

Order in Council approving the Grant of a Royal Charter
of Incorporation to the Society of Dyers and Colourists

AT THE COURT OF SAINT JAMES

The 26th day of March, 1963.

PRESENT,

HER MAJESTY QUEEN ELIZABETH THE QUEEN MOTHER,
HIS ROYAL HIGHNESS THE DUKE OF GLOUCESTER.

LORD PRESIDENT
CHANCELLOR OF THE DUCHY OF LANCASTER
MR. BOYD-CARPENTER
MR. DEEDES

WHEREAS Her Majesty, in pursuance of the Regency Acts, 1937 to 1953, was pleased, by Letters Patent dated the twenty-second day of January, 1963, to delegate to the following Counsellors of State (subject to the exceptions hereinafter mentioned) or any two or more of them, that is to say, His Royal Highness The Prince Philip, Duke of Edinburgh, Her Majesty Queen Elizabeth The Queen Mother, Her Royal Highness The Princess Margaret, Countess of Snowdon, His Royal Highness The Duke of Gloucester, His Royal Highness Prince William of Gloucester and His Royal Highness The Duke of Kent, full power and authority during the period of Her Majesty's absence from the United Kingdom to summon and hold on Her Majesty's behalf Her Privy Council and to signify thereat Her Majesty's approval for anything for which Her Majesty's approval in Council is required:

AND WHEREAS Her Majesty was further pleased to except from the number of the said Counsellors of State His Royal Highness The Prince Philip, Duke of

Edinburgh, Her Royal Highness The Princess Margaret, Countess of Snowdon, His Royal Highness The Duke of Gloucester, His Royal Highness Prince William of Gloucester and His Royal Highness The Duke of Kent while absent from the United Kingdom:

AND WHEREAS there was this day read at the Board a Report of a Committee of the Lords of Her Majesty's Most Honourable Privy Council, dated the 13th day of March, 1963, in the words following, viz:—

“YOUR MAJESTY having been pleased, by Your Order of the 26th day of May, 1961, to refer unto this Committee the humble Petition of Francis Malcolm Stevenson, Esquire, and others, praying for the grant of a Charter of Incorporation to the Society of Dyers and Colourists:

“THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's said Order of Reference, have taken the said Petition into consideration, and do this day agree humbly to report, as their opinion, to Your Majesty, that a Charter may be granted by Your Majesty in terms of the Draft hereunto annexed.”

NOW, THEREFORE, Her Majesty Queen Elizabeth The Queen Mother and His Royal Highness The Duke of Gloucester, being authorized thereto by the said Letters Patent, have taken the said Report and the Draft Charter accompanying it into consideration, and do hereby, by and with the advice of Her Majesty's Privy Council, on Her Majesty's behalf approve thereof, and order, as it is hereby ordered, that the Right Honourable Henry Brooke, one of Her Majesty's Principal Secretaries of State, do cause a Warrant to be prepared for Her Majesty's Royal Signature, for passing under the Great Seal a Charter in conformity with the said Draft, which is hereunto annexed.

W. G. Agnew.

ELIZABETH THE SECOND

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith.

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS Members of the Council and other Members of the unincorporated body known as The Society of Dyers and Colourists on behalf of the said Society have by their humble Petition prayed that We would be graciously pleased to grant to the Members of the said Society a Charter of Incorporation:

AND WHEREAS We are minded to accede to the Prayer of such Petition:

NOW, THEREFORE, KNOW YE that We by virtue of Our Prerogative Royal and of all other powers enabling Us so to do of Our especial grace, certain knowledge and mere motion have granted and declared and do hereby for Us, Our Heirs and Successors grant and declare as follows:

1. The persons now Members of the said unincorporated body and all such persons as may hereafter become members of the body corporate hereby constituted shall be and are hereby created one body corporate and politic by the name of "The Society of Dyers and Colourists" and by the same name shall have perpetual succession and a Common Seal with full power and authority to break, alter, vary and renew the same from time to time at their discretion and by the same name shall and may sue and be sued in every Court of Us, Our Heirs and Successors and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a body corporate provided that the same be done in pursuance of the objects hereinafter specified.

2. In this Our Charter unless the subject or context otherwise requires:

"The Society" shall mean the body corporate and politic hereby constituted.

"The existing Society" shall mean the said unincorporated body known as "The Society of Dyers and Colourists".

"The By-laws" shall mean the By-laws for the time being in force by virtue of this Our Charter.

