

Royal Charter of the Honourable Society of Cymmrodorion

Provisions following the petition.

(As amended by Order of the Privy Council dated 21st July 1999)

1. The persons now members of the Honourable Society of Cymmrodorion founded 1751 (hereinafter referred to as the "Old Society") and all such persons as may hereafter become members of the Body Corporate hereby constituted pursuant to the provisions of these Presents shall for ever hereafter be one Body Corporate and Politic by the name of "The Honourable Society of Cymmrodorion" and by that name shall and may sue and be sued plead and be impleaded in all Courts whether of law or equity either in Our Kingdom of Great Britain and Northern Ireland or in Our Colonies and Dependencies and shall have perpetual succession and a Common Seal which may be changed or varied by them or at their pleasure.
2. We do also hereby for Ourselves and Our Successors license, authorise and forever hereafter enable the said Society or any person on its behalf to acquire not only all such lands, buildings, hereditaments and possessions as may be from time to time exclusively used and occupied for the immediate purposes of the said Society but also any other lands buildings, hereditaments and possessions whatsoever situate within Our United Kingdom of Great Britain and Northern Ireland not exceeding the annual value of £1,000,000 such annual value to be calculated and ascertained at the period of acquiring the same and to hold all or any lands which the said Society is hereby authorised to acquire in perpetuity or on lease or otherwise and from time to time but subject to all such consents as are by law required to grant, demise, alienate or otherwise dispose of the same or any part thereof.
3. And We do hereby also for Ourselves and Our Successors give and grant Our licence to any person or persons and any Body Politic or Corporate to assure in perpetuity or otherwise or to demise to or for the benefit of the said Society any lands, tenements or hereditaments whatsoever within Our United Kingdom of Great Britain and Northern Ireland within the limits of value aforesaid hereby nevertheless declaring that it shall not be incumbent upon any such person or persons or body to enquire as to the annual value of the property which may have been previously acquired by the said Society.
4. In this Charter unless the context otherwise requires:
"The Society" shall mean "The Honourable Society of Cymmrodorion";
"The Old Society" shall mean the existing Society known as "The Honourable Society of Cymmrodorion founded 1751";
"The Council" shall mean the Council of the Honourable Society of Cymmrodorion for the time being;
"The Bye-Laws" shall mean the Bye-Laws of the Society for the time being in force under or by virtue of this Our Charter.
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.

5. The Society is hereby incorporated and shall be conducted with the following objects:-
- (A) Subject to any necessary sanction or consent to take over from the Old Society its assets and liabilities and to carry on and develop the work of the Old Society.
 - (B) To encourage the study of and research in Literature, History, The Arts and Science in so far as they are of special interest to Welsh people.
 - (C) To promote the development of Literature, The Arts and Science in Wales.
 - (D) To provide opportunities for scholars to read papers and publish works on Literature, History, Science and The Arts in so far as they are of special interest to Welsh people.
 - (E) To provide a common forum for the discussion of matters and movements specially affecting Welsh culture.
 - (F) From time to time to sponsor new undertakings advantageous to Wales in scholarship and education.

5A. In furtherance of those objects but not further or otherwise the Society shall have the following powers:-

- (1) To co-operate with other Welsh national bodies, societies and institutions provided they are in law charitable
 - (2) To maintain touch with Welshmen and Welsh Societies outside Wales.
 - (3) To solicit, receive and administer in the interests of the Society all kinds of grants, gifts, subscriptions, donations, legacies and endowments whether absolute or conditional, to act as Trustees for or in relation to any such gifts, legacies and endowments and to invest the same or to retain them in their original form of investment for so long as may be thought fit.
 - (4) To purchase, take on lease or on mortgage, or in exchange, hire or otherwise acquire any real or personal property which may be deemed necessary or convenient for any of the purposes of the Society.
 - (5) To erect, maintain, alter and improve any buildings upon any lands held by or belonging to the Society, and provide the same with proper and all necessary fixtures, furniture, fittings, apparatus, instruments, appliances and conveniences.
 - (6) To borrow or raise money at interest upon banking account or otherwise upon such security as the Society may think fit.
 - (7) To act as trustees or managers of any property, endowments, legacy, bequest or gift for purposes of education or research.
 - (