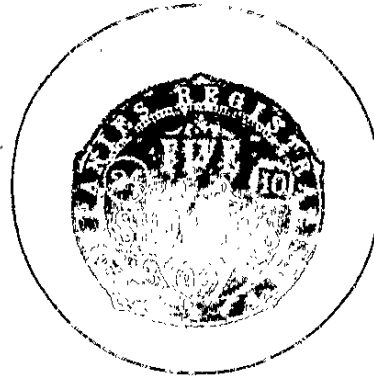


[illegible]

"COMPANIES ACTS, 1862 to 1900."



A 5/-
Companies'
Registration
Fee Stamp
to be
impressed
here.

DECLARATION of Compliance with the requisitions of the Companies

Acts, made pursuant to S. 1 (2) of the Companies Act, 1900 (63 & 64

Vict. Ch. 48) on behalf of an ^{Association} ~~Company~~ proposed to be registered as

The Keats-Shelley Memorial Association

(Incorporated)

~~Limited~~

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,
LONDON WALL, LONDON.

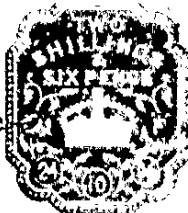
Presented for filing by

C. Lydekken

672 Salisbury House

C.C.





672 Salisbury House in the City of London

(a) Here insert:
"A Solicitor of the
"High Court engaged
"in the formation."
or
"A director" [or
"Secretary"] named in
"the Articles of
"Association."

Do solemnly and sincerely declare that I am ^(a) a Solicitor of
the Supreme Court engaged in the formation

of The Keats-Shelley Memorial
Association (Incorporated)

FWJ

~~Limited~~, and That all the requisitions of the Companies Acts in respect
of matters precedent to the registration of the said Company and
incidental thereto have been complied with. And I make this solemn
Declaration conscientiously believing the same to be true and by virtue of
the provisions of the "Statutory Declarations Act, 1835."

Declared at 79 Salisbury House
in the City of London

the 23rd day of October

one thousand nine hundred and six

Before me,

Frederick W. Jones

A Commissioner for Oaths

Hyde Park

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 KEATS-SHELLEY MEMORIAL ASSOCIATION (INCORPORATED),
which is about to be registered under the Companies Acts, 1862 to 1900, as an
Association limited by guarantee, is formed for the purpose of promoting objects
of the nature contemplated by the 23rd section of the Companies Act, 1867,
and that it is the intention of the said 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
members of the said Association.

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
Association

as subscribed by seven members thereof on the Nineteenth day
of October, 1906, do by this their licence direct

THE KEATS-SHELLEY MEMORIAL ASSOCIATION (INCORPORATED)

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

SIGNED by order of the Board of Trade, this Twenty-second day
of October, 1906.

G.L.S.

The Secretary

An Assistant Secretary to the Board of Trade.

CORPORATED UNDER THE COMPANIES ACTS AS "AN ASSOCIATION
NOT FOR PROFIT."

Memorandum & Articles
OF
Association
OF THE
KEATS-SHELLEY MEMORIAL
ASSOCIATION (Incorporated).

Incorporated the day of , 1906.

E. LYDEKKER,

Solicitor,

672, Salisbury House,

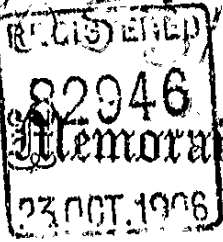
London, E.C.

LONDON:

GREAVES, PARR & CO.,

Law Printers, 63, Coleman Street and 2 & 3, West Street, E.C.

Telephone No. 5595 London Wall.



Memorandum of Association

OF THE

Keats-Shelley Memorial Association (Incorporated).

*(Incorporated under the Companies Acts as "An Association
not for Profit").*

1. The name of the Association is "THE KEATS-SHELLEY MEMORIAL ASSOCIATION (INCORPORATED)." It is hereinafter referred to as "The Association."

2. The Registered Office of the Association will be situated in England.

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

(a) To purchase, lease, or otherwise acquire the house and premises situated at and known as No. 26, Piazza di Spagna, Rome, and also any articles and things associated with the memory of John Keats or Percy Bysshe Shelley to be placed therein.

(b) The preservation and maintenance of the said house and premises, as a public memorial of the said John Keats, who died there in 1821 ; and of the said Percy Bysshe Shelley.

(c) Subject to the provisions of the 21st Section of the Companies Act of 1862, to acquire, hire or otherwise acquire or hold any other real or personal property whatsoever and whencesoever, and in particular any lands or buildings in the Kingdom of Italy, chattels or things associated with or conducing to perpetuate the memory of the said John Keats or Percy Bysshe Shelley.



(d) To provide for the care, protection and maintenance of the graves of the said John Keats and Percy Bysshe Shelley ; and to erect and maintain tablets or monuments in their memory in the Kingdom of Italy or elsewhere.

(e) To accept subscriptions and donations, and apply the same either generally for the purposes of the Association or for any specific purpose connected therewith or tending to further its objects.

(f) To borrow any monies for any of the above purposes by mortgaging or encumbering all or any part of the property of the Association.

(g) To do any other lawful things that may tend to perpetuate the memory of the said John Keats and Percy Bysshe Shelley.

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

4. Provided that if the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease such property without such consent as may be required by law ; and as regards any such property, the Members of the Committee or Governing Body of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would, as such Members of the Committee or Governing Body have been if no incorporation had been effected ; and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Members of the Committee, but they shall, as regards any such property, be subject jointly and separately to such control and authority as if the Association were not incorporated.

5. 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. 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 of the Association or other person in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money borrowed from any Member of the Association, whether a Member of the Committee of Management or Governing Body or not.

6. The fifth paragraph of this Memorandum is a condition on which a License is granted by the Board of Trade to the Association in pursuance of Section 23 of the Companies Act, 1867.

7. If any Member of the Association, whether a Member of the Governing Body or not, pays or receives any dividend, bonus or other profit in contravention of the terms of the fifth paragraph of this Memorandum, his liability shall be unlimited.

8. Provided further that no Member of the Committee of Management or Governing Body of the Association shall be appointed to any salaried office or any office paid by fees, and that no remuneration shall be given to any Member of such Committee or Governing Body except repayment of out-of-pocket expenses and interest on money lent or rent for premises demised to the Association. Provided further that this provision shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a Member of the Committee of Management or Governing Body may be a member or any other company in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of such payment.

Provided also that no Member of the Committee of Management not being Secretary or Solicitor of the Association shall be disqualified by his office from contracting with the Association as vendor or otherwise in any matter necessary or expedient for carrying into effect the purposes specified in objects lettered (a) and (b) of Clause 3 of the Memorandum of Association, nor shall any such contract or arrangement be avoided; nor shall any Member of the Committee so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of his holding that office or of the fiduciary relations

thereby established ; but the nature of his interest must be disclosed by him at the Meeting of the Committee at which the contract or arrangement is determined on. Provided nevertheless that no Member of the Committee as such shall vote in respect of any contract arrangement in which he is so interested as aforesaid, and if he do so vote his vote shall not be counted. Provided further that the liability of any Member who shall accept any payment contrary to the provisions of this paragraph, after he has been advised in writing that it is unauthorized, shall be unlimited.

9. 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 he is a Member, or within one year afterwards, for 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 amongst themselves, such amount as may be required not exceeding one pound ; 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.

10. True Accounts shall be kept of all monies received and expended by the Association, and the matter in respect of which such receipts and expenditure may take place, and of the property, credits and liabilities of the Association, and (subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being) shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

11. 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, so far as effect can be given to the following provision, shall be given or transferred to some other institution or institutions having objects similar to those of this Association and capable of carrying on its work, to be determined by the Members of the Association, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and so far as effect cannot be given to such provision, then to some charitable object.

sub
purs

Na

Crawe

Curry

H. H. Hec

4

*H. B. H. to
46 Martine
Seco*

*Sidney
Master of*

*Wm. H.
Civil
3 St. Edm.
Lanc.*

64

We, the several persons whose name 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.

Witness to Signatures.

George Allen of the Reader

Curzon. Peer of Ireland

H. Berching Canon of Westminster
4 Little Clarendon, Westminster

H. Burton, Formerly
46 Marlborough St. W., St. John's Wood
Second Secretary, General Post Office

Sidney Colvin
Keeper of Prints & Drawings, British Museum

Wm. Michael Reppetti
Civil Service, retired & author
3 St. Edmund's Square, London, N.W.
Carol J. M. Stone

64 Cannon St. E.C.
N.W. S.P.

Witness to all
signatures

J. H. D. H. H.

Solicitor

672 Salisbury House
London. E.C.

Dated the 19th day of October, 1906.

9 CR
90531



3
Articles of Association

REGD
82947
23 OCT 1906

OF THE

Keats-Shelley Memorial Association (Incorporated).

(Incorporated under the Companies Acts as "An Association not for Profit").

1. The Association shall be called the "KEATS-SHELLEY MEMORIAL ASSOCIATION (INCORPORATED)."
2. These Articles shall be construed with reference to the provisions of the Companies Acts, 1862 to 1900, and terms used in those Articles shall be taken as having the same respective meanings as they have when used in those Acts.
3. The Association is established for the purposes mentioned in the Memorandum of Association.
4. For the purpose of registration the number of Members of the Association is declared to be 25 ; but the Committee may register an increase in the number of Members whenever they may think fit. The first Members of the Association shall be the signatories hereto.
5. The affairs of the Association shall be administered by a Committee.
6. The Committee may from time to time determine the terms and conditions on which any further subscribers or other persons shall be admitted as Members of the Association.
7. Provided that no person shall be a Member of the Association unless and until he has been enrolled on the Register of Members ; and no person shall be enrolled on the Register of Members except

COMPANIES REGISTRATION
23 OCT 1906

by the direction of the Committee, who shall not be bound to assign any reason for refusing to register any person as a Member.