"The Members" shall mean the Members of the Society for the time being.

"The Council" shall mean the Council of Management constituted and appointed as herein provided.

"Extraordinary Resolution" shall mean a resolution passed by a majority of not less than three-fourths of such Members as being entitled so to do, vote in person or, where proxies are allowed, by proxy at a General Meeting of the Corporate Members of which not less than twenty-one days' notice specifying the intention to propose the resolution as an Extraordinary Resolution has been duly given.

Words importing the singular number only shall include the plural number and *vice versa*, words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

3. The objects for which the Society is hereby constituted are to promote by any or all available means the advancement of the science of colour and in particular but without prejudice to the generality of the foregoing in furtherance thereof to do all or any of the following:

- (a) to promote the advancement of technology both in the theory and in the practice of the creation and use of colour and colouring matters;
- (b) to provide means for the wider dissemination and interchange of knowledge concerning the science and technology of colour and colouring matters including knowledge of application to substrates and of the materials to which they may be applied;
- (c) to encourage education and research in all or any subjects concerned with the science of colour;
- (d) to hold meetings for the reading of papers and giving of lectures on coloration and colouring matters and for discussion of the same;
- (e) to publish scientific literature and a monthly journal for the promotion and correlation of knowledge of the science of colour;
- (f) to initiate and stimulate research and education in the interests of coloration in all aspects of human life;
- (g) to co-operate with other scientific organisations and bodies in relation to colour and its application and use;
- (h) to acquire by purchase, devise, bequest, donation or otherwise lands and hereditaments of any description and tenure and to accept any gift, endowment or bequest and the office of trustee and to carry out any trusts attached to any such gift, endowment or bequest or attached to such office;
- (i) to do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The property and moneys of the existing Society (including any property or moneys held in trust for the Society) shall as soon as may be after the grant of this Our Charter be formally transferred to the Society or shall be held by or formally transferred to such corporation or person or persons on its behalf as the By-laws may prescribe. The Society shall pay and discharge all the debts and liabilities of the existing Society as at the date of this Our Charter and shall take over and observe and perform all obligations of the existing Society under any contract or contracts existing at such date.

5. The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as set forth in this Our Charter 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 persons who at any time are Members of the Society. Provided that nothing herein contained shall prevent the payment in good faith of any reasonable expenses incurred on behalf or for the benefit of the Society by or of remuneration to any Officer or Servant of the Society or to any Member thereof in return for services actually rendered to the Society or the payment of interest at a rate not exceeding five per centum per annum upon money lent or reasonable and proper rent for premises demised or let by any Member to the Society but so that no Member of the Council shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any Member of the Council, except repayment of out-of-pocket expenses and remuneration in return for services actually rendered to the Society otherwise than in the capacity of a Member of the Council and interest at a rate not exceeding five per centum per annum on money lent or reasonable and proper rent for premises demised or let to the Society; provided that the provision last aforesaid shall not apply to any payment to any Company in which a Member of the Council 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 any such payment.

6. The Members shall consist of such persons as shall for the time being be Members under or pursuant to the provisions of this Our Charter or the By-laws.

7. Unless and until the By-laws of the Society shall otherwise provide the Members of the Society shall be of three classes namely, Fellows, Associates and Members Corporate. These shall collectively be known as Corporate Members of the Society. There shall also, until otherwise provided as aforesaid, be four classes of persons to whom privileges in relation to the Society may be granted. These shall be termed respectively Honorary Members, Honorary Fellows, Members Non-Corporate and Junior Members and shall collectively be known as Non-Corporate Members of the Society.

8. The first Fellows and Associates of the Society shall be the present Fellows and Associates respectively of the existing Society. Members of the existing Society shall be Members Corporate of the Society if:

- (a) at the date of this Our Charter they are forty years of age or over; or

(b) being twenty-three years of age or over at such date, they attain in the future the age of forty years or have been Members of the existing Society for twelve years or have been Members of the existing Society and the Society for twelve years.

All Members of the existing Society who do not qualify for admission as Corporate Members of the Society shall become Non-Corporate Members in the Society in the same class as they are in at such date until they become eligible under the conditions set out in (b) above or comply with such regulations governing election to the class of Member Corporate as the By-laws of the Society shall prescribe.

9. Each Fellow of the Society may use after his name the initials "F.S.D.C.", and each Associate of the Society the initials "A.S.D.C."

