who has been a Member for ten years prior to the 1st June, 1921, may compound for all future payments by the payment of One Guinea."
- (g) In Article 10 the words "subject to Article 8" shall be deleted and after the words "all subscriptions" the words "of all those Members who do not compound under Article 9a" shall be inserted.
- (h) In Article 11, all words after the words "Honorary Secretary" shall be deleted and the following words substituted therefor, "and on receipt by the latter of such notice such Member shall cease to be a Member."
- (i) In Article 17, the word "Liverpool" shall be substituted for "Edinburgh" and the following words shall be added to the Article, namely:—"The representatives of Oxford, Cambridge and Liverpool Universities shall be elected respectively by the Members of the Union in residence at each University. Of the Committee of fifteen Ordinary Members, three shall be Old Lerpoolians who have left the College over 30 years, three who have left 20 years and not more than 30 years, three who have left 10 years and not more than 20 years, and six who have left not more than 10 years."
- (j) The following Article shall be substituted for Article 25, namely:—"The above-mentioned Annual Meetings shall be called Ordinary General Meetings. All other Meetings of the Union shall be called Extraordinary General Meetings. The Committee shall call an Extraordinary General Meeting at any time on receiving a written request to that effect signed by any fifteen Members. At Extraordinary General Meetings seven shall form a quorum."

*J. R. Wilton.*

*President*

*Liverpool College Old Boys Union*

11293

JUL 1922

No. 42327. / 17



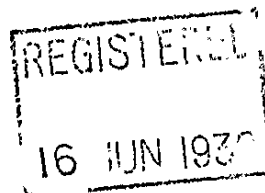
## Special Resolution

(Pursuant to Section 118)

OF

## LIVERPOOL COLLEGE OLD BOYS' UNION.

*Passed 7th day of June, 1938.*



At an EXTRAORDINARY GENERAL MEETING of the Members of the above Union, duly convened and held at the Offices of the Alliance Assurance Company Limited, 30, Exchange Street East, Liverpool, on Tuesday, the 7th day of June, 1938, the following SPECIAL RESOLUTION was duly passed:—

“That the Articles of Association of the Union be altered in manner following, namely:—

(1) The following Article shall be substituted for the existing Article 17:—

17. The Committee shall consist of the Officers mentioned in the foregoing Article, eighteen ordinary members, one of the members resident at each of the Universities of Oxford, Cambridge and Liverpool, respectively, and not more than two of the pupils of the College for the time being. The representatives of Oxford, Cambridge and Liverpool Universities shall be elected respectively by the Members of the Union in residence at each University. Of the eighteen ordinary members of the Committee, three shall be Old Lerpooians who have left the College over 30 years, three who have left 20 years and not more than 30 years, six who have left 10 years and not more than 20 years, and six who have left not more than 10 years.

(2) In Article 18 the words ‘eighteen’ and ‘six’ shall be substituted for the words ‘fifteen’ and ‘five’ respectively.”

Dated this 15th day of June, 1938.

Chairman of Meeting.

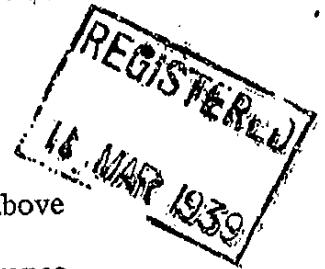
# Special Resolution

(Pursuant to Section 118)

OF

## Liverpool College Old Boys' Union

*Passed 16th day of February, 1939.*



At the ORDINARY GENERAL MEETING of the Members of the above Union, duly convened and held at the Offices of the Alliance Assurance Company Limited, 30, Exchange Street East, Liverpool, on Thursday, the 16th day of February, 1939, the following SPECIAL RESOLUTIONS were duly passed:—

- (1) That the name of the Company be changed from "The Liverpool College Old Boys' Union" to "The Old Lerpooian Society."
- (2) That the Articles of Association of the Company be altered in manner following, namely:—
  - (a) In Article 1 the words "'The Society' means the Old Lerpooian Society" shall be substituted for the words "'The Union' means The Liverpool College Old Boys' Union, the words 'Committee of Management of the Old Lerpooian Society' shall be substituted for the words 'Committee of Management of The Liverpool College Old Boys' Union' and the words 'former pupil of Liverpool College' shall be substituted for the words 'former pupil of the Upper School of the Liverpool College, formerly called the Upper School of the Liverpool Collegiate Institution.'"
  - (b) The word "Society" shall be substituted for the word "Union" wherever the latter word occurs in the Articles.
  - (c) The following Article shall be substituted for Article 6:—

"Any former pupil and any Governor or Master of or any other person holding an official position in connection with Liverpool College may, subject to the following regulations, become a Member of the Society."
  - (d) In Article 8 the words commencing with "together with" down to the end of the Article shall be deleted.
  - (e) Articles 9A and 10 shall be deleted.
  - (f) The following words shall be added to Article 25:—

"The Committee may, whenever they think fit, call an Extraordinary General Meeting."

Dated this 23th day of February, 1939.

*Chairman of Meeting.*



[C.D. 39.]

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, 4, Central Buildings, Matthew Parker Street, London, S.W.1. (Telegraphic Address: "Companies, Parl, London." Telephone Number: Whitehall 5140), and that the following number may be quoted:— Cos.5007/38.

BOARD OF TRADE,

17th March, 1939.

THE Liverpool College Old Boys' Union.

Sir,

With reference to your application of the 11th March

I am directed by the Board of Trade to inform you that they approve of the name of the above-named company being changed to

The Old Lerpoolian Society. ✓

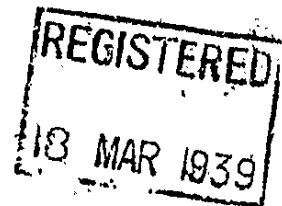
This communication should be tendered to the Registrar of Companies, Bush House, Aldwych, W.C.2. as his authority for entering the new name on the Register, and for issuing his certificate under Section 19 (4) of the Companies Act, 1929. A Postal Order for 5/- made payable to the Commissioners of Inland Revenue, must at the same time be forwarded to the Registrar in payment of the registration fee.

I am, Sir,

Your obedient Servant,

The Agency Manager,  
The Solicitors' Law  
Stationery Society, Limited,  
Country Department,  
22, Chancery Lane,  
W.C.2.

W. S. Rainbow



62 37 / 37

✓ 9

32

*The Companies Act 1948.*

## Special Resolution

OF

## OLD LERPOOLIAN SOCIETY

*Passed 2nd March, 1950.*



At the ANNUAL GENERAL MEETING of the above-named Society, duly convened, and held at The Carlton Restaurant, Eberle Street, Liverpool, on Thursday, the 2nd March, 1950, the following Resolution was duly passed as a SPECIAL RESOLUTION :—

That the Articles of Association of the Society be amended as follows :—

- (A) By substituting in clause 2 for the words and figures " 1862 and the Companies Act 1867 " the figures " 1948 " and for the words " those Acts " the words " that Act."
  - (B) By substituting in each of clauses 3 and 4 the number " 1500 " for the number " 500."
  - (C) By adding at the end of clause 17 the words " No member of the Committee shall be required at any time to retire by reason of his having attained any particular age and any person otherwise qualified shall not be disqualified from appointment or reappointment as a member of the Committee by his attaining or having attained the age of seventy years."
  - (D) By substituting in clause 24 the words " twenty one " for the word " seven."
  - (E) By substituting in clauses 24 and 33 the word " October " for the word " December."
- W. H. H.

ber of }  
pany }

42327

34

Form No. 11

# THE COMPANIES ACT, 1948



## Notice of Increase in Number of Members

Pursuant to section 7 (3)

Part the  
ame  
the  
pany

OLD LERPOOLIAN SOCIETY



NOTE.—This Notice must be presented to the Registrar of Companies within 15 days after the resolution was resolved on or took place. If default is made by the Company and every officer of the Company who is in default are liable to a default fine.

sent by



The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4;  
49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 88 1/2 Newhall Street, Birmingham, 3;  
19 & 21 North John Street, Liverpool, 2; 5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff;  
and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# NOTICE

of Increase in the Number of Members of

OLD LERPOOLIAN SOCIETY

TO THE REGISTRAR OF COMPANIES.

OLD LERPOOLIAN SOCIETY

hereby gives you notice,

pursuant to section 7 (3) of the Companies Act, 1948, that by (a) Special

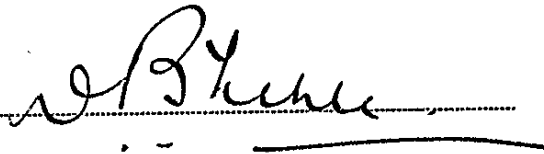
Resolution of the Company dated the 2nd day of March 1950

the number of Members in the Company has been increased by the addition thereto of

1000 Members

beyond the present registered number of 500

(Signature)



(State whether Director or Secretary) Secretary

Dated the 31<sup>st</sup> day of  
March 1950

(a) "Ordinary," "Extraordinary" or "Special"

NOTE.—This margin is reserved for binding and must not be written across.

DUPLICATE FOR THE FILE

No. 42327



## Certificate of Change of Name.

I hereby Certify That

THE LIVERPOOL COLLEGE OLD BOYS' UNION

(the word "Limited" being omitted by Licence of the Board of Trade)  
having, with the sanction of a Special Resolution of the said Company and with  
the approval of the BOARD OF TRADE, changed its name, is now called

THE OLD LERPOOLIAN SOCIETY

and I have entered such new name on the Register accordingly.

Given under my hand at London, this **eighteenth** day of **March**  
**One Thousand Nine Hundred and thirty-nine**

Registrar of Companies.

Certificate received by

Date **21.3.39**

THE COMPANIES ACT, 1948.



SPECIAL RESOLUTION

of

THE OLD LERPOOLIAN SOCIETY

Passed the 24th day of June, 1961.

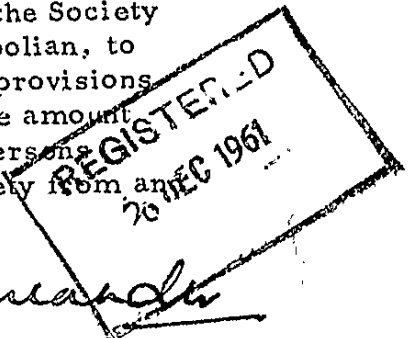
At an EXTRAORDINARY GENERAL MEETING of the  
Members of the above Society duly convened and held at Liverpool  
College, Liverpool on Saturday the 24th day of June, 1961 the  
following SPECIAL RESOLUTION was duly passed:

"That the Articles of Association of the Society  
be amended as follows, namely, that the follow-  
ing Article shall be substituted for Article 9:

'The subscription for Membership of the Society  
shall be Five Guineas which shall constitute  
Membership for life. Persons entitled to become  
Members of the Society shall be admitted as Mem-  
bers from the date their subscription shall be paid.  
Life Members shall be entitled to receive any pub-  
lications and notices issued by the Society to Mem-  
bers, to attend the various functions of the Society  
which may be held, and, if an Old Lerpoolian, to  
wear the Old Lerpoolian Colours. The provisions  
of this Article so far as they apply to the amount  
of the Subscription shall only apply to persons  
entitled to become Members of the Society from and  
after 24th June, 1961' "

*Leslie Whitelands*

Chairman of Meeting.



FILED with the Registrar of  
Companies the            day of  
1961.

Number of } 42327 / 60  
Company }

*The Companies Acts 1948 to 1967*

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

THE OLD LERPOOLIAN SOCIETY

~~XXXXXXXX~~

Passed 2nd May, 1974.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at THE CARLTON CLUB,

• EBERLE STREET, LIVERPOOL, 2.

on the 2nd day of May, 1974, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

### RESOLUTION

That the Articles of Association of the Society be altered by deleting Article 9 thereof and substituting therefor the following new Article:

"9. The subscription for Membership of the Society shall be fixed or varied by the Committee at their discretion from time to time Provided always that it shall not exceed £25. and the subscription so fixed shall constitute membership for life. Persons entitled to become Members of the Society shall be admitted as Members from the date their subscription shall be paid. Life Members shall be entitled to receive any Publications and Notices issued by the Society to Members to attend the various functions of the Society which may be held and if an Old Lerpooian, to wear the Old Lerpooian colours. The provisions of this Article so far as they apply to the amount of the subscription shall only apply to persons entitled to become Members of the Society from and after 2nd May 1974"

Signature .....

Hon. Secretary.

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).