8. The Committee may confer upon subscribers other than members and revoke any rights or privileges as they from time to time think fit, except that any right of voting at General Meetings, or taking part in the management of the affairs of the Association, shall not be granted to any person not being a Member.

9. Any Member may at any time resign his membership on giving two months' notice in writing to the Secretary at the Registered Office of the Association of his intention so to do, and upon the expiration of such notice he shall cease to be a Member, but his liability to contribute to the funds of the Association in the event of its being wound up shall continue for one year from the expiration of such notice.

10. The rights of a Member as such shall be personal, and shall not be transferable, and shall cease upon his death.

11. The Committee shall consist of not less than five Members nor more than twenty-five. The persons for the time being holding the following positions respectively shall, if Members and willing to serve, be *ex-officio* Members of the Committee, that is to say, the Councillor of the British Embassy in Rome and the Secretary of the United States Embassy in Rome. The other Members of the Committee shall be elected by the Members at the Ordinary General Meeting of the Association.

12. One-third of the Members of the Committee for the time being (or if their number is not a multiple of three, then the number nearest to one-third) shall retire from office annually at the Second and subsequent Ordinary General Meetings; the one-third or other nearest number to retire during the second and third year shall (unless the Committee agree among themselves) be determined by ballot. In every subsequent year the one-third or other nearest number who have been longest in office shall retire.

13. The first Committee shall consist of such of the following persons as shall be signatories hereto; or after the incorporation of the Association shall be enrolled as Members thereof and consent to act:—The Right Hon. The Earl of Crewe (Chairman), The Right Hon. Lord Curzon of Kedleston, The Rev. Canon Beeching, Harold

Boulton, Esq. M.V.O., Sidney Colvin, Esq., H. Buxton Forman, Esq., C.B., Robert Underwood Johnson, Esq., H. Nelson Gay, Esq., George Leveson-Gower, Esq., Charles des Graz, Esq., R. S. Reynolds Hitt, Esq., Sir James Rennell Rodd, C.B., K.C.M.G., Edmund Clarence Stedman, Esq., A. Chenivix Trench, Esq., Mrs. Henry White, The Right Hon. George Wyndham, M.P., The Hon. Regin d Lister.

14. If any person who, if a Member and willing to serve, would be entitled to be an *ex officio* Member of the Committee, shall decline to become a Member or be unwilling to serve, the Members at the Ordinary General Meeting may elect some other Member in his place. Any casual vacancy occurring on the Committee may be filled up by the Members of the Committee, and the person so appointed shall hold office until the next Ordinary General Meeting of the Association. Any elected Member of the Committee shall be re-eligible from time to time.

15. The entire business of the Association shall be arranged and managed by the Committee, who may exercise all such powers of the Association as are not by the Companies Acts or by these Articles declared to be exercisable only by the Association in General Meeting; subject nevertheless to any regulations of the Articles and to the provisions of the said Acts; and to such regulations, being not inconsistent with the aforesaid regulations and provisions, as may be prescribed by the Association in General Meeting, and no regulation made or resolution passed by the Association in General Meeting shall invalidate any prior act or of the Committee which would have been valid if such regulation or resolution had not been made or passed.

16. The Committee shall, in addition to the aforesaid general powers, have power to (a) convene General Meetings of the Association, (b) from time to time to make and afterwards to repeal or alter such bye-laws, rules or regulations as to the admission of new Members of the Association, the rights of Members and subscribers, the convening of and procedure at General Meetings and the business to be transacted thereat, the procedure of the Committee (including the appointment of a Chairman and the fixing of the quorum required at its meetings), the investment and expenditure of the funds of the Association, the appointment and dismissal of a Secretary or other officers and servants, and the determination of their respective duties, salaries and tenure of office,

and generally as to the management, preservation and control of the property and conduct of the business and affairs and furtherance of the objects of the Association as the Committee may think fit; provided that such bye-laws, rules or regulations do not contravene any of these Articles and the provisions therein contained, or amount to such an alteration of, or addition to, the Articles as could only legally be made by a special resolution of the Association; (c) to delegate the exercise of all or any of the powers conferred upon the Committee by the Articles to an Executive or sub-Committee or sub-Committees to be appointed by them out of their own number, subject to such conditions, restrictions and limitations as to the exercise of any of such powers as the Committee may think fit; (d) subject to the provisions of the Memorandum, to acquire by gift or purchase any chattels or other property connected with or conducive to the objects of the Association which it deems fit; (e) to accept subscriptions, donations or contributions for the objects of the Association from Members and others.

17. A Resolution in writing signed by all the Members of the Committee shall be as valid and effectual as if it had been passed at a Meeting of the Committee duly convened and constituted.

18. The Committee may carry out any contract with a Member of the Committee authorised by the Memorandum.

19. Any such Executive or sub-Committee may make such bye-laws and regulations as to its procedure as the Committee is hereby empowered to make as to the procedure of the Committee.

20. No act or proceedings of the Committee, or of any such Executive or sub-Committee as aforesaid, shall be questioned on account of any vacancy or vacancies in the Committee or in such Executive or sub-Committee.

21. No defect in the qualification or election of any person or persons acting as Member or Members of the Committee, or of any such Executive or sub-Committee as aforesaid, shall be deemed to vitiate any proceedings of such Committee, or Executive, or Sub-Committee, in which he or they has or have taken part in cases where the majority of Members, parties to such proceedings, are duly entitled to act.

22. The Committee shall at all times cause a Register to be kept of the Members, with their respective last known places of abode.

23. Minutes shall be made of proceedings at any Meeting of the Association, or of the Committee, or any such Executive or Sub-Committee as aforesaid; and shall be signed either at the Meeting at which such proceedings took place, or at the next ensuing Meeting by the Chairman for the time being, and any such Minutes purporting to be so signed shall be receivable evidence of such proceedings in all legal proceedings without further proof; and, until the contrary is proved, every Meeting of the Committee, or of any such Executive or Sub-Committee, where Minutes have been so made of the proceedings, shall be deemed to have been duly convened and held, and all the Members thereof to have been duly qualified.

24. The Committee shall cause true Accounts to be kept of the receipts and expenditure of the Association, and shall cause the accounts of the Association to be audited annually by one or more Auditors, who shall make a report on the balance sheet and accounts of the Association. Such balance sheet, with the report of the Auditors thereon, shall be laid before the Association at its Annual Ordinary General Meeting.

25. The provisions of the Companies Act, 1900, as to audit and Auditors shall apply and be observed by the Association. The words "Statutory Meeting" in such provisions shall mean the meeting to be held within three months after the incorporation of the Association, and the word "Shareholders" shall mean Members, and the word "Directors" Members of the Committee.

26. The Committee are authorised, out of the moneys of the Association, to pay such sum of money as they may think fit in discharge of all the preliminary expenses attending the establishment and registration of the Association.

27. The first General Meeting of the Association shall be held at such time, not being less than one month or more than three months after the incorporation of the Association, and at such place as the Committee may determine. Subsequent General Meetings shall be held at least once in every year on such days as the Committee may appoint.

28. The above-mentioned General Meetings shall be called Ordinary Meetings, and all other General Meetings shall be called Extraordinary Meetings.

29. The Committee at the first General Meeting of the Association, and annually during subsequent years, shall lay before the General Meeting of the Association a report of the work done in the preceding year.

30. A notice of every General Meeting and of the business to be transacted thereat shall be given to Members in such manner and at such time as the Committee shall direct, but the non-receipt of a notice by any Member shall not invalidate the proceedings of any General Meeting. Three Members personally present shall be a quorum.

31. At every Ordinary or Extraordinary General Meeting, all matters which come under the consideration of such Meeting shall (except where in these Articles it is otherwise provided) be decided by a simple majority of votes of the Members personally present and voting by show of hands.

32. The Chairman of the Committee; or, in his absence, such Chairman as the Meeting shall elect, shall take the chair at a General Meeting. The Chairman shall, in case the votes at any General Meeting or at a poll are equally divided, have as well as his own vote a second or casting vote.

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

34. At a General Meeting any five Members of the Association may demand a poll of the Association in respect of any resolution, and on such demand being made, a poll of the Association shall be taken accordingly by voting papers in such manner as the Chairman may direct, and the result of the poll shall be deemed to be the decision of the General Meeting on the Resolution.

35. If a quorum shall not be present within half an hour from the time appointed for any General Meeting, such Meeting shall stand

adjourned till the same day and hour in the following week; and if a quorum shall not then be present the Members present shall proceed with the business of the Meeting.

36. Every Member shall have one vote only, with the exception of the Chairman's casting vote in the circumstances named in Clause ~~33~~.32.

37. Notices required to be served by the Association upon the Members, may be served either personally or by leaving the same or by sending them through the post in a letter addressed to the Members at their respective last known places of abode. All notices, if served through the post, shall be deemed to have been served at the same time when the letter containing the same, being properly addressed and put into a post office, would have arrived in due course of post.

38. Every Member of the Committee, officer or servant of the Association, shall be indemnified out of the funds of the Association, from and against any costs, losses, damages or expenses whatsoever incurred by him in or about the management, control and conduct of the affairs of the Association, or otherwise in relation thereto; excepting those caused by his wilful default.

Names, Addresses and Descriptions of Subscribers.

Witness to Signatures.

George Peck of the Ream
 Furze Peckington ~~Peckington~~

Witness to all
 signatures

[Signature]

Solicitor

642 Salisbury House
 London, E.C.

H.C. Beeching Canon of Westminster
 to the Clerk, Westminster Abbey.
 H. Buxton ~~St. John~~
 46 Marlborough Hill, St. John's Wood
 Second Secretary, General Post Office

Sidney Colvin
 Keeper of Prints & Drawings
 British Museum

Wm. Michael Roper
 Civil Service Petitioner & Author
 35, Edmund's Terrace, London, N.W.
 Harold Burr ~~Harold Burr~~
 64 Cannon St. E.C.
 M.O. J.R.

Dated the 19th day of October, 1906.

INCORPORATED UNDER THE COMPANIES ACTS
AS "AN ASSOCIATION NOT FOR PROFIT"

Memorandum & Articles

OF

Association

OF THE

Keats-Shelley Memorial Association

(Incorporated).

Incorporated the day of , 1990.

E. LYDEKKER,
Solicitor,

DUPLICATE FOR THE FILE.

No 90521



Certificate of Incorporation

I Hereby Certify, That the
Keats-Shelley Memorial Association
(Incorporated) (the word "limited" being
omitted by licence of the Board of Trade)

is this day Incorporated under the Companies' Acts, 1862 to 1900, and that the Company is
Limited.

Given under my hand at London this *Twentythird* day of *October*

One Thousand Nine Hundred and *Nine*

Fees and Deed Stamps £ *6"12"6*

Stamp Duty on Capital £

H. F. Larkins

Registrar of Joint Stock Companies.

Certificate received by

W. J. Larkins

67.2 Salisbury Row

Ed

Date *31 Oct 1906*

Keats-Shelley Memorial Association

(INCORPORATED).

Special Resolutions



Passed 5th August, 1909.

Confirmed 27th August, 1909.

AT an EXTRAORDINARY GENERAL MEETING of the KEATS-SHELLEY MEMORIAL ASSOCIATION (INCORPORATED), duly convened and held at "CREWE HOUSE," CURZON STREET, LONDON, W., on THURSDAY, the 5TH day of AUGUST, 1909, the subjoined SPECIAL RESOLUTIONS were duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the said Association, also duly convened and held at 58, VICTORIA STREET, LONDON, S.W., on FRIDAY, the 27TH day of AUGUST, 1909, the subjoined SPECIAL RESOLUTIONS were duly confirmed.

RESOLUTIONS.

1. That the Memorandum of Association be amended by the addition at the end of Clause 3 (c) of the words:—

"and other distinguished British and American writers."

2. That the Articles of Association be amended by—

(A) The addition at the end of Article 4 of the words:—"The persons for the time being holding the following positions respectively shall, if willing to serve, be *ex officio* Members of the Association; that is to say:—The Councillor of the British Embassy in Rome, the Secretary of the United States Embassy in Rome, and three Members of the Memorial Committee of the Keats-Shelley Society of New York."

(B) The substitution for the present Article 11 of the following Article—

"11. The Committee shall consist of not less than five Members nor more than twenty-five. The persons for the time being holding the following positions respectively shall, if willing to serve, be *ex officio* Members of the Committee and also of the Executive (or Principal) Sub-Committee, if the Committee has seen fit to delegate any of its powers to such a Committee in accordance with Article 16 (c) that is to say: the Councillor of the British Embassy in Rome, the Secretary of the United States Embassy in Rome, and three Members of the Memorial Committee of the Keats-Shelley Society of New York. The other Members of the Committee shall be elected by the Members at the Ordinary Annual General Meeting of the Association."

Editor to the Association

Presented for filing by

N. Lydekker

63 Queen Victoria Street

E. C.



Chancery Division

Mr Justice Parker.

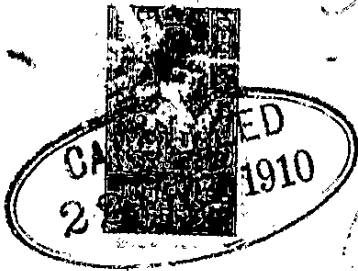
Mr. Sheet.

Req.

30309.

Chancery the 1st day

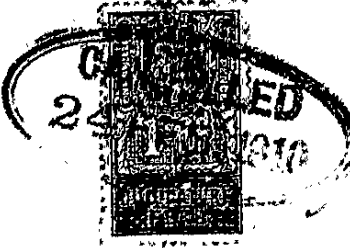
February 1910.



In the Matter of the Keats-Holley
Memorial Association (Incorporated)
And in the Matter of the Companies
Consolidation Act 1908

30309
41

Petition
filed.



Upon the Petition of the above named
Association on the 19th October 1909
preferred unto this Court and upon
hearing Counsel for the Petitioners and
upon reading the said Petition the London
Gazette of the 23rd day of November 1909
the Times dated the 23rd November 1909
the Daily Telegraph dated the 23rd November
1909 and the New York Herald (U. S. A.)
dated the 27th November 1909 and
the Literary Digest (U. S. A.) dated
the 11th December 1909 each containing
a notice of the presentation of the
said Petition and that the same was
appointed to be heard on the 20th day
of December 1909 and a notice to
members an affidavit of Harold
Edwin Boulton filed the 16th day of

Presented for filing by
B. Boulton

134

November 1909 2 affidavits of
Eagar Lydenker filed respectively,
the 16th November 1909 and the 1st
February 1910 and an affidavit of
Frank Augustus Lane filed the 1st February
1910 and the Exhibits therein respectfully
referred to This Court being satisfied
by the evidence aforesaid that the
Petitioners have issued no Debentures
or Debenture Stock and that sufficient
notice has been given to every person
or class of persons whose interests in
the opinion of the Court will be
affected by the alteration and
Extension of the objects of the Petitioner
intended to be effected by the resolutions
hereinafter mentioned and that there
are no creditors of the Petitioner who
will be so affected doth in pursuance
of the provisions of the Companies
Consolidation Act 1908 confirm the
amendment of the Memorandum of
Association of the Petitioner Association
resolved on or affected by the special
resolution passed and confirmed
respectively at 2 Extraordinary General
Meetings of the Association held
respectively on the 5th day of August

1909 and the 27th day of August 1909
which Resolution is as follows -

1. That the Memorandum of Association
be amended by the addition at the
end of Clause 3 (C) of the words "and
other distinguished British and American
writers".

And It is Ordered that this Order
be produced to the Registrar of Joint Stock
Companies and to the Controller Companies
Department of the Board of Trade
and office Copies thereof delivered to them
And It is Ordered that the Petitioners are
to be at liberty to amend the Petition
and to apply to restore the same to
the paper if and as they may be
advised.

A. J. J.

Entered

25 Feb. 1911



1909 K-0102.

In the High Court of Justice
Chancery Division
At the instance of Parker.

Tuesday the 1st day
of Dec^r 1910

Re Kents- Shelley
Memorial Association
Incorporated

Duplicate

Order.

DUPLICATE FOR THE FILE.

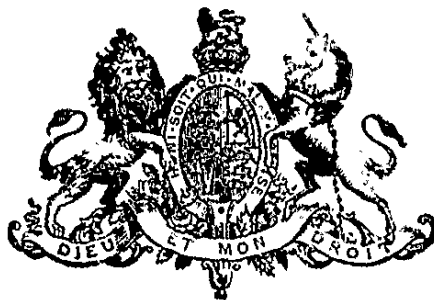
Certificate of Registration

OF

ORDER OF COURT CONFIRMING ALTERATION OF OBJECTS.

Pursuant to s. 9 (6) of the Companies (Consolidation) Act, 1908 (8 Edw. 7, c. 69).

No. 90531



The Kents-Shelley Memorial Association (Incorporated)
(the word "limited" being omitted by licence of the Board of Trade) having by Special

Resolution altered the provisions of its Memorandum of Association with respect to its objects, as confirmed by an Order *made in the High Court of Justice Chancery Division* bearing date the *1st day of February 1910*.

I Thereby Certify the Registration

of an Office Copy of the said Order and of a Printed Copy of the Memorandum of Association as altered.

Given under my hand at London: this *Nineteenth* day of *August*
One Thousand Nine Hundred *and ten*.

H. B. Little
Assistant Registrar of Joint Stock Companies.

Certificate received by

63 Queen Victoria Street E.C. 4

Date *22 August 1910*

8X Memorandum of Association of the wither
Association as amended by Order of the
Chancery Division of the High Court of
Justice (filed herewith) dated 1st February
1910

W. J. L. L.

Secretary to the Association

Memorandum of Association

OF THE

Keats-Shelley Memorial Association (Incorporated).



(Incorporated under the Companies Acts as "An Association
not for Profit").

1. The name of the Association is "THE KEATS-SHELLEY
MEMORIAL ASSOCIATION (INCORPORATED)." It is hereinafter referred
to as "The Association."

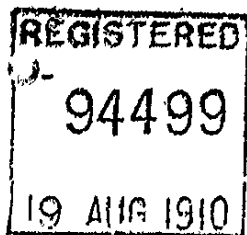
2. The Registered Office of the Association will be situated in
England.

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

(a) To purchase, lease, or otherwise acquire the House and
premises situated at and known as No. 26, Piazza di Spagna,
Rome, and also any articles and things associated with the
memory of John Keats or Percy Bysshe Shelley to be placed
therein.

(b) The preservation and maintenance of the said House and
premises, as a public memorial of the said John Keats, who died
there in 1821; and of the said Percy Bysshe Shelley.

(c) Subject to the provisions of the 21st Section of the Com-
panies Act of 1862, to acquire, hire or otherwise acquire or hold
any other real or personal property whatsoever and wheresoever,
and in particular any lands or buildings in the Kingdom of Italy,
chattels or things associated with or conducing to perpetuate
the memory of the said John Keats or Percy Bysshe Shelley and
other distinguished British and American writers.



Presented for filing by

E. L. L.

(d) To provide for the care, protection and maintenance of the graves of the said John Keats and Percy Bysshe Shelley; and to erect and maintain tablets or monuments in their memory in the Kingdom of Italy or elsewhere.

(e) To accept subscriptions and donations, and apply the same either generally for the purposes of the Association or for any specific purpose connected therewith or tending to further its objects.

(f) To borrow any monies for any of the above purposes by mortgaging or encumbering all or any part of the property of the Association.

(g) To do any other lawful things that may tend to perpetuate the memory of the said John Keats and Percy Bysshe Shelley.

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

4. Provided that if the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease such property without such consent as may be required by law; and as regards any such property, the Members of the Committee or Governing Body of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would, as such Members of the Committee or Governing Body have been if no incorporation had been effected; and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Members of the Committee; but they shall, as regards any such property, be subject jointly and separately to such control and authority as if the Association were not incorporated.

5. 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. 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 of the Association or other person in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money borrowed from any Member of the Association, whether a Member of the Committee of Management or Governing Body or not.

6. The fifth paragraph of this Memorandum is a condition on which a License is granted by the Board of Trade to the Association in pursuance of Section 23 of the Companies Act, 1867.

7. If any Member of the Association, whether a Member of the Governing Body or not, pays or receives any dividend, bonus or other profit in contravention of the terms of the fifth paragraph of this Memorandum, his liability shall be unlimited.

8. Provided further that no Member of the Committee of Management or Governing Body of the Association shall be appointed to any salaried office or any office paid by fees, and that no remuneration shall be given to any Member of such Committee or Governing Body except repayment of out-of-pocket expenses and interest on money lent or rent for premises demised to the Association. Provided further that this provision shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a Member of the Committee of Management or Governing Body may be a member or any other company in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of such payment.

Provided also that no Member of the Committee of Management not being Secretary or Solicitor of the Association shall be disqualified by his office from contracting with the Association as vendor or otherwise in any matter necessary or expedient for carrying into effect the purposes specified in objects lettered (a) and (b) of Clause 3 of the Memorandum of Association, nor shall any such contract or arrangement be avoided; nor shall any Member of the Committee so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of his holding that office or of the fiduciary relations

thereby established; but the nature of his interest must be disclosed by him at the Meeting of the Committee at which the contract or arrangement is determined on. Provided nevertheless that no Member of the Committee as such shall vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he do so vote his vote shall not be counted.

Provided further that the liability of any Member who shall accept any payment contrary to the provisions of this paragraph, after he has been advised in writing that it is unauthorised, shall be unlimited.

9. 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 he is a Member, or within one year afterwards, for 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 amongst themselves, such amount as may be required not exceeding one pound; 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.

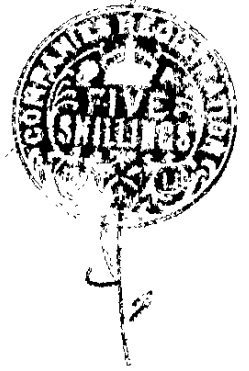
10. True Accounts shall be kept of all monies received and expended by the Association, and the matter in respect of which such receipts and expenditure may take place, and of the property, credits and liabilities of the Association, and (subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being) shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

11. 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, so far as effect can be given to the following provision, shall be given or transferred to some other institution or institutions having objects similar to those of this Association and capable of carrying on its work, to be determined by the Members of the Association, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and so far as effect cannot be given to such provision, then to some charitable object.

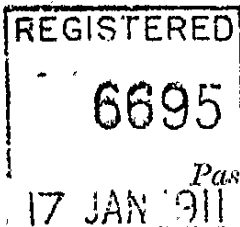
7

The Keats-Shelley Memorial Association

(INCORPORATED).



Special Resolution



Passed 10th November, 1910.

Confirmed 30th November, 1910.

At an EXTRAORDINARY GENERAL MEETING of the KEATS-SHELLEY MEMORIAL ASSOCIATION (INCORPORATED), duly convened and held at 58, VICTORIA STREET, LONDON, S.W., on THURSDAY, the 10th day of NOVEMBER, 1910, the subjoined SPECIAL RESOLUTION was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the said Association, also duly convened and held at "Crewe House," CURZON STREET, LONDON, W., on WEDNESDAY, the 30th day of NOVEMBER, 1910, the subjoined SPECIAL RESOLUTION was duly confirmed.

RESOLUTION.

That the Memorandum of Association be amended by the insertion in Clause 3 (d) after the word "Shelley" of the words:—

"and other distinguished British and American writers."

W. H. D. S. P.
Secretary to the Association.

Presented for filing by

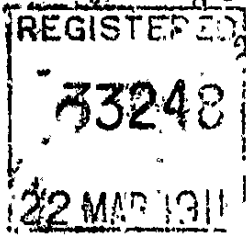
W. H. D. S. P.
63 Queen Victoria Street

In the High Court of Justice 1909. H.C. 102
Chancery Division Stamp £1

Mr Justice Parker



Monday the 16th day of January 1911



In the Matter of The Heats Shelley
Memorial Association
(Incorporated)

And in the Matter of the Companies
(Consolidation) Act 1908

Mr Farmer
Regr

Upon the further hearing of the
Entered 16th Petition of the above named Association
February, on the 19th October 1909 preferred
1911.
W. Haygo unto this Court returned to the paper
by an Order dated the 23rd December
1910 and upon hearing counsel for the
Petitioners and upon reading the
said Petition an Order dated 1st
February 1910 made on the first
hearing of the said Petition the
said Order dated the 23rd December
1910 and an Affidavit of Frank
Augustus Lane filed the 9th January
1911 and the exhibit therein referred
to this Court doth in pursuance of the



confirm the Amendment
of the Memorandum of Association
of the Petitioning Association
resolved on or effected by the
special resolution passed and
confirmed respectively at two Extra-
ordinary General Meetings of
the Association held respectively
on the 10th day of November
1910 and the 30th day of November
1910 which resolution is as follows

1. That the Memorandum of
Association be amended by the
insertion in clause 3 (D) after
the word "Shelley" of the words
"and other distinguished British
and American Writers"

And it is Ordered that an
Office Copy of this Order be
delivered to the Registrar of Joint
Stock Companies
L.E.F.



The Keats - Shelley
Memorial Association
(Incorporated)

L. J. Dekker

*the High Court of Justice (filed herewith) dated the
16th day of January 1911*

E. Lydecker
Solicitor to the Association

Memorandum of Association

OF THE

Keats-Shelley Memorial Association (Incorporated).



*(Incorporated under the Companies Acts as "An Association
not for Profit").*

1. The name of the Association is "THE KEATS-SHELLEY MEMORIAL ASSOCIATION (INCORPORATED)." It is hereinafter referred to as "The Association."

2. The Registered Office of the Association will be situated in England.

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

(a) To purchase, lease, or otherwise acquire the House and premises situated at and known as No. 26, Piazza di Spagna, Rome, and also any articles and things associated with the memory of John Keats or Percy Bysshe Shelley to be placed therein.

(b) The preservation and maintenance of the said House and premises, as a public memorial of the said John Keats, who died there in 1821; and of the said Percy Bysshe Shelley.

(c) Subject to the provisions of the 21st Section of the Companies Act of 1862, to acquire, hire or otherwise acquire or hold any other real or personal property whatsoever and wheresoever, and in particular any lands or buildings in the Kingdom of Italy, chattels or things associated with or conducing to perpetuate the memory of the said John Keats or Percy Bysshe Shelley and other distinguished British and American Writers.

Presented for filing by

E. Lydecker
63 Queen Victoria Street
E.C.

(d) To provide for the care, protection and maintenance of the graves of the said John Keats and Percy Bysshe Shelley and other distinguished British and American Writers ; and to erect and maintain tablets or monuments in their memory in the Kingdom of Italy or elsewhere.

(e) To accept subscriptions and donations, and apply the same either generally for the purposes of the Association or for any specific purpose connected therewith or tending to further its objects.

(f) To borrow any monies for any of the above purposes by mortgaging or encumbering all or any part of the property of the Association.

(g) To do any other lawful things that may tend to perpetuate the memory of the said John Keats and Percy Bysshe Shelley.

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

4. Provided that if the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease such property without such consent as may be required by law ; and as regards any such property, the Members of the Committee or Governing Body of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would, as such Members of the Committee or Governing Body have been if no incorporation had been effected ; and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Members of the Committee ; but they shall, as regards any such property, be subject jointly and separately to such control and authority as if the Association were not incorporated.

5. 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. 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 of the Association or other person in return for any services actually rendered to the Association; nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money borrowed from any Member of the Association, whether a Member of the Committee of Management or Governing Body or not.

6. The fifth paragraph of this Memorandum is a condition on which a License is granted by the Board of Trade to the Association in pursuance of Section 23 of the Companies Act, 1867.

7. If and Member of the Association, whether a Member of the Governing Body or not, pays or receives any dividend, bonus, or other profit in contravention of the terms of the fifth paragraph of this Memorandum, his liability shall be unlimited.

8. Provided further that no Member of the Committee of Management or Governing Body of the Association shall be appointed to any salaried office or any office paid by fees, and that no remuneration shall be given to any Member of such Committee or Governing Body except repayment of out-of-pocket expenses and interest on money lent or rent for premises demised to the Association. Provided further that this provision shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a Member of the Committee of Management or Governing Body may be a member or any other company in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of such payment.

Provided also that no Member of the Committee of Management not being Secretary or Solicitor of the Association shall be disqualified by his office from contracting with the Association as vendor or otherwise in any matter necessary or expedient for carrying into effect the purposes specified in objects lettered (a) and (b) of Clause 3 of the Memorandum of Association, nor shall any such contract or arrangement be avoided; nor shall any Member of the Committee so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of his holding that office or of the fiduciary relations

thereby established ; but the nature of his interest must be disclosed by him at the Meeting of the Committee at which the contract or arrangement is determined on. Provided nevertheless that no Member of the Committee as such shall vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he do so vote his vote shall not be counted.

Provided further that the liability of any Member who shall accept any payment contrary to the provisions of this paragraph, after he has been advised in writing that it is unauthorised, shall be unlimited.

9. 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 he is a Member, or within one year afterwards, for 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 amongst themselves, such amount as may be required not exceeding one pound ; 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.

10. True accounts shall be kept of all monies received and expended by the Association, and the matter in respect of which such receipts and expenditure may take place, and of the property, credits and liabilities of the Association, and (subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being) shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

11. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debt and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but, so far as effect can be given to the following provision, shall be given or transferred to some other institution or institutions having objects similar to those of this Association and capable of carrying on its work, to be determined by the Members of the Association, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and so far as effect cannot be given to such provision, then to some charitable object.

DUPLICATE FOR THE FILE.

Certificate of Registration

OF

ORDER OF COURT CONFIRMING ALTERATION OF OBJECTS.

Pursuant to s. 9 (6) of the Companies (Consolidation) Act, 1908 (8 Edw. 7, c. 39).

No. *90531*



The Keats-Shelley Memorial Association (Incorporated)
(the word "Limited" being omitted by licence of the Board of Trade) having by Special

Resolution altered the provisions of its Memorandum of Association with respect to its objects, as confirmed by an Order *made in the High Court of Justice,*

Chancery Division, bearing date the *16th day of January 1911,*

I **Hereby Certify the Registration**

of an Office Copy of the *Order* and of a Printed Copy of the Memorandum of Association as altered.

Given under my hand at London this

fourth day of

March

One Thousand Nine Hundred *and eleven*

Geo. Hargreaves

Registrar of Joint Stock Companies.

Certificate received by

Frank

Date

163 Queen Victoria Street
25th March 1911

Price Twopence.

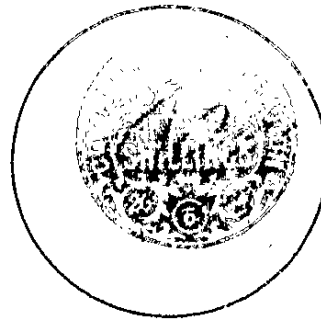
No. of Company. 00001

Form No. 9.

THE COMPANIES ACT, 1929.

Particulars of Directors or
Managers and of any changes
therein.

Pursuant to Section 144.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Name
of
Company

THE HARTS-SHERREY & CO. (LIMITED) (INCORPORATED)

Limited

REGISTERED
25 MAY 1934

Presented by WILLIAM H. HARTS-SHERREY & CO.
2, Abchurch Lane,
London, E.C. 4.

Particulars of the Directors or Managers (a) of The Bank of England

and of any changes

The present Christian name or names and Surname (b)	Any former Christian name or names or Surname	Nationality	Nationality of origin (if other than the present Nationality)
Sir Harold Edwin Boulton Bart. C.V.O.		British	
The Marquis of Crewe M.P.		"	
Arthur George Gerard C.B.E.		"	
Sir George Leveson-Gower Bt. Bt.		"	
Sir Alexander Nelson Hood C.V.O.		"	
Arthur Lee Humphreys		"	
Sir Frederic George Mynon A.C.B.		"	
Lord Rennell R.C.M.G.		"	
Sir John Shelley Bt. Bart.		"	
Philip George Leveson Webb C.B.		"	
Viscount D'Abernon		"	

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

(a) "Director" includes any person who occupies the position of a Director by whatever name called and any person in accordance with whose directions or instructions the Directors of a Company are accustomed to act.

(b) In the case of a Corporation its corporate name and registered or principal office should be shown.

therein.

Usual Residential Address	Other business Occupation or Directorships if any. If none state so (c)	Changes (d)
5 Connaught Place, London W. 1	Director of The Bath Club Ltd. (None)	
15 Upper Street, London N. 1	(None)	
33 Montagu Square, London W. 1	(None)	
16 Thavies Place, London E.C. 4	Director of Metropolitan Rly.	
17 Pelham Crescent, London W. 1	none	
York Lodge, Reading	Author	
Minkstons, Gosport, Hurrey	none	
30 Brynaton Square, London E. 1	(Peer of the Realm) (None)	
South Lodge, Wychbury, W. 1	None	
12 Grosvenor Gate Terrace, W. 1	None	
30 St. James's Place, London W. 1	(Peer of the Realm) (None)	Additional Director

(Signature)

Charles Curzon

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

KEATS-SHELLEY MEMORIAL ASSOCIATION
(INCORPORATED)



At an Extraordinary General Meeting of the above-named Association duly convened and held at 50 Charles Street, Mayfair, London, W.1 on Thursday the 16th day of June 1955 the following Resolution was passed as a SPECIAL RESOLUTION, viz:-

RESOLUTION

That the Articles of Association of the Association be amended in the manner following, that is to say:-

- (1) By adding after Article 38 the following Article to be numbered 39:-

39. The provisions of Section 185 of the Companies Act 1948 relating to the retirement of Directors under age limit shall not apply to the Association.

- (2) By substituting the word "forty" for the word "twenty-five" in Article 11.

Margaret Crewe
MARGARET CREWE

Chairman



*acted by James G.,
& Ely Place,
London, E.C.1.*

E

17/2/1956

We certify that this Resolution has been printed
by type-dithography.

Stephen Box & Co

THE KEATS AND SHELLEY ASSOCIATION

At an Extraordinary General Meeting of the above-named Association duly convened and held at 50 Charles Street, London, W.1. on Wednesday the 26th day of June 1957 the following resolution was passed as a SPECIAL RESOLUTION, viz:-

RESOLUTION

"That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be altered by omitting the whole of the present clause numbered 3 in the Memorandum and by substituting therefor the following clause:-

3. The Association is established for the purpose of carrying into effect such of the following objects as are charitable

- 29 AUG 1957
- (a) To educate the public generally in the appreciation of the works of John Keats and Percy Bysshe Shelley and the works of other distinguished British and American writers
 - (b) To purchase, lease, or otherwise acquire the house and premises situate at and known as No. 26 Piazza di Spagna Rome, and also any articles and things associated with the memory of John Keats and Percy Bysshe Shelley to be placed therein
 - (c) To preserve and maintain the said house and premises as a public memorial of the said John Keats, who died therein in 1821 and the said Percy Bysshe Shelley and to use the said house and premises as a library for the works of the said John Keats and the said Percy Bysshe Shelley and of other distinguished British and American writers
 - (d) Subject to the provisions of the 14th Section of the Companies Act 1948 to acquire, hire or otherwise acquire or hold any other real or personal property whatsoever and wheresoever and in particular any lands or buildings in Italy chattels or things associated with or conducing to perpetuate the memory of the said John Keats or Percy Bysshe Shelley or other distinguished British or American writers
 - (e) To maintain and provide libraries of the works of the said John Keats and Percy Bysshe Shelley and other distinguished British and American writers for the use of the public and for the use of students interested in such works
 - (f) To purchase publish manufacture print or otherwise acquire or produce the works of the said John Keats

and Percy Bysshe Shelley and other distinguished
British and American writers and to distribute
such works amongst the public either for payment
or by way of gift

- (g) To provide for the care, protection and maintenance
of the graves of the said John Keats and Percy
Bysshe Shelley and of other distinguished British
and American writers and to erect and maintain
tablets or monuments in their memory in Italy or
elsewhere
- (h) To accept subscriptions and donations and apply the
same either generally for the purposes of the
Association or for any specific purpose connected
therewith or tending to further its objects
- (i) To borrow any monies for any of the above purposes
by mortgaging or encumbering all or any part of the
property of the Association
- (j) To do any other lawful things that may tend to per-
petuate the memory of the said John Keats and Percy
Bysshe Shelley
- (k) To do all such other lawful things as are incidental
or conducive to the attainment of the above objects."

Margaret Grewe
MARGARET GREWE

Chairman

WE Certify that this Resolution has been printed
by type-lithography.

Stephen Cox & Co.
4/6 Rolls Passage, E.C.4.

THE KEATS-SHELLEY MEMORIAL ASSOCIATION
INCORPORATED
(INCORPORATED UNDER THE COMPANIES ACTS
AS "AN ASSOCIATION NOT FOR PROFIT")

Thiegn
Secretary of the Association

MEMORANDUM

-of-

ASSOCIATION

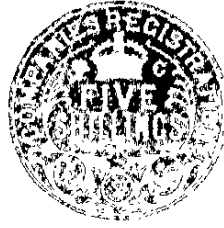
-of-

THE KEATS-SHELLEY MEMORIAL
ASSOCIATION (INCORPORATED)

(Incorporated under the Companies Acts
as "An Association not for profit").

Incorporated the 23rd day of October 1906

JAKES & CO.,
2 South Square,
Gray's Inn,
W.C.1.



Memorandum of Association

OF

THE
KEATS-SHELLEY MEMORIAL ASSOCIATION
(INCORPORATED)

(Incorporated under the Companies Acts as
"An Association not for Profit")

- REGISTERED**
FEB 1958
1. The name of the Association is "THE KEATS-SHELLEY MEMORIAL ASSOCIATION (INCORPORATED)". It is hereinafter referred to as "The Association."
 2. The Registered Office of the Association will be situated in England.
 3. The Association is established for the purpose of carrying into effect such of the following objects as are charitable
 - (a) To educate the public generally in the appreciation of the words of John Keats and Percy Bysshe Shelley and the works of other distinguished British and American writers
 - (b) To purchase, lease, or otherwise acquire the house and premises situate at and known as No. 26 Piazza di Spagna Rome, and also any
- 18**
5 FEB 1958
- 272
1017

articles and things associated with the memory of John Keats and Percy Bysshe Shelley to be placed therein

- (c) To preserve and maintain the said house and premises as a public memorial of the said John Keats, who died therein in 1821 and the said Percy Bysshe Shelley and to use the said house and premises as a library for the works of the said John Keats and the said Percy Bysshe Shelley and of other distinguished British and American writers
- (d) Subject to the provisions of the 14th Section of the Companies Act 1948 to acquire, hire or otherwise acquire or hold any other real or personal property whatsoever and wheresoever and in particular any lands or buildings in Italy chattels or things associated with or conducing to perpetuate the memory of the said John Keats or Percy Bysshe Shelley or other distinguished British or American writers
- (e) To maintain and provide libraries of the works of the said John Keats and Percy Bysshe Shelley and other distinguished British and American writers for the use of the public and for the use of students interested in such works
- (f) To purchase publish manufacture print or otherwise acquire or produce the works of the said John Keats and Percy Bysshe Shelley and other distinguished British and American writers and to distribute such works amongst the public either for payment or by way of gift
- (g) To provide for the care, protection and maintenance of the graves of the said John Keats and Percy Bysshe Shelley and of other distinguished British and American writers and to erect and maintain tablets or monuments in their memory in Italy or elsewhere.
- (h) To accept subscriptions and donations and apply the same either generally for the purposes of the Association or for any specific purpose connected therewith or tending to further its objects
- (i) To borrow any monies for any of the above purposes by mortgaging or encumbering all or

any part of the property of the Association.

(j) "any other lawful things that may tend to perpetuate the memory of the said John Keats and Percy Bysshe Shelley

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

4. Provided that if the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease such property without such consent as may be required by law; and as regards any such property, the Members of the Committee or Governing Body of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would, as such Members of the Committee or Governing Body have been if no incorporation had been effected; and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Members of the Committee, but they shall, as regards any such property, be subject jointly and separately to such control and authority as if the Association were not incorporated.

5. 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. 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 of the Association or other person in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money borrowed from any Member of the Association, whether a Member of the Committee of Management or Governing Body or not.

6. The fifth paragraph of this Memorandum is a condition on which a License is granted by the Board of Trade to the Association in pursuance of Section 23 of the Companies Act, 1867.

7. If any Member of the Association, whether a Member of the Governing Body or not, pays or receives any dividend, bonus or other profit in contravention of the terms of the fifth paragraph of this Memorandum, his liability shall be unlimited.

8. Provided further that no Member of the Committee of Management or Governing Body of the Association shall be appointed to any salaried office or any office paid by fees, and that no remuneration shall be given to any Member of such Committee or Governing Body except repayment of out-of-pocket expenses and interest on money lent or rent for premises demised to the Association. Provided further that this provision shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a Member of the Committee of Management or Governing Body may be a member or any other company in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of such payment.

Provided also that no Member of the Committee of Management not being Secretary or Solicitor of the Association shall be disqualified by his office from contracting with the Association as vendor or otherwise in any matter necessary or expedient for carrying into effect the purposes specified in objects lettered (a) and (b) of Clause 3 of the Memorandum of Association, nor shall any such contract or arrangement be avoided; nor shall any Member of the Committee so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of his holding that office or of the fiduciary relations thereby established; but the nature of his interest must be disclosed by him at the Meeting of the Committee at which the contract or arrangement is determined on. Provided nevertheless that no Member of the Committee shall vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he do so vote his vote shall not be counted.

Provided further that the liability of any Member who shall accept any payment contrary to the provisions of this paragraph as he has been advised in writing that it is authorised, shall be unlimited.

9. 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 he is a Member, or within one year afterwards, for 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 amongst themselves, such amount as may be required not exceeding one pound; 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.

10. True Accounts shall be kept of all monies received and expended by the Association, and the matter in respect of which such receipts and expenditure may take place, and of the property, credits and liabilities of the Association, and (subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being) shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

11. 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, so far as effect can be given to the following provision, shall be given or transferred to some other institution or institutions having objects similar to those of this Association and capable of carrying on its work, to be determined by the Members of the Association, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and so far as effect cannot be given to such provision, then to some charitable object.

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.	Witness to Signatures
CREWE, Peer of the Realm.	
CURZON, Peer of Ireland	
H. C. BEECHING, Canon of Westminster, 4, Little Cloisters, Westminster Abbey.	
H. BUXTON FORMAN, 46, Marlborough Hill, St. John's Wood, Second Secretary, General Post Office	Witness to all Signatures - E. LYDEKKER, Solicitor, 672, Salisbury House, London, E.C.
SIDNEY COLVIN, Keeper of Prints & Drawings, British Museum.	
WM. MICHAEL ROSSETTI, Civil Service Retired & Author, 3, St. Edmund's Terrace, London, N.W.	
HAROLD BOULTON, 64, Cannon Street, E.C., M.V.O., J.P.	

Dated the 19th day of October, 1906.

We certify that the within
MEMORANDUM OF Association
was printed by type lithography.

ENTERED JUL 4 1906

(Incorporated under the
Companies Act as "An
Association Not for Profit")

MEMORANDUM

-of-

ASSOCIATION

-of-

THE KEATS-SHELLEY MEMORIAL
ASSOCIATION (INCORPORATED)

Incorporated
the 23rd day of October 1906

JAKUES & CO.,
2 South Square,
Gray's Inn,
W.C.1.

THE COMPANIES ACT, 1948

Notification of Change of Directors or Secretary or in their Particulars

(Pursuant to Section 200)

Insert the
Name of
Company

The Kests-Shelley Memorial Association (Incorporated)

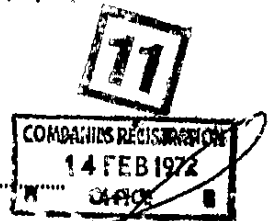
LIMITED

NOTE.—Notification of any change among the Directors or in the Secretary of a Company or in any of the particulars contained in the register, specifying the date of the change, must be given to the Registrar of Companies within 14 days from the happening thereof (section 200 (5) (b)). If default is made the Company and every officer of the Company who is in default is liable to a default fine (section 200 (7)).

Presented by Norman Kilgour

Document Filer's Reference.....

Longfield Cottage, Longfield Drive, London.S.W.14 7AU



Form No. 9A
(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff;
21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2
F13365.7-9-65 Companies 6 1A (P.T.O.)

To the REGISTRAR OF COMPANIES,

The Keats-Shelley Memorial Association (Inc.)

accordance with Section 200 of the Companies Act, 1948, that:—

Here specify nature and date of change. If change consists of the appointment of a new Director or Secretary fill in also Particulars below.

Sir Ashley Clarke G.C.M.G., G.C.V.C. retired
Dec. 20th 1971 and replaced by Richard H.E. Russell.
~~XXXXXXXXXX~~
Alastair Wallace Sandford died Jan. 1971

PARTICULARS OF NEW DIRECTOR* OR SECRETARY* (Columns 1, 2 and 4 only need be completed for a Secretary)

1 Name (In the case of an individual, present Christian name or names and surname.† In the case of a corporation, the corporate name) ‡	2 Any former Christian name or names and surname ‡	3 Nationality	4 Usual residential address (In the case of a corporation, the registered or principal office)	5 Business occupation and particulars of other directorships §	6 Date
Richard H.E. Russell		British	St Georges School, Winsor Castle, Berkshire.	Head Master.	
		British			

Date Jan 31 1972

Signature Town Hall

NOTES

- * "Director" includes any person who occupies the position of a Director by whatever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.
- † "Christian name" includes a forename, and "surnames," in the case of a peer or person usually known by a title different from his surname, means that title.
- ‡ "Former Christian name" and "former surnames" do not include—
 - (a) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or success to the title; or
 - (b) in the case of any person, a former Christian name or surname where that name or surname has been changed or changed before the person bearing the name attained the age of eighteen years or has been changed or changed for a period of not less than twenty years; or
 - (c) in the case of a married woman the name or surname by which she was known previous to the marriage.

§ Directorships.—The names of all bodies corporate incorporated in Great Britain of which the Director is also a director should except bodies corporate of which the company making the return is the wholly owned subsidiary or bodies corporate wholly owned subsidiaries of the company or of another company of which the company is the wholly owned subsidiary or wholly owned subsidiaries, and its or their nominees. If the spaces provided in the form is insufficient, particulars of such need only be given in the case of a company which is subject to section 185 of the Companies Act, 1948, namely, a company which is not a private company or which, being a private company, is the subsidiary of a body corporate incorporated in Great Britain which is neither a private company nor a company registered under the law relating to companies for the time in force in Northern Ireland and having provided its constitution which would, if it had been entered in Great Britain, rank as a private company.

¶ Where all the partners in a firm are joint secretaries the name and principal office of the firm may be stated.

1465
KEATS-SHELLEY MEMORIAL ASSOCIATION

A COMPANY LIMITED BY GUARANTEE

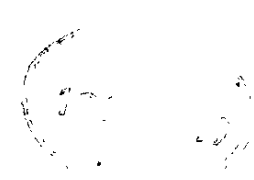
SPECIAL RESOLUTION

At an Extraordinary General Meeting of the above-named Company
duly convened, and held at 24 Wilson Street London SW1 on the
13 December 1978 the following Special Resolution was duly passed:-

RESOLUTION

That the Articles of Association be altered so that Article 16(c)
shall read as follows:

"(C) to delegate the exercise of all or any of the
powers conferred upon the Committee by the Articles
to an executive or sub-committee or committees to
be appointed by them, subject to such conditions,
restrictions and limitations as to the exercise of
any of such powers as the Committee may think fit,
provided that the members of any such executive
or sub-committee or committees need not be members
of the Committee and that such delegation may be
rescinded by the Committee at any time and provided
all acts and proceedings of such delegate bodies



shall be reported to the Committee in due course."

DATED 27 January 1979

.....
Secretary

no. 90531 1110

THE COMPANIES ACTS, 1862 to 1900

MEMORANDUM OF ASSOCIATION

of

THE KEATS-SHELLEY MEMORIAL ASSOCIATION (INCORPORATED)
(as amended by Special Resolutions dated 5 August
1909, 16 June 1955, 26 June 1957 and 13 December 1978)

(Incorporated under the Companies Acts as 'An Association
not for Profit').

1. The name of the Association is 'THE KEATS-SHELLEY MEMORIAL ASSOCIATION (INCORPORATED)'. It is hereinafter referred to as 'The Association'.
2. The Registered Office of the Association will be situated in England.
3. The Association is established for the purpose of carrying into effect such of the following objects as are charitable:
 - (a) To educate the public generally in the appreciation of the words of John Keats and Percy Bysshe Shelley and the works of other distinguished British and American writers.
 - (b) To purchase, lease, or otherwise acquire the house and premises situate at and known as No. 26 Piazza di Spagna Rome, and also any articles and things associated with the memory of John Keats and Percy Bysshe Shelley to be placed therein
 - (c) To preserve and maintain the said house and premises as a public memorial of the said John Keats, who died therein in 1821 and the said Percy Bysshe Shelley and to use the said house and premises as a library for the works of the said John Keats and the said Percy Bysshe Shelley and of other distinguished British and American writers.

UNCHANGED

- (d) Subject to the provisions of the 14th Section of the Companies Act 1948 to acquire, hire or otherwise acquire or hold any other real or personal property whatsoever and wheresoever and in particular any lands or buildings in Italy chattels or things associated with or conducing to perpetuate the memory of the said John Keats or Percy Shelley or other distinguished British or American writers
- (e) To maintain and provide libraries of the works of the said John Keats and Percy Bysshe Shelley and other distinguished British and American writers for the use of the public and for the use of students interested in such works
- (f) To purchase publish manufacture print or otherwise acquire or produce the works of the said John Keats and Percy Bysshe Shelley and other distinguished British and American writers and to distribute such works amongst the public either for payment or by way of gift
- (g) To provide for the care, protection and maintenance of the graves of the said John Keats and Percy Bysshe Shelley and of other distinguished British and American writers and to erect and maintain tablets or monuments in their memory in Italy or elsewhere
- (h) To accept subscription and donations and apply the same either generally for the purposes of the Association or for any specific purpose connected therewith or tending to further its objects
- (i) To borrow any monies for any of the above purposes by mortgaging or encumbering all or any part of the property of the Association
- (j) To do any other lawful things that may tend to perpetuate the memory of the said John Keats and Percy Bysshe Shelley
- (k) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

4. Provided that if the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease such property without such consent as may be required by law; and as regards any such property, the Members of the Committee or Governing Body of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such

property in the same manner and to the same extent as they would, as such Members of the Committee or Governing Body have been if no incorporation had been effected; and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Members of the Committee, but they shall, as regards any such property, be subject jointly and separately to such control and authority as if the Association were not incorporated.

5. 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. 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 of the Association or other person in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money borrowed from any Member of the Association whether a Member of the Committee of Management or Governing Body or not.

6. The fifth paragraph of this Memorandum is a condition on which a Licence is granted by the Board of Trade to the Association in pursuance of Section 23 of the Companies Act, 1867.

7. If any Member of the Association, whether a Member of the Governing Body or not, pays or receives any dividend, bonus or other profit in contravention of the terms of the fifth paragraph of this Memorandum, his liability shall be unlimited.

8. Provided further that no Member of the Committee of Management or Governing Body of the Association shall be appointed to any salaried office or any office paid by fees, and that no remuneration shall be given to any Member of such Committee or Governing Body except repayment of out-of-pocket expenses and interest on money lent or rent for premises demised to the Association. Provided further that this provision shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a Member of the Committee of Management or Governing Body may be a member or any other company in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of such payment.

Provided that no Member of the Committee of Management not being Secretary or Solicitor of the Association shall be disqualified by his office from contracting with the Association as vendor or otherwise in any matter necessary or expedient for carrying into effect the purposes specified in objects lettered (a) and (b) of Clause 3 of the Memorandum of Association, nor shall any such contract or arrangement be avoided; nor shall any Member of the Committee so contracting or

being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of his holding that office or of the fiduciary relations thereby established; but the nature of his interest must be disclosed by him at the Meeting of the Committee at which the contract or arrangement is determined on. Provided nevertheless that no Member of the Committee as such shall vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he do so vote his vote shall not be counted.

Provided further that the liability of any Member who shall accept any payment contrary to the provisions of this paragraph, after he has been advised in writing that it is unauthorised, shall be unlimited.

9. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of same being wound up, during the time he is a Member, or within one year afterwards, for 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 amongst themselves, such amount as may be required not exceeding one pound; or, in the case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

10. True Accounts shall be kept of all monies received and expended by the Association, and the matter in respect of which such receipts and expenditure may take place, and of the property, credits and liabilities of the Association, and (subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being) shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

11. 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, so far as effect can be given to the following provision, shall be given or transferred to some other institution or institutions having objects similar to those of this Association and capable of carrying on its work, to be determined by the Members of the Association, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and so far as effect cannot be given to such provision, then to some charitable object.

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	WITNESS TO SIGNATURES
CREWE. Peer of the Realm.	
CURZON. Peer of Ireland.	
H.C. BEECHING. Canon of Westminster 4 Little Cloisters, Westminster Abbey.	
H. BUXTON FORMAN. 46 Marlborough Hill St John's Wood Second Secretary. G.P.O.	Witness to all Signatures:-
SIDNEY COLVIN. Keeper of Prints & Drawings. British Museum.	E. LYDEKKER Solicitor 672 Salisbury House London E.C.
Wm. MICHAEL ROSSETTI. Civil Service Retired and Author. 3 St Edmund's Terrace. London. N W.	
HAROLD BOULTON. 64 Cannon Street, E C. M.V.O., J.P.	

Dated the 19th day of October 1906.

ARTICLES OF ASSOCIATION

of

THE KEATS-SHELLEY MEMORIAL ASSOCIATION (INCORPORATED)

(Incorporated under the Companies Acts as 'An
Association not for Profit')

1. The Association shall be called the 'KEATS-SHELLEY MEMORIAL ASSOCIATION (INCORPORATED).'
2. These Articles shall be construed with reference to the provisions of the Companies Acts, 1862 to 1900, and terms used in these Articles shall be taken as having the same respective meaning as they have when used in those Acts.
3. The Association is established for the purposes mentioned in the Memorandum of Association.
4. For the purpose of registration the number of Members of the Association is declared to be 25; but the Committee may register an increase in the number of Members whenever they may think fit. The first Members of the Association shall be the signatories hereto. The persons for the time being holding the following positions respectively shall, (if willing to serve), be ex-officio members of the Association; that is to say, the Councillor of the British Embassy in Rome, the Secretary of the United States Embassy in Rome, and three members of the Memorial Committee of the Keats-Shelley Society of New York.
5. The affairs of the Association shall be administered by a Committee.
6. The Committee may from time to time determine the terms and conditions on which any further subscribers or other persons shall be admitted as Members of the Association.
7. Provided that no person shall be a Member of the Association unless and until he has been enrolled on the Register of Members; and no person shall be enrolled on the Register of Members except by the direction of the Committee, who shall not be bound to assign any reason for refusing to register any person as a Member.
8. The Committee may confer upon subscribers other than Members and revoke any rights or privileges as they from time to time think fit, except that any right of voting at General Meetings, or taking part in the management of the affairs of the Association, shall not be granted to any

person not being a Member.

9. Any Member may at any time resign his membership on giving two months' notice in writing to the Secretary at the Registered Office of the Association of his intention to do so, and upon the expiration of such notice he shall cease to be a Member, but his liability to contribute to the funds of the Association in the event of its being wound up shall continue for one year from the expiration of such notice.

10. The rights of a Member as such shall be personal, and shall not be transferable, and shall cease upon his death.

11. The Committee shall consist of not less than five members, nor more than forty. The persons for the time being holding the following positions respectively shall, if willing to serve, be ex-officio members of the Committee and also of the Executive or principal Sub-Committee, if the Committee shall have seen fit to delegate any of its powers to such a Committee in accordance with Article 16(c); that is to say, the Councillor of the British Embassy in Rome, the Secretary of the United States Embassy in Rome and three members of the Memorial Committee of the Keats-Shelley Society of New York. The other members of the Committee shall be elected by the members at the ordinary Annual General Meeting of the Association.

12. One-third of the members of the Committee other than ex-officio members for the time being (or if their number is not a multiple of three, then the number nearest to one-third) shall retire from office annually at the Second and subsequent Ordinary General Meetings; the one-third or other nearest number to retire during the second and third year shall (unless the Committee agree among themselves) be determined by ballot. In every subsequent year the one-third or other nearest number who have been longest in office shall retire.

13. The first Committee shall consist of such of the following persons as shall be signatories hereto; or after the incorporation, of the Association shall be enrolled as Members thereof and consent to act:- The Right Hon. The Earl of Crewe (Chairman), The Right Hon. Lord Curzon of Kedleston, The Rev. Canon Beeching, Harold Boulton, Esq., M.V.O., Sidney Colvin, Esq., H. Buxton Forman, Esq., C.B., Robert Underwood Johnson, Esq., H. Nelson Gay, Esq., George Leveson-Gower, Esq., Charles des Graz, Esq., R.S. Reynolds Hitt, Esq., Sir James Rennell Rodd, C.B., K.C.M.G., Edmund Clarence Stedman, Esq., A. Chenivix Trench, Esq., Mrs Henry White, The Right Hon. George Wyndham, M.P., The Hon. Reginald Lister.

14. If any person, who, if a Member and willing to serve, would be entitled to be an ex-officio Member of the Committee, shall decline to become a Member or be unwilling to serve, the Members at the Ordinary General Meeting may elect some other Member in his place. Any casual vacancy occurring on the Committee may be filled up by the Members of the Committee, and the person so appointed shall hold office until the

next Ordinary General Meeting of the Association. Any elected Member of the Committee shall be re-eligible from time to time.

15. The entire business of the Association shall be arranged and managed by the Committee, who may exercise all such powers of the Association as are not by the Companies Acts or by these Articles declared to be exercisable only by the Association in General Meeting; subject nevertheless to any regulations of the Articles and to the provisions of the said Acts; and to such regulations, being not inconsistent with the aforesaid regulations and provisions, as may be prescribed by the Association in General Meeting, and no regulation made or resolution passed by the Association in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation or resolution had not been made or passed.