10. The rights and privileges of every Member shall be personal to himself and shall not be transferable or transmissible by his own act or by operation of law.

11. The direction and management of the Society and the government and control of its affairs and business shall be vested in a Council constituted as prescribed by the By-laws, who may, subject to the provisions of this Our Charter, exercise all or any of the powers of the Society except such of those powers as shall by the By-laws be directed to be transacted by or at a General Meeting of the Corporate Members of the Society and provided always that the Council in the exercise of all or any of those powers shall be subject to the control regulation and direction of the Corporate Members of the Society in General Meeting but no resolution of any such General Meeting shall thereby invalidate any previous act or proceeding of the Council and no act or proceeding of the Council shall be deemed invalid or illegal by reason of there being any vacancy on the Council at the time or any irregularity in the election of any Member of the Council. The business and proceedings of the Council shall be regulated in such manner as the Council may (subject to any express provisions of the By-laws) from time to time prescribe.

12. The first Officers of the Society and Members of the Council shall be the persons who at the date of this Our Charter hold similar offices in or are Members of the Council of the existing Society and they shall respectively hold office and continue as Members of the Council until the due election or coming into office of their successors in accordance with the By-laws.

13. The Council shall have power to delegate all or any of their powers to

sub-committees from their own number or otherwise appointed from the Corporate Members of the Society for the purpose.

14. The meetings of the Society shall be held for such purposes and the Members shall have such respective rights of attending and voting and such other rights and privileges as may be prescribed by the By-laws.

15. The first By-laws of the Society shall be those contained in the Schedule hereto and they shall remain in force unless and until altered or added to or revoked in manner hereinafter prescribed.

16. Alterations in, additions to and revocation of the By-laws may be made by an Extraordinary Resolution of the Corporate Members passed at a General Meeting of the Society on the recommendation of the Council, but so that no such alteration, addition or revocation shall be repugnant to this Our Charter or shall take effect until the same has been allowed by the Lords of Our Most Honourable Privy Council of which allowance a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

17. The Council may by a resolution in that behalf passed at a meeting by a majority of not less than two-thirds of the Members of the Council present and voting and confirmed at a General Meeting of the Corporate Members of the Society duly convened and held not less than one month nor more than four months after the date of such meeting of the Council by an Extraordinary Resolution alter, amend or add to this Our Charter and any such alteration, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. The provisions of this Article shall apply to this Our Charter as altered, amended and added to in manner aforesaid.

18. If at any time the Council shall by a resolution passed at a meeting of the Council by a majority of not less than three-fourths of the Members of the Council present and voting (being an absolute majority of the whole number of the Members of the Council) recommend that this Our Charter and any Supplemental Charter of Us, Our Heirs and Successors be surrendered, then and in that event the Corporate Members of the Society or the majority of not less than three-fourths

of such Members present in person or by proxy and voting at a Special General Meeting held not less than one nor more than four calendar months afterwards with respect to which not less than twenty-one days' notice setting out the terms of such recommendation has been given may by resolution surrender this Our Charter and any such Supplemental Charter as aforesaid and empower the Council to wind up the affairs of the Society. Provided that no such resolution to surrender this Our Charter and any such Supplemental Charter as aforesaid shall take effect unless and until We, Our Heirs or Successors in Council shall think fit to accept that surrender on such terms or conditions and subject to such modifications (if any) as We or They shall think fit.

19. No moneys or other property remaining upon a winding-up after the satisfaction of all the debts and liabilities of the Society shall be paid or distributed among the Members of the Society or any of them but subject to any special trusts affecting the same all such moneys and property shall be paid and transferred to such association or associations prohibiting the distribution of its or their income and property among its or their members and having objects similar to those of the Society as the Corporate Members in General Meeting may on or before the occasion of such surrender by resolution determine, and subject to and in default of any such determination shall be paid, transferred or applied to or for such charitable organisation or purpose as the Council of the Society shall think fit.

20. Every Member of the Council and other Officer or Servant of the Society shall be indemnified by the Society against all costs, losses and expenses which he may incur or become liable for by reason of any act or thing done or any act or thing omitted to be done by him in the discharge of his duty and any paid Officer or Servant shall be similarly indemnified against all costs, losses and expenses which he may incur or become liable for by reason of any act or thing done or any act or thing omitted to be done by him in discharge of any duty performed for and with the authority of the Council.

21. And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Society any misrecital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the eighth day of May in the twelfth year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL