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Contributors

Sanitary Institute (Great Britain)

Publication/Creation

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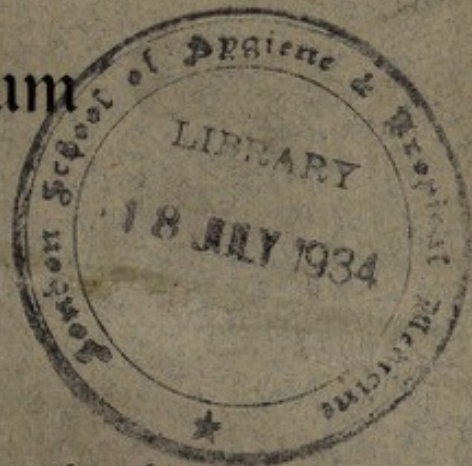
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THE SANITARY INSTITUTE.

INCORPORATED AUGUST, 1888.

Memorandum

AND



Articles of Association.

LONDON:

AUGUST, 1888.

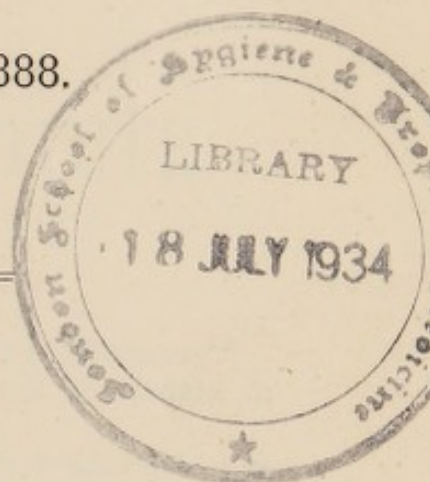
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THE SANITARY INSTITUTE.

INCORPORATED AUGUST, 1888.



Memorandum

AND

Articles of Association.

OFFICES OF THE INSTITUTE, 74A, MARGARET STREET, W.

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Memorandum of Association
OF
THE SANITARY INSTITUTE.

1. The name of the Association is "THE SANITARY INSTITUTE."
2. The Registered Office of the Association will be situate in England.
3. The objects for which the Association hereinafter referred to as the "Institute" is established are :—
 - (a) To take to and over the whole of the assets and liabilities of the Association which received the support of Her Most Gracious Majesty the Queen, was presided over by His late Royal Highness the Duke of Albany, and on the 28th day of June, 1882, was incorporated under the name of "The Parkes Museum," pursuant to license from the Board of Trade, granted under the provisions of the Act 30 & 31 Vict. c. 131, and also to take to and over the whole of the assets and liabilities of the Unincorporated Society or Association established in the month of July, 1876, under the style or title of "The Sanitary Institute of Great Britain" and to enter into such Agreements, and to make, do and execute all such acts, deeds, matters and things, as may be necessary for the purpose of taking to and over such assets and liabilities or any part thereof.
 - (b) To assist or concur, if and so far as the Institute may be advised that its assistance or concurrence is required, in the winding up and ultimate dissolution of the said Parkes Museum and Sanitary Institute of Great Britain respectively.
 - (c) To promote the advancement of Sanitary Science in all or any of its branches, and the diffusion of knowledge relating thereto, either in all or any of the ways hereinafter specified or in any other way.
 - (i) The holding of Examinations and granting of Certificates of competency in Sanitary knowledge to any persons wishing to obtain such Certificates, and the prescribing of the mode and time of holding such Examinations. Provided that no Certificate or Diploma shall be granted by the Institute as a qualification to discharge the duties of a Medical Officer of Health or other Medical Office, and that every Certificate granted shall bear on the face of it a

statement that such Certificate is not a qualification registrable under the medical Act, 1886.

- (ii) The constitution of two classes of Members, namely, Ordinary Members and Fellows; and (in addition to the persons who on the incorporation of the Institute are then or will be entitled to become Fellows, and to any persons including Trustees and legal personal representatives who shall be elected or become Fellows according to the Regulations of the Institute for the time being, in respect of any donation or bequest for general or special purposes, or upon any trust) the election from time to time from among the Ordinary Members to the degree or status and title of Fellows, of such of them as shall, in the opinion of the Council of the Institute, be eligible thereto upon one or other of the following grounds, viz.: (1) That he is an eminent man of science; (2) That he is a person of distinction as a legislator or an administrator; (3) That he is a person who has done noteworthy sanitary work: also the election, if and when thought proper, of Foreigners distinguished in connection with Sanitary Science as Honorary Fellows: also the constitution, if and when thought proper, of a class of persons as Associates of this Institute: and the determination of the regulations, liabilities, and conditions which are to affect Fellows, Ordinary Members, Honorary Fellows, and Associates respectively. Provided that no Honorary Fellow and no Associate shall as such be a Member of the Institute, or have any share in the Government thereof, or have any other rights or privileges except such as may from time to time be conferred by the Institute or its Regulations.
- (iii) The maintenance in London, or elsewhere in the United Kingdom, of a Museum of Hygiene, to be called "The Parkes Museum," to aid in the scientific investigation and practical study of all matters relating to health and the laws thereof, and, subject to subsection (e), as a permanent Memorial of the late Edmund Alexander Parkes, M.D., F.R.C.P., F.R.S.
- (iv) The establishment, if necessary, and the maintenance in London or elsewhere in the United Kingdom, of Libraries, Laboratories, and Lecture Rooms: the institution of courses of lectures and demonstrations: the holding of meetings for the hearing of communications on sanitary subjects, and discussions thereon: the holding of Congresses for the consideration and discussion of subjects relating to Hygiene: the holding of Exhibitions of sanitary objects, apparatus, and

appliances : the work of practically testing any such sanitary objects, apparatus, or appliances as at any such exhibition or otherwise may be brought before the notice of the Institute: the awarding of medals or certificates of merit for any such objects, apparatus, or appliances in cases which the Institute deem worthy of such recognition: and the issuing, editing, and publication of books, pamphlets, or other literary matter relating to or connected with Sanitary Science.

- (v) The acceptance of any gift, endowment, or bequest made to the Institute generally, or for the purpose of any specific object connected with Sanitary Science; and the carrying out of any trusts attached to any such gift, endowment, or bequest. Provided that if any gift, endowment, or bequest made not for the general purposes of the Institute, but for a specific object, shall be in the nature of a charitable endowment so as to be subject to the jurisdiction of the Charity Commissioners, the Institute shall observe all rules and directions of the Charity Commissioners with respect thereto, and if so required vest the same in special Trustees thereof.
- (vi) The amalgamation with the Institute under its present name, or under any other name duly assumed according to law, and the prosecution of the objects of any association or institution having objects similar to those, or any of those of the Institute, and registered with the licence of the Board of Trade under Section 23 of the Companies' Act, 1867, including the promotion of good cookery, the abatement of smoke, and other things of hygienic importance, though not pursued with exclusive reference to health.
- (d) Subject to the provisions of Section 21 of the Act 25 and 26 Vict. c. 89, to purchase, rent, or otherwise acquire and hold, for the purposes of the Institute, land, houses, or buildings, and to erect, alter, or adapt houses or buildings accordingly.
- (e) To sell, dispose of, exchange, or part with any of the property of the Institute as may from time to time be considered expedient or desirable in the interests of the Institute.
- (f) If and when considered advisable to obtain a Royal Charter or Act of Parliament for the purposes of the Institute, and continuing the work thereof.
- (g) Upon any such Charter or Act of Parliament being obtained, or otherwise if considered desirable, to wind up and dissolve the Institute.
- (h) To do all such other lawful things as may from time to time be incidental to or conducive to the attainment of

the above objects, or any of them, including the promotion of good cookery, the abatement of smoke, and other things of hygienic importance, and supporting institutions for promoting any of such things, whether or not pursued with exclusive reference to health.

4. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the Members of the Institute. Provided always that nothing herein shall prevent the payment, in good faith, of remuneration to any Officer or Servant of the Institute, or to any member thereof, or to any other person in return for services actually rendered, or to be rendered to the Institute.

5. The 4th paragraph of this Memorandum is a Condition on which a License is granted by the Board of Trade to the Institute in pursuance of Section 23 of the Act 30 and 31 Vict. c. 131.

6. If any Member of the Institute shall pay or receive any dividend, bonus, or other profit in contravention of the 4th paragraph of this Memorandum, his liability shall be unlimited.

7. Every Member of the Institute, undertakes to contribute to the assets thereof 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 Institute contracted before the time at which he ceases to be a member, and for the costs, charges, and expenses of winding up the same, and of the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1, or in case of his liability becoming unlimited such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

8. If upon the winding-up or dissolution of the Institute there remain, 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 Institute, but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Institute, to be determined by the Members of the Institute, at or before the time of its dissolution, or in default thereof, by such Judge of the High Court of Justice as may have, or acquire jurisdiction in the matter.

9. True accounts shall be kept of the sums of money received and expended by the Institute and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Institute; 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 or By Laws of the Institute for the time being shall be open to the inspection of the Members. Once at least in every year the accounts of the Institute shall be examined and the correctness of the balance-sheet ascertained by one or more properly qualified auditor or auditors.

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

Names, Addresses, and Description of Subscribers.

- NORTHUMBERLAND. 2, Grosvenor Place; Peer of the Realm.
 WESTMINSTER. Grosvenor House; Peer of the Realm.
 DOUGLAS GALTON, K.C.B., late Royal Engineers. 12, Chester Street, Grosvenor Place, S.W.
 GEORGE JAMES SYMONS, F.R.S., Meteorologist. 62, Camden Square, N.W.
 THOMAS HAYTER LEWIS, F.S.A. 12, Kensington Gardens Square.
 MARK HAYLER JUDGE, A.R.I.B.A. 8, Park Place Villas, W.
 WILLIAM HENRY CORFIELD, M.A., M.D. (Oxon.) 19, Savile Row, W.
 THOMAS TWINING, Gentleman. Perryn House, Twickenham.
 EDWIN CHADWICK, C.B. East Sheen, Mortlake, Surrey.
 ROGERS FIELD, B.A., M.Inst.C.E. 4, Westminster Chambers, S.W.
 T. ORME DUDFIELD. 14, Ashburn Place, S.W. (Doctor in Medicine).
 CHARLES H. PARKES, Gentleman. Netherfield, Weybridge.
 CHARLES E. CASSAL, F.I.C., F.C.S., Public Analyst. Town Hall, Kensington.
 G. V. POORE, M.D., F.R.C.P., Physician. 30, Wimpole Street, W.

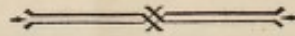
Dated the 16th day of August, 1888.

Witness to the above Signatures,

E. WHITE WALLIS,

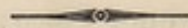
Secretary of the Sanitary Institute of Great Britain, and of the Parkes Museum, 74a, Margaret Street, W.

ARTICLES OF ASSOCIATION.



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Articles of Association

OF

THE SANITARY INSTITUTE.

I.—PRELIMINARY.

1. In the construction of these Articles, unless repugnant to the subject-matter or the context, the singular shall include the plural, and the masculine the feminine, and vice versâ, the word person shall include a Corporation, and the following words and expressions shall have the meanings hereinafter assigned to them :—

WORDS INTERPRETED.

The “Institute.”

“Member.”

“Fellow.”

“Ordinary Member.”

“Associate.”

The “Regulations.”

MEANINGS ATTRIBUTED THERETO.

The Association incorporated as a Company, limited by guarantee, and with the title of “The Sanitary Institute,” under the Memorandum of Association which is accompanied by these Articles.

A person who has become and is a Member of the Institute according to the Regulations. Members include both Fellows and Ordinary Members.

A person who being, or on his becoming, a Member, shall according to the Regulations be or become a Fellow of the Institute, so long as he shall continue a Fellow according to the Regulations.

A person who shall become an Ordinary Member of the Institute, and so long as he shall continue an Ordinary Member according to the Regulations.

A person not a Member of the Institute who shall become an Associate thereof under the Regulations, and so long as he shall continue to be an Associate.

The Memorandum of Association and these Articles of Association,

WORDS INTERPRETED.

MEANINGS ATTRIBUTED THERETO.

“Special Resolution.”

and other the Articles of Association of the Institute from time to time in force.

A special Resolution of the Institute passed in accordance with Section 51 of the Act 25 and 26 Vict. c. 89.

“Extraordinary Resolution.”

A Resolution of the Institute passed in such manner as would, if confirmed by a subsequent Meeting, have constituted a special Resolution.

“Council.”

Members acting as the Directors or Managers of the Institute under the Regulations, or, as the case may be, the Members of the Council assembled at a Council Meeting.

“Member of Council.”

A Member of the Institute who is one of the Council of the Institute under the Regulations.

“Secretary.”

The Secretary of the Institute.

“General Meetings.”

General Meetings (whether Ordinary or Extraordinary) of the Members duly called and constituted, and any adjourned holding thereof.

“Seal.”

The Common Seal from time to time of the Institute.

“Month.”

A Calendar Month.

II.—ORDINARY MEMBERS AND FELLOWS.

2. For the purposes of registration the number of Members of the Institute is declared to be One Thousand.

3. The Signatories to these Articles of Association shall, on the registration of these Regulations with the Memorandum of Association, become and be Fellows of the Institute.

4. Each and every of the following persons, namely, (a) the original Trustees of the Parkes Memorial Fund, appointed at a Meeting of the Subscribers thereto, held at University College, London, on or about the 28th day of May, 1878, (b) the Signatories of the Articles of Association of the Parkes Museum aforesaid, (c) the persons who shall, on the incorporation of the Institute, be either President, Vice-Presidents, or Honorary Officers or Members of the Council, or Honorary Members of the Parkes Museum aforesaid, (d) or the persons who shall, on the incorporation of the Institute, be either President or Vice-Presidents, or Honorary Officers or Members of the Council or Fellows of the Sanitary Institute of Great Britain aforesaid, shall respectively, on signing before the 31st December, 1888 (unless in particular cases a longer time for

such signature be allowed by the Council), an application in the prescribed form to become a Member of the Institute, immediately on his being registered as a Member, become and be entitled to bear the title of Fellow of the Institute. Every person not within the category aforesaid who, on the registration of the Institute, shall be (*e*) an Ordinary Life Member of the Parkes Museum, or (*f*) a Life Member of the Sanitary Institute of Great Britain, or who, at any time during the twelve months preceding such registration, shall be or have been (*g*) an Ordinary Annual Member of the Parkes Museum, or (*h*) an Annual Member of the Sanitary Institute of Great Britain, shall be entitled, upon signing before the 31st December, 1888 (unless in particular cases a longer time for such signature be allowed by the Council), an application or request in the prescribed form, to be forthwith registered as an Ordinary Member, and shall thereupon become an Ordinary Member of the Institute.

5. Every person becoming a Member of the Institute, under Clause 3 or Clause 4, who shall have been an Ordinary Life Member or Honorary Member of the Parkes Museum, or a Fellow or Life Member of the Sanitary Institute of Great Britain, shall be exempt from any liability or obligation to pay any entrance fee or annual subscription to the Institute.

6. Any Donor to the Institute of not less than £1,000 at one time, or of several sums at different times, none of which shall be less than £250, and which shall in the aggregate amount to £1,000 at the least, whether the money shall be his own money, or shall be given or paid in pursuance of any discretionary or imperative trust, or any one or more of any body of trustees, or legal personal representatives being such donors, or any one or more of the legal personal representatives for the time being of any testator bequeathing, or having bequeathed, not less than £1000 to the Institute, shall be eligible as a Fellow of the Institute: if elected shall be exempt from any liability or obligation to pay any entrance fee or annual subscription to the Institute. Provided that donations or bequests of stocks, funds, securities or other property to the Institute shall confer the same privileges under this Article as donations, or bequests of the value thereof in money. Provided also that a donation or bequest to the Institute within the meaning of this Article, may be a donation or bequest for the general purposes of the Institute, or in furtherance of any particular object or objects of the Institute, or, provided the donation or bequest be legally valid, upon any trust which the Institute shall accept, and may be subject to any trust, or direction for the preservation thereof in perpetuity, and the application of the income thereof only to the general, or any particular objects or object of the Institute, or upon any such trust as aforesaid.

7. Any person not entitled to become a Member under Clause 4 who shall hereafter be desirous of becoming an Ordinary Member, shall sign a Letter of Application in the prescribed form, which must be also signed in the prescribed form by not less than three Members, and transmit or deliver such Letter of Application so signed as afore-

said to the Secretary, and thereupon such person shall be deemed to have agreed to become, and, upon his being elected as an Ordinary Member by the Council, shall thereupon become a Member of the Institute.

8. Any Ordinary Member not entitled to become a Fellow under Clause 4 shall, at the expiration of one year from the commencement of his Membership, but not before, be, if otherwise eligible according to the Regulations, eligible as a Fellow of the Institute: and if elected by the Council as a Fellow, such Member shall thereupon become a Fellow of the Institute.

9. The Election of Fellows shall rest with the Council.

III.—FEES, SUBSCRIPTIONS OR CONTRIBUTIONS OF ORDINARY MEMBERS AND FELLOWS.

10. The first Members of the Institute whose names are contained in the Schedule hereto, and any person who shall become a Member under Clause 4, shall not be liable to the payment of any entrance fee. And every such Scheduled or other Member (not being exempted from all payments by Clause 5) who shall have been an annual subscriber to the said Parkes Museum, or to the said Sanitary Institute of Great Britain, shall be liable to pay as an annual subscription or contribution to the funds of the Institute only such sum as shall have been the annual amount of his subscription to the said Parkes Museum or to the said Sanitary Institute of Great Britain as the case may be, and in case of subscribers to both the annual amount of his subscription to such one of them as he shall choose: Provided always that every person (not exempted as aforesaid) being a Scheduled Member under Clause 3, or who shall become a Member under Clause 4), shall be entitled at any time within twelve months from the registration of the Incorporation of the Institute, or (as the case may be) at any time within twelve months after he shall so become a Member, to compound for all annual subscriptions to the funds of the Institute then or at any time thereafter payable by a payment to the Institute in one sum within the said period of twelve months of the sum of £10 10s.

11. Subject as aforesaid, and until otherwise determined by the Council, the fees and annual subscriptions or contributions payable by the Members to the Institute and the terms of compounding for the same shall be as follows:—

- (a) Any person who on his being elected as an Ordinary Member under Clause 7, or on his becoming a Fellow or Ordinary Member under Clause 3 or Clause 4 (not being a person within the exemption of Clauses 5 and 6), shall either be a Medical Officer of Health or have from some Examining Body a Sanitary Science Certificate (the sufficiency of which Certificate shall be recognized by the Council), or be both a Surveyor having his appointment from some Parliamentary Sanitary Authority and a Member or Associate Member of the Institution of Civil Engineers,

or hold the Certificate of the Sanitary Institute of Great Britain or of the Institute, of competency for the appointment of a Local Surveyor, shall, on his election as, or on his becoming a Member as aforesaid, forthwith become liable to and pay by way of subscription or contribution to the funds of the Institute for the year in which he is so elected or becomes a Member the sum of £1 1s., and for each succeeding year during his Membership shall pay on the 1st of January of such succeeding year by way of annual subscription or Contribution as aforesaid the like sum of £1 1s., and shall be exempt from the payment of any entrance fee.

- (b) Every other person whose case is not hereinbefore otherwise provided for shall, on his being elected as, or becoming a Member, forthwith become liable to, and pay as an entrance fee, payable by him to the funds of the Institute, the sum of £3 3s., and shall, in addition thereto, pay by way of subscription or contribution to the funds of the Institute for the year in which he shall become a Member the sum of £2 2s., and for each succeeding year of his Membership shall pay on the 1st of January of such year, by way of annual subscription or contribution to the funds of the Institute the sum of £2 2s.
- (c) Provided always that the first annual subscription paid by any persons elected as Ordinary Members between the 25th September in any year and the 1st January in the following year shall cover the year commencing on the said 1st January following.
- (d) Every Ordinary Member not being entitled to exemption under Clause 6 who shall hereafter be elected a Fellow of the Institute, shall, on his election, forthwith become liable to and pay to the funds of the Institute, as a Fellow's election fee, the sum of £5 5s., but he shall continue to pay the same annual subscription as theretofore.
- (e) Subject to the special provisions hereinbefore contained, every Member shall be entitled at any time during his Membership to compound for annual subscriptions then or thereafter at any time payable by him (including the subscription payable for the year in which he so compounds), by a payment to the funds of the Institute in one sum of £21, and on such payment all further liability for contribution to the funds of the Institute, except for entrance fee, or Fellow's election fee, shall cease.

12. Provided always that any increase of fees, subscriptions, or composition-money made by the Council over and above what shall have been payable at the time of becoming a Member shall not affect any person who has become a Member previous to the making of such increase.

IV.—DISTINGUISHING TITLES OF ORDINARY MEMBERS AND FELLOWS.

13. Any Member desiring to designate himself as belonging to the Institute as a Member thereof shall, as to Fellows, be entitled to so designate himself by the description, Fellow San. Inst.; and in the case of an Ordinary Member be entitled to so designate himself by the description, Mem. San. Inst.

V.—HONORARY FELLOWS.

14. The Council shall have power to elect from time to time, and for such period not exceeding three years, as they shall think fit, as Honorary Fellows of the Institute, such foreigners whose names have been distinguished in connection with Sanitary Science, as the Council shall approve, provided that no person shall by election to the distinction of Honorary Fellow become a Member of the Institute.

VI.—ASSOCIATES.

15. There may be Associates of the Institute and the persons coming within, or complying with the following regulations relating to Associates, may become such; provided that no person shall by becoming an Associate become a Member of the Institute.

16. Any person who on the registration of the Institute shall be a Life Associate of, or a Life Subscriber to the said Sanitary Institute of Great Britain, or who at any time during the twelve months preceding such registration, shall be, or shall have been an Associate (other than a Life Associate) thereof, or an annual subscriber thereto, shall be entitled upon signing before the 31st December, 1888 (unless in particular cases a longer time for such signature shall be allowed by the Council), an application or request in the prescribed form to become an Associate of the Institute, and every person becoming an Associate under the provisions of this Clause 16, who shall have been a Life Associate of, or Life Subscriber to, the said Sanitary Institute of Great Britain, shall be exempt from any liability to make any payment whatever to the Institute by reason of his Associateship.

17. The Council shall have power to elect from time to time as an Associate any person not entitled to become an Associate under the provisions of Clause 16, who shall have applied in the prescribed form to be elected an Associate.