16. The Committee shall, in addition to the aforesaid general powers, have power to (a) convene General Meetings of the Association, (b) from time to time to make and afterwards to repeal or alter such bye-laws, rules or regulations as to the admission of new Members of the Association, the rights of Members and subscribers, the convening of and procedure at General Meetings and the business to be transacted thereat, the procedure of the Committee (including the appointment of a Chairman or fixing of the quorum required at its meetings), the investment and expenditure of the funds of the Association, the appointment and dismissal of a Secretary or other officers and servants, and the determination of their respective duties, salaries and tenure of office, and generally as to the management, preservation and control of the property and conduct of the business affairs and furtherance of the objects of the Association as the Committee may think fit; provided that such bye-laws, rules or regulations do not contravene any of these Articles and the provisions therein contained, or amount to such an alteration of, or addition to, the Articles as could only legally be made by a special resolution of the Association; (c) to delegate the exercise of all or any of the powers conferred upon the Committee by the Articles to an executive or sub-committee or committees to be appointed by them, subject to such conditions, restrictions and limitations as to the exercise of any of such powers as the Committee may think fit, provided that the members of any such executive or sub-committee or committees need not be members of the Committee and that such delegation may be rescinded by the Committee at any time and provided all acts and proceedings of such delegate bodies shall be reported to the Committee in due course (d) subject to the provisions of the Memorandum, to acquire by gift or purchase any chattels or other property connected with or conducive to the objects of the Association which it deems fit; (e) to accept subscriptions, donations or contributions for the objects of the Association from Members and others.

17. A Resolution in writing signed by all the Members of the Committee shall be as valid and effectual as if it had been passed at a Meeting of the Committee duly convened and constituted.

18. The Committee may carry out any contract with a Member of the Committee authorised by the Memorandum.
19. Any such Executive or sub-Committee may make such bye-laws and regulations as to its procedure as the Committee is hereby empowered to make as to the procedure of the Committee.
20. No act or proceedings of the Committee, or of any such Executive or sub-Committee as aforesaid, shall be questioned on account of any vacancy or vacancies in the Committee or in such Executive or sub-Committee.
21. No defect in the qualification or election of any person or persons acting as Member or Members of the Committee, or of any such Executive or sub-Committee as aforesaid, shall be deemed to vitiate any proceedings of such Committee, or Executive, or Sub-Committee, in which he or they has or have taken part in cases where the majority of Members, parties to such proceedings, are duly entitled to act.
22. The Committee shall at all times cause a Register to be kept of the Members, with their respective last known places of abode.
23. Minutes shall be made of proceedings at any Meeting of the Association, or of the Committee, or any such Executive or sub-Committee as aforesaid; and shall be signed either at the Meeting at which such proceedings took place, or at the next ensuing Meeting by the Chairman for the time being, and any such Minutes purporting to be so signed shall be receivable evidence of such proceedings in all legal proceedings without further proof; and until the contrary is proved, every Meeting of the Committee, or of any such Executive or Sub-Committee, where Minutes have been so made of the proceedings, shall be deemed to have been duly convened and held, and all the Members thereof to have been duly qualified.
24. The Committee shall cause true Accounts to be kept of the receipts and expenditure of the Association, and shall cause the accounts of the Association to be audited annually by one or more Auditors, who shall make a report on the balance sheet and accounts of the Association. Such balance sheet, with the report of the Auditors thereon, shall be laid before the Association at its Annual Ordinary General Meeting.
25. The provisions of the Companies Act, 1900, as to audit and Auditors shall apply and be observed by the Association. The words 'Statutory Meeting' in such provisions shall mean the meeting to be held within three months after the incorporation of the Association, and the word 'Shareholders' shall mean Members, and the word 'Directors' Members of the Committee.
26. The Committee are authorised, out of the monies of the Association, to pay such sum of money as they may think fit in discharge of all the preliminary expenses attending the establishment

and registration of the Association.

27. The first General Meeting of the Association shall be held at such time, not being less than one month or more than three months after the incorporation of the Association, and at such a place as the Committee may determine. Subsequent General Meetings shall be held at least once in every year on such days as the Committee may appoint.

28. The above-mentioned General Meetings shall be called Meetings, and all other General Meetings shall be called Extraordinary Meetings.

29. The Committee at the first General Meeting of the Association, and annually during subsequent years, shall lay before the General Meeting of the Association a report of the work done in the preceding year.

30. A notice of every General Meeting and of the business to be transacted thereat shall be given to Members in such a manner and at such time as the Committee shall direct, but the non-receipt of a notice by any Member shall not invalidate the proceedings of any General Meeting. Three Members personally present shall be a quorum.

31. At every Ordinary or Extraordinary General Meeting, all matters which come under the consideration of such Meeting shall (except where in these Articles it is otherwise provided) be decided by a simple majority of votes of the Members personally present and voting by a show of hands.

32. The Chairman of the Committee; or, in his absence, such Chairman as the Meeting shall elect, shall take the chair at a General Meeting. The Chairman shall, in case the votes at any General Meeting or at a poll are equally divided, have as well as his own vote a second or casting vote.

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

34. At a General Meeting any five members of the Association may demand a poll of the Association in respect of any resolution, and on such demand being made, a poll of the Association shall be taken accordingly by voting papers in such manner as the Chairman may direct, and the result of the poll shall be deemed to be the decision of the General Meeting on the resolution.

35. If a quorum shall not be present within half an hour from the time appointed for any General Meeting, such Meeting shall stand adjourned till the same day and hour in the following week; and if a quorum shall not then be present the Members present shall proceed with the business of the Meeting.

36. Every Member shall have one vote only, with the exception of the Chairman's casting vote in the circumstances named in Clause 32.

37. Notices required to be served by the Association upon the Members, may be served either personally or by leaving the same or by sending them through the post in a letter addressed to the Members at their respective last known places of abode. All notices, if served through the post, shall be deemed to have been served at the same time when the letter containing the same, being properly addressed and put into a post office, would have arrived in due course of post.

38. Every Member of the Committee, officer or servant of the Association, shall be indemnified out of the funds of the Association, from and against any costs, losses, damages or expenses whatsoever incurred by him in or about the management, control and conduct of the affairs of the Association, or otherwise in relation thereto; excepting those caused by his wilful default.

39. The provisions of Section 185 of the Companies Act 1948 relating to the retirement of Directors under age limit shall not apply to the Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	WITNESS TO SIGNATURES
CREWE. Peer of the Realm.	Witness to all signatures.
CURZON. Peer of the Realm.	
H.C. BEECHING. Canon of Westminster 4 Little Cloisters Westminster Abbey.	
H. BUXTON FORMAN. 46 Marlborough Hill St John's Wood Second Secretary. G.P.O.	
SIDNEY COLVIN. Keeper of Prints & Drawings British Museum.	
Wm. MICHAEL ROSSETTI. Civil Service Retired & Author 3 St Edmund's Terrace London N.W.	E. LYDEKKER Solicitor 672 Salisbury House London, E.C.
HAROLD BOULTON. 64 Cannon Street, E.C. M.V.O., J.P.	

Dated the 19th day of October 1906.

THE COMPANIES ACTS 1948 TO 1976

Notice of overseas interests

Pursuant to section 6(3) of the Companies Act 1976

Please do not
write in this
binding margin:Please complete
legibly, preferably
in black type, or
bold black lettering

To the Registrar of Companies

Company number

For official use

90531

120

Name of company

KEATS SHELLEY MEMORIAL ASSOCIATION
(INCORPORATED) Limited*

delete if
inappropriate

Note

Please read the
notes overleaf
before
completing this
form.

The directors of the above-named company hereby give you notice in accordance with section 6(3) of the Companies Act 1976 that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and hereby claim an extension of three months to the period allowed under section 6 of the Companies Act 1976 for laying and delivering accounts in relation to the accounting reference period ~~(ending)~~ [which ended on]†

Day Month Year

31 03 1982

delete as
appropriate

Signed

Sheela Birkenhead

Chairman

[Director] [Secretary]† Date 8/3/83

Presenter's name, address and
reference: [if any]

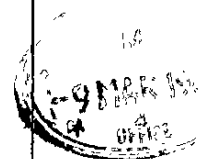
Mrs. C.M. Gee
Hon Secretary
Keats House
Keats Grove
Hampstead
London NW3

For official use

Data punch

General section

Post room



90531

COMPANIES ACT 1985 SECTION 242(6)

The Secretary of State in exercise of his powers under Section 242(6) of the Companies Act 1985 extends by three months the period allowed for laying and delivering accounts of KEATS SHELLEY MEMORIAL ASSOCIATION (INCORPORATED) in relation to the accounting reference period ending 31 March 1989. It follows that the date on which the said period will now expire is 30 April 1990.

Dated 31 JAN 1990

JS Ross

(J S Ross)
On behalf of the
Secretary of State
for Trade and Industry

G

COMPANIES FORM No. 244

244**Notice of claim to extension of
period allowed for laying and
delivering accounts — oversea
business or interests**Please do not
write in this
marginPursuant to section 244 of the Companies Act 1985
as inserted by section 11 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company number

90531

Name of company

* KEATJ SHELLEY MEMORIAL ASSOCIATION

* insert full name
of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

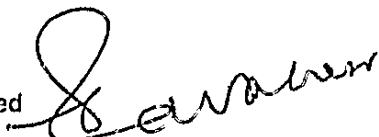
† delete as
appropriate

Day Month Year

31 03 1993

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation†

Honorary
Treasurer

Date

10.05.1993

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

05 04 1985

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

R. E. Cavaliero
10 Lansdowne Rd
Tunbridge Wells
Kent TN1 2NJ
Tel: 0892 33452

For official use
DEB

Post room

13 MAY 1993
M 97

G

COMPANIES FORM No

244**Notice of claim to extension of
period allowed for laying and
delivering accounts — oversea
business or interests**Please do not
write in this
marginPursuant to section 244 of the Companies Act 1985
as inserted by section 11 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company number

90531

Name of company

* MEATS - SHELLEY MEMORIAL ASSOCIATION INC

* insert full name
of company† delete as
appropriate

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

Day Month Year

31 03 1994

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Garth

Designation‡

Hon
Treasurer

Date

19.04.94.

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

05041985

Presenter's name address
telephone number and reference (if any):R. E. Cavaliero
10 Lansdowne Road
Tunbridge Wells
Kent TN1 2NJ
Tel 0892 533452For official use
D.E.B.

Post room