18. Subject to the exemption in Clause 16, and until otherwise determined by the Council, the fees and annual subscriptions and contributions payable by the Associates to the Institute, and the terms of compounding for the same shall be as follows:—

- (a) Every person who shall become an Associate under Clause 16, and who shall not be among those exempted by such Clause, from any liability to make any payment to the Institute, and every person who shall be elected an Associate, and who shall also at the time of his election either have received the Certificate of the Sanitary Institute of Great Britain or of the Institute, of competency for the appointment of Inspector of Nuisances, or have held the appointment of Inspector of Nuisances

in any district at the date of the incorporation of the Institute shall be entitled to become or be elected Associate without entrance fee, but shall on his becoming or being elected Associate pay by way of subscription for the year of his election the sum of 10s. 6d., and thenceforth on the 1st day of January of every year succeeding his election, by way of annual subscription for such year the like sum of 10s. 6d., and shall be exempt from the payment of any entrance fee.

- (b) Every other person elected an Associate shall, upon his election, pay, by way of entrance fee, the sum of £2 2s. 0d., and by way of subscription for the year of his election, the sum of £1 1s. 0d., and thenceforth on the 1st day of January of every year succeeding his election, by way of annual subscription for such year, the sum of £1 1s. 0d., provided always that the first annual subscription paid by any persons elected as Associates between the 25th September in any year, and the 1st January in the following year, shall cover the year commencing on the said 1st January following.
- (c) Subject to the special provisions, hereinbefore contained, every Associate shall be entitled, at any time during his Associateship, to compound for annual subscriptions then, or thereafter, at any time payable by him (including the subscription payable for the year in which he so compounds) by a payment to the funds of the Institute in one sum of £10 10s. 0d., and on such payment all further liability for contribution to the funds of the Institute except for entrance fee (if any) shall cease.

19. Provided always that any increase of fees, subscriptions, or composition money made by the Council, over and above what shall have been payable at the time of becoming an Associate, shall not affect any person who has become an Associate previous to such increase.

20. The failure of any Associate to pay his entrance fee, if one be payable, and if he shall not have compounded as aforesaid, or be exempt as aforesaid, the sum payable by way of subscription for the year of election within one month after his election, or if he shall not have compounded, or be exempt as aforesaid, his annual subscription as aforesaid within one month after the same shall have become payable as hereinbefore provided, shall render such Associate liable to have his name struck off the List of such Associates, and the Council shall be empowered to erase the name of any such Associate from the List of Associates, subject to the right of the Council to reinstate the name of any Associate whose name the Council shall have erased in any case in which the Council shall think fit so to do.

VII.—DESIGNATION OF ASSOCIATESHIP.

21. Any Associate desiring to designate himself as connected with the Institute as such shall be entitled so to designate himself by the description "Assoc. San. Inst."

VIII.—RESIGNATION AND EXPULSION OF MEMBERS AND LIABILITY TO CONTRIBUTIONS.

22. Any Member who may desire at any time to resign his membership, and who is not in arrear in the payment of the subscriptions payable by him to the Institute, according to the Rules for the time being, regulating the payment of subscriptions, may do so by letter, in writing, addressed to the Secretary, at the Office of the Institute, and thereupon as from the date at which such letter of resignation shall be received as aforesaid, the Member so desiring to resign shall cease to be a Member, and his name shall be erased from the List of Members.

23. Any Member whose subscription to the funds of the Institute for the year previous to any then current year, and for such current year, shall not have been paid on or before the 1st of March in such current year, shall be liable to have his name erased from the Register of Members, on the ground of non-payment of subscriptions; and if upon notice on behalf of the Institute given to such Member, requiring him to pay his subscriptions in arrear as aforesaid, he shall fail to pay the same according to the exigency of such notice, his name may, by resolution of the Council, be erased from the Register of Members, and if his name be so erased, such Member shall thereupon cease to be a Member. Provided always that a Member, who shall so cease to be a Member, shall nevertheless remain liable to pay the contributions, for the non-payment whereof his name shall have been erased from the list of Members as aforesaid. And provided further that, notwithstanding that the Membership of any Member may have become determined as aforesaid, the Council shall in any case in which they may think fit in their discretion so to do, have power in the current year in which the right of a Member to continue Membership shall have determined for non-payment of subscriptions as aforesaid, but not afterwards, by resolution to reinstate any such Member in his Membership upon his payment of all arrears of subscription, and he shall in such case and upon payment of arrears be reinstated as a Member accordingly.

24. Should any requisition signed by not less than twenty Members be transmitted to the Council requiring that any Member be expelled from the Institute, and stating the reasons or grounds on which such requisition is made, the Council shall, in case the reasons or grounds stated by the Requisitionists shall appear to the Council to afford a good and sufficient *prima facie* cause for the expulsion of such Member, cause to be forwarded a letter signed by the Secretary and addressed to the Member whose expulsion is required, and take all such other steps as they shall deem requisite for giving him a fair opportunity of denial, defence, or explanation; and in case the member in question shall decline or neglect to avail himself of such opportunity, or shall fail to satisfy the Council by his denial, defence, or explanation, the Council shall have power at a meeting of the Council called for the purpose of considering such expulsion, and consisting of not less than ten Members of Council (one of whom

shall be the President, or one of the Vice-Presidents, or the Chairman of the Council), to remove the name of such Member from the Register, and thereupon he shall cease to be a Member of the Institute.

25. All entrance fees and subscriptions to the funds of the Institute payable by any Member shall be a debt due from him, and until he pay the same he shall remain liable for the payment of the contributions payable by him to the Institute under the Regulations or Rules of the Institute for the time being with reference to the payment thereof.

26. In any proceeding by the Institute against any Member for the recovery of any contribution payable by him to the funds of the Institute, it shall be sufficient for the Institute to prove that the name of the person proceeded against is on the Register of Members and that such contribution remains unpaid, and proof of the matters aforesaid shall be conclusive evidence of the debt.

27. The Council shall at all times have power, in reference to the case of any Member who in the opinion of the Council has distinguished himself in the cause of Sanitary Science, but who from ill-health, advanced age, or other sufficient cause, in the opinion of the Council, is unable to pay his contributions to the funds of the Institute, to remit altogether the payment of the contributions and all arrears (if any) thereof, or to accept Books, or Drawings, or Models, or such other contributions, not being a money contribution, as in their opinion in the circumstances of the case may seem appropriate to accept in lieu of the contributions payable by such Member.

IX.—FORMS OF APPLICATION FOR MEMBERSHIP OR ASSOCIATESHIP.

28. The Council shall have power from time to time to determine and prescribe the forms of application for Membership and Associateship respectively, and also in any particular case to regard and treat as made or given, in the prescribed form, any application for Membership or Associateship which they may think fit to allow.

X.—GENERAL MEETINGS AND PROCEEDINGS THEREAT.

29. The first Ordinary General Meeting of the Institute shall be held at such time, not being more than four months after the Incorporation of the Institute, and at such places as the Council shall determine, and subsequent Ordinary General Meetings shall be held at such times and places as shall be from time to time, or by way of By-law, prescribed by the Council; and if no other time or place be prescribed for it, an Ordinary General Meeting shall take place at four o'clock on the last Tuesday in the month of January in each year at such place as may be determined on by the Council.

30. All other Meetings shall be called Extraordinary.

31. The Council may, whenever they think fit, and they shall upon a Requisition made in writing and signed by not less than fifteen Members, convene an Extraordinary General Meeting.

32. Any Requisition made by the Members shall express the object

of the Meeting proposed to be called, and shall be left at the Registered Office of the Institute.

33. Upon the receipt of such a Requisition the Council shall forthwith proceed to convene a General Meeting; and if they do not convene the same within twenty-eight days from the date of the receipt of the Requisition, the Requisitionists may themselves convene a Meeting.

34. Not less than seven days' notice of every General Meeting, specifying the place, the day, and the hour of the Meeting, and in case of Special Business, the general nature of the business to be transacted thereat, shall be given to each of the Members residing in the United Kingdom, in such form and manner as the Council may from time to time prescribe; but the accidental omission to give such notice to, or the non-receipt of such notice by, any Member shall not invalidate the proceedings of any General Meeting.

35. Every Ordinary General Meeting may, as ordinary business (when such election shall, under the Regulations, be part of the business of such Meeting), proceed to the election of the President, Vice-Presidents and Treasurer, for the ensuing year, the election of Members of Council in place of those retiring under the Regulations, and of Auditors, and may receive and adopt and confirm, either wholly or in part, any Report or Statement made to the Meeting by the Council, and the Accounts and Balance Sheets (if any) presented to the Meeting, and may decide on any recommendation made in any Statement or Report of the Council or any question arising out of the matters aforesaid. All other business, whether transacted at an Ordinary or Extraordinary Meeting, shall be deemed special, and cannot be entered upon unless specified in the notice convening the Meeting; and any Member desiring to bring forward any business at an Ordinary Meeting must give not less than six weeks' notice thereof to the Council, who may, if they think fit, specify the same in the notices convening the Meeting.

36. An Honorary Fellow may attend and speak in any General Meeting, but shall have no vote.

37. No business shall be transacted at any General Meeting except the election (when necessary) of a Chairman, unless a Quorum of Members be present at the time when the Meeting is prepared to proceed to business.

38. In order to constitute a Quorum at a General Meeting there shall be present at least six Ordinary Members.

39. If within half an hour from the time appointed for the Meeting a Quorum of Members be not present, the Meeting shall, if convened upon the requisition of Members, be dissolved, and in any other case shall adjourn to some time (not later than the twentieth subsequent day) and place to be fixed by the Members present, of which three days' notice at the least shall be given; and if at such adjourned Meeting a Quorum be not present, the Member or Members present may proceed to the transaction of the business.

40. At every General Meeting all matters which come under the consideration of such Meeting shall, unless it shall be in any case

otherwise provided, or unless where otherwise by law required, be decided when the vote is not unanimous by a simple majority of the votes of the Members personally present. The Vote to be taken by a show of hands or by dividing the Meeting as the Chairman shall decide, unless a division be demanded by at least six Members.

41. The President or in his absence the Senior Vice-President, or in case two or more Vice-Presidents of equal standing shall be present, such one of them as shall be chosen by the Members present, or in the absence or unwillingness to act of the President and all the Vice-Presidents, the Chairman of Council, or in his absence or unwillingness any Member chosen by the Members present, shall preside as Chairman at any General Meeting.

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

XI.—VOTES OF MEMBERS.

43. Every Member shall, upon a show of hands or Division, have one vote only. In case of an equality of votes, the Chairman shall have a second or casting vote.

XII.—THE PRESIDENT, VICE-PRESIDENTS, AND TREASURER OF THE INSTITUTE, AND MODE OF THEIR ELECTION.

44. Among the Fellows of the Institute there shall be one who shall hold and bear the title, and discharge the duties of President of the Institute; and unless and until the Institute in General Meeting shall otherwise, either by special or extraordinary Resolution so resolve, there shall be two or more Fellows who shall respectively hold and bear the title and discharge the duties of Vice-President of the Institute; and there shall also be elected from among the Fellows of the Institute one who shall bear the title and discharge the duties of Treasurer of the Institute.

45. The first President, Vice-Presidents, and Treasurer of the Institute shall be elected at the First General Meeting of the Institute to be held after its incorporation, and they shall respectively hold office until the Ordinary General Meeting of the Institute, or, if more than one, the first Ordinary General Meeting of the Institute to be held in the year next but one after the year of incorporation, or such other Ordinary General Meeting as shall be determined at the time of their election.

46. At the Ordinary General Meeting until which a President, Vice-President, or Treasurer is to hold office, the office which he vacates is to be filled until such subsequent Ordinary General Meeting as shall then be determined, or, if no other shall be so determined, then until the only or first Ordinary General Meeting in the following year, and [subject to the provisions of the next article] a retiring President, Vice-President, or Treasurer shall be re-eligible.

47. The President shall not be eligible for re-election more than twice in succession.

48. The President and Vice-Presidents shall, if more than one name for each office be proposed, be elected by ballot.

49. Not less than three weeks previous to the General Meeting at which the President and Vice-Presidents are to be elected, the Council shall send by post or deliver to every Member a list of Members suitable for proposal to the offices of President and Vice-Presidents respectively; and the name of any other Fellow not in such list, if proposed by any two Fellows and sent to the Council not less than two weeks before such General Meeting as aforesaid, with a written undertaking by the nominee of such Fellows to serve if elected, shall be added by the Council to their said list; and the list sent out by the Council with any other name or names proposed as aforesaid shall be the Balloting List for the election of President and Vice-Presidents respectively.

50. In case, for any reason, or by any inadvertence whatsoever, the election of President, Vice-Presidents, or Treasurer shall not be made at the General Meeting or any adjournment thereof, at which in due course it ought to have been made, the Member, or Members, discharging the office, or offices, with reference to which there shall have been such failure of election as aforesaid, shall be considered as continued in office until the next period of election.

XIII.—THE COUNCIL AND ITS POWERS.

51. Until otherwise determined by the Institute in General Meeting, the Council shall consist of not more than 31 nor less than 21 elective Members, and also the President, Vice-Presidents, Treasurer, and Registrar as *ex officio* Members.

52. The first elective Members of Council shall be such persons as at the date of the incorporation of the Institute shall be elective Members of the Council of the Parkes Museum, or of the Council of the Sanitary Institute of Great Britain respectively, and they shall hold office until the first Ordinary General Meeting in 1889.

53. At such last-mentioned Meeting, and at every subsequent first Ordinary General Meeting of the year, eight of the elective Members of Council shall retire from office, and a like number of Fellows shall be elected to fill the vacated offices.

54. Four of the retiring Members of Council shall not be eligible for re-election until the next Ordinary General Meeting following their retirement.

55. The Members of the Council who shall retire at the first Ordinary General Meeting in the year 1889, and at the first Ordinary General Meeting in every subsequent year thereto, shall be determined as follows:—

- (a) The four retiring Members who are not eligible for re-election shall be determined by vote of the Council by ballot.
- (b) The four retiring Members who are eligible for re-election shall be those amongst the remaining Members (after

excluding those determined by Clause 55a) who have been longest in office, and whenever, by reason of the number of Members who have been in office for the same period that test shall fail, the individuals of the class who are to retire shall be determined by drawing lots.

56. Any vacancy by retirement or otherwise existing at the time of the Ordinary General Meeting, at which elections are to take place, or of any adjournment thereof, shall be counted as one of the vacancies to be provided by the retirement of the four Members not eligible for re-election, provided always that, subject to previous notice being given, any such Meeting may reduce the number of the Council by the number of vacancies, or any less number.

57. Unless and except so far as it shall be resolved to reduce the number of the Council at the Ordinary General Meeting at which Members retire, then, in case such meeting or any and every adjournment thereof shall fail to elect successors to all the retiring Members, such retiring Members, or such number of them as with the successors elected will make up the entire number of retiring Members, shall continue to act as if they had been re-elected at such Meeting, the retiring Members who are so to continue being determined by the Council by ballot.

58. The powers of the Council shall not be affected by vacancies and all acts done by any Meeting of the Council, or of a Committee of the Council, or by any person acting as a Member of the Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any persons or person acting as Members, or a Member of the Council at such Meeting or otherwise, or that they or any of them were or was disqualified, be as valid as if every such person had been duly appointed and was duly qualified to act.

59. Only Fellows shall be elective Members of Council, and any Member of the Council shall vacate such office in case he shall cease to be a Member of the Institute.

60. A Member of the Council may at any time give notice in writing of his wish to resign, and on the acceptance of his resignation by the Council, but not before, his office shall be vacated.

XIV.—POWERS OF THE COUNCIL.

61. Subject to the Regulations the Council shall meet for the despatch of business, adjourn and otherwise regulate their Meetings as they shall think fit; and the Quorum necessary for the transaction of business shall, unless and until the Regulations otherwise provide, be five, and questions arising at any Meeting of Council shall, unless and until the Council shall otherwise determine either generally or with reference to any particular case, be decided by a simple majority, and in case of equality of votes the Member acting as Chairman of the Meeting shall have a second or casting vote. Any two Members of Council may at any time summon a Meeting of Council.

62. The President of the Institute shall be entitled to preside and act as Chairman at every Meeting of Council if and when present, or in his absence one of the Vice-Presidents, and if more than one Vice-President shall be present, then such one of them as shall be selected by the Meeting shall be entitled to preside as Chairman.

63. The Council shall have power to elect annually from among the Members of Council a permanent Chairman, who shall when present preside as Chairman on all occasions on which both the President and the Vice-Presidents shall be absent, and in the absence of President, Vice-Presidents, and permanent Chairman, a Chairman *pro hac vice* shall be elected by the Meeting.

64. Casual vacancies occurring among the elective Members of Council may be filled up by the Council.

65. The entire business of the Institute shall be arranged and managed by the Council, who may exercise in all respects all the powers of the Institute, save such as are by law, or by the Regulations declared to be exercisable only by the Institute in General Meeting. The generality of the power hereby conferred shall not be deemed to be limited by any express powers conferred on the Council by the Regulations, and no new Regulation or resolution of a General Meeting shall invalidate any prior act of the Council, which would have been valid if such Regulation had not been made or resolution passed.

66. Particularly, and without limiting or controlling the effect of the preceding Article, the Council may :—

- (a) In case of any casual vacancy occurring in the office of President, Vice-President, or Treasurer of the Institute between the periods at which, according to the Regulations, the President, Vice-Presidents, and Treasurer are to be elected, elect a Member to fill any such casual vacancy until the next regular period of election.
- (b) Elect from among the Fellows of the Institute, and appoint a Registrar of the Institute, and determine or agree with the Registrar as to his remuneration. So far as the Council may think fit so to do, regulate, limit, and define the duties of the Treasurer and Registrar respectively; but such duties as to the Registrar shall comprise the keeping of a Register of Candidates who have passed the examinations and obtained Certificates from the Institute, and the preparation in concert with the Board of Examiners of a Report of each Examination to be submitted to the Council. The Registrar shall be appointed annually, but shall always be re-eligible.
- (c) Elect from among the Fellows of the Institute the several Members who shall constitute the Board of Examiners to conduct the Examinations to be held by the Institute.
- (d) Elect and appoint the Judges of the Exhibitions to be held by the Institute.
- (e) Determine the time, place, and mode of holding the Examinations for Certificates of competency, and other

Certificates of the Institute, and the subjects on which Candidates shall be examined, and the conditions under which Candidates shall be entitled to present themselves for examination.

- (f) Regulate and determine the fees payable by Candidates for Examination, and the conditions under which any of the Prizes offered by the Institute may be competed for by Candidates.
- (g) Determine how and in what proportions, and to or between whom the fees paid by Candidates for examination shall be paid or divided, or how otherwise the same shall be applied. Provided always that no Member of Council shall vote upon any question in which his remuneration for services rendered or to be rendered by him to the Institute as Examiner or otherwise is to be determined.
- (h) Draw up for the purpose of presenting the same at General Meetings all such Reports and recommendations, or statements of the affairs of the Institute and all such Statements of Account as they shall think fit.
- (i) Publish and edit, or cause to be edited and issued in the name and on behalf of the Institute all such Books, Papers, Periodicals, or other literary productions connected with Sanitary Science as to the Council shall seem fit.
- (j) Accept for, and on behalf of, the Institute either solely or subject to such reservation of copyright, or otherwise, as may be agreed, any book, picture, drawing, periodical, literary production, or other work.
- (k) Appoint a Secretary and such other Officers and Assistants of the Institute as they shall deem requisite, and fix the amount of the salaries or remuneration of any Officers of the Institute and the duties from time to time to be performed by them respectively; and delegate to any Officer of the Institute whether paid or honorary, or to any Committee consisting of such number of Members of their body as they shall determine, such powers of the Council, either in respect of the appointment of Officials or Servants, or otherwise as the Council may think fit to be so delegated.
- (l) Purchase, acquire, adapt, or erect from time to time on behalf of the Institute all such sites, not exceeding in the aggregate two acres, and buildings as they may think necessary or convenient for the purposes of the Institute, and for such purposes enter into all necessary contracts, and ratify any provisional or other contracts entered into before the incorporation of the Institute, and offer any premium or premiums for designs of buildings adapted for the purposes of the Institute.
- (m) Agree to all terms, assume all liabilities, and do all acts necessary or proper with reference to taking over all or

any of the assets and liabilities of the Parkes Museum, and the Sanitary Institute of Great Britain, or either of them.

- (n) With authority of a General Meeting, but not otherwise, borrow on Mortgage of all or any part of the present, or the future property of the Institute, or on the Debentures or Promissory Notes of the Institute (such Promissory Notes to be signed on behalf of the Institute by two Members of Council and countersigned by the Treasurer and Secretary), any sum or sums of money which they may think proper, and apply the money so raised to the purposes of the Institute, and in every Mortgage made in pursuance of this power, if they think fit, insert a power of sale, and all usual or proper Mortgage powers and provisoes.
- (o) With the authority of a General Meeting, but not otherwise (except as to sales of moveable property no longer required, or for the purpose of being replaced), sell or dispose of any land, buildings, or other property belonging to the Institute.
- (p) Make, and from time to time afterwards repeal or alter all such By Laws for the conduct of the general affairs of the Institute, and for the despatch of business as the Council, from time to time may deem expedient, provided that such By Laws do not contravene any of the Regulations.
- (q) Without prejudice to the generality of sub-clause (p), it is expressly declared that such By Laws may determine the cases in which the Council shall vote by ballot, and the Quorum or majority of votes which shall be required in any particular case, and may impose conditions as to the qualification of Fellows, Honorary Fellows, Ordinary Members, Associates, and the mode of proposing them, and may provide for suspending the privileges of persons whose subscriptions are in arrear, and may prescribe the mode of proposing, voting for, and electing the President, and Vice-Presidents of the Institute, the elective Members of Council, the Auditors, and the Treasurer, and may provide for the appointment of Trustees of the Institute by General Meetings if any such are required.

67. The Council shall provide a Common Seal, and shall have full power to use the said Seal in the execution of all, or any of the powers hereby vested in them, or otherwise in relation to the business or affairs of the Institute, as they, in their discretion, think fit: and any document bearing the Seal of the Institute, and purporting to be attested by two Members of the Council shall, in the absence of proof to the contrary, be deemed to be duly sealed by the Institute.

68. Members of Council shall be paid all actual outlay on behalf of the Institute incurred by order of, or sanctioned by, the Council.

69. The Council are authorized, out of the moneys of the Institute, to pay such sum of money as they may think fit, in discharge of all

expenses (preliminary or otherwise) attending or incidental to the formation and incorporation of the Institute.

70. All moneys received by, or on behalf of, the Institute, shall be regularly paid into the banking account, to be kept in the name of the Institute, and no money shall be paid by or on account of the Institute other than petty cash disbursements, except by cheque on the said banking account. Petty cash disbursements shall be paid out of cash for which cheques on the said banking account shall be drawn, from time to time, as required. All cheques on the said banking account shall be signed and countersigned as may, from time to time, be directed by the Council.

71. The Council shall cause Minutes to be made of all proceedings at any Meeting of the Institute or of the Council, and shall at all times cause a register to be kept of the Members, both Ordinary Members and Fellows, and a list of Honorary Fellows and Associates, with their respective last known places of abode.

XV.—ACCOUNTS AND AUDITORS.

72. The Council shall appoint two Auditors, one of whom shall be a member of the Institute of Chartered Accountants, to audit the accounts of the Institute, to be presented to the Members at the first Ordinary General Meeting to be held in the year 1889; and at such Meeting, and thenceforth at the first Ordinary General Meeting in every subsequent year, two Auditors, one of whom shall be a Member of the Institute of Chartered Accountants, shall be appointed for the ensuing year to audit the accounts of the Institute.

73. An Auditor need not necessarily be a Member of the Institute, and a Retiring Auditor shall be re-eligible, and the Council may supply any casual vacancy in the Auditorship.

74. The Council shall cause true accounts to be kept of the receipts and expenditure of the Institute, and of all such matters as shall be necessary to show the true state and condition of the Institute financially, and shall cause the accounts of the Institute to be audited annually by the Auditors appointed pursuant to Regulations, and such Auditors shall have access at all reasonable times to the Books of the Institute, and shall verify and sign any Annual or other Statement of Account submitted by the Council to General Meetings.

XVI.—NOTICES.

75. Notices required to be given by the Institute or the Council to the Members may be given either personally, or by leaving the same for, or by sending the same through the post addressed to the Members at their Registered places of abode respectively. All Notices, if given by post, shall be deemed to have been given at the time when the letter containing the same, being properly addressed and posted, would have arrived in due course of post.

76. All Notices required by law to be given by advertisements shall be advertised in a newspaper circulating in London, and shall be deemed sufficient if so advertised.

Names, Addresses, and Description of Subscribers.

- NORTHUMBERLAND. 2, Grosvenor Place; Peer of the Realm.
 WESTMINSTER. Grosvenor House; Peer of the Realm.
 DOUGLAS GALTON, K.C.B., late Royal Engineers. 12, Chester Street,
 Grosvenor Place, S.W.
 GEORGE JAMES SYMONS, F.R.S., Meteorologist. 62, Camden Square,
 N.W.
 THOMAS HAYTER LEWIS, F.S.A. 12, Kensington Gardens Square.
 MARK HAYLER JUDGE, A.R.I.B.A. 8, Park Place Villas, W.
 WILLIAM HENRY CORFIELD, M.A., M.D. (Oxon). 19, Savile Row, W.
 THOMAS TWINING, Gentleman. Perryn House, Twickenham.
 EDWIN CHADWICK, C.B. East Sheen, Mortlake, Surrey.
 ROGERS FIELD, B.A., M.Inst.C.E. 4, Westminster Chambers, S.W.
 T. ORME DUDFIELD. 14, Ashburn Place, S.W. (Doctor in Medicine).
 CHARLES H. PARKES, Gentleman. Netherfield, Weybridge.
 CHARLES E. CASSAL, F.I.C., F.C.S., Public Analyst. Town Hall,
 Kensington.
 G. V. POORE, M.D., F.R.C.P., Physician. 30, Wimpole Street, W
-

Dated the 16th day of August, 1888.

Witness to the above Signatures,

E. WHITE WALLIS,

Secretary of the Sanitary Institute of Great Britain, and of the
 Parkes Museum, 74a, Margaret Street, W.

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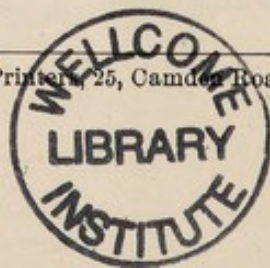
The heavy figures in brackets [3] refer to the Sections of the Memorandum of Association, the other figures refer to the clauses of the Articles of Association.

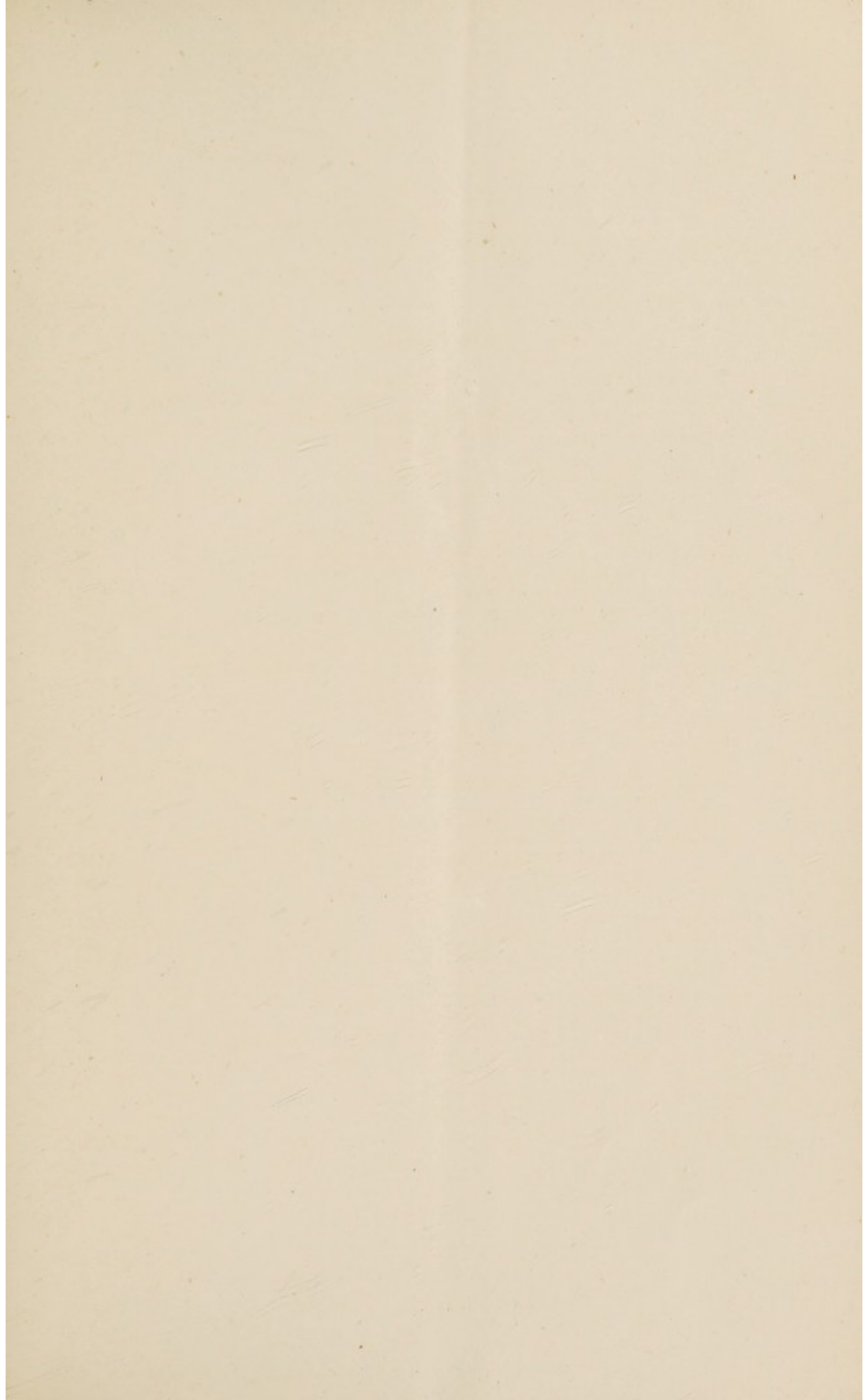
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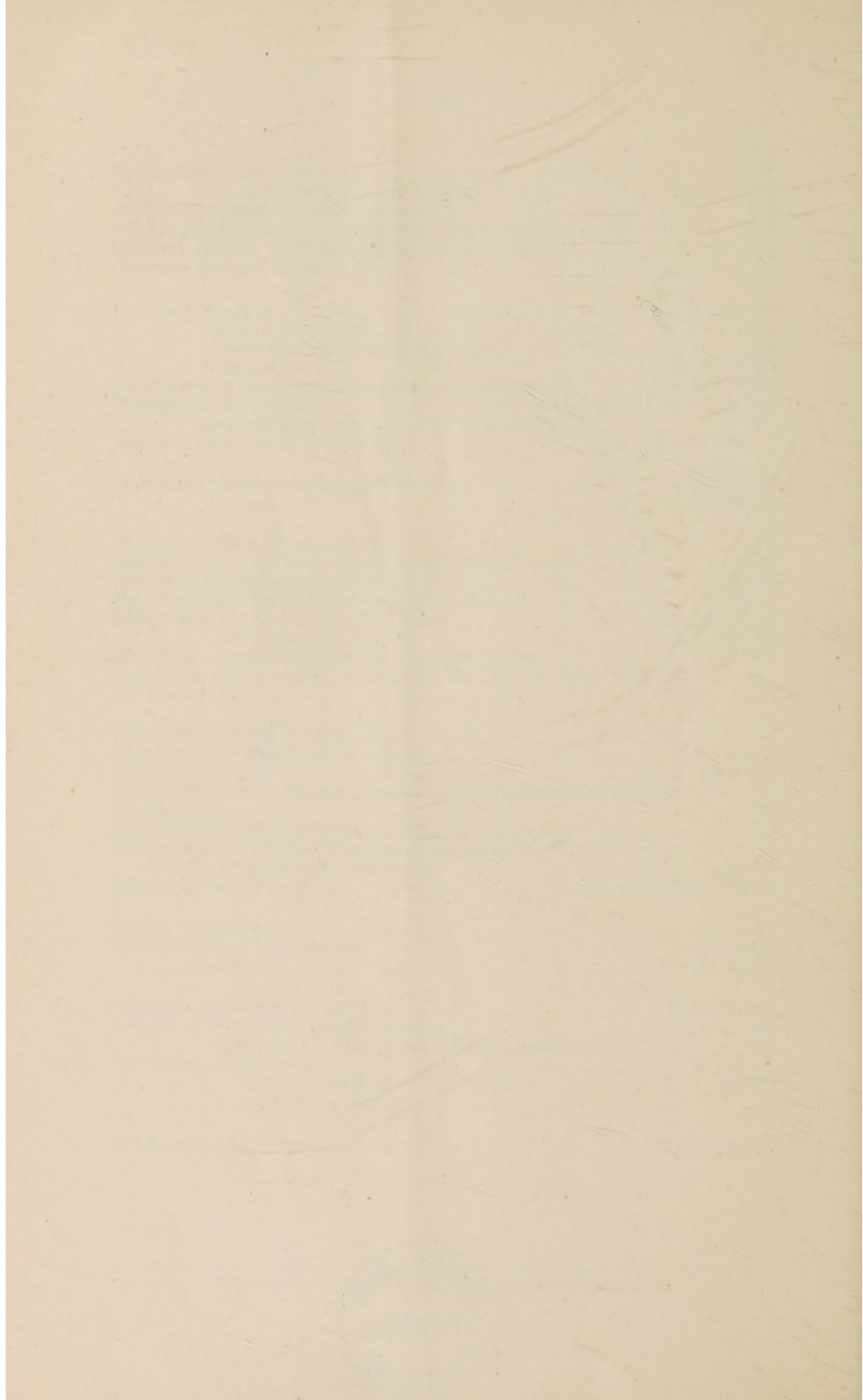
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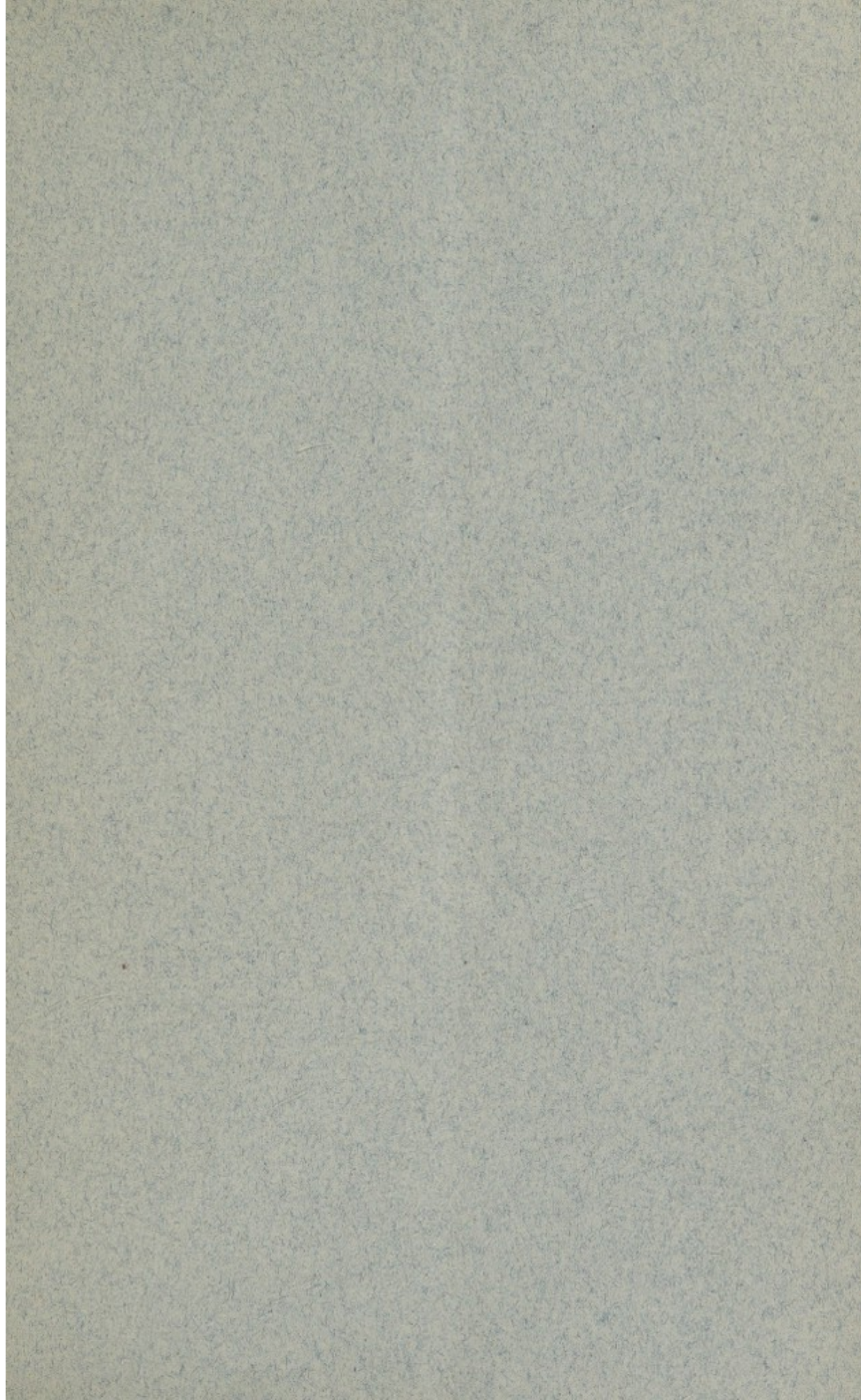
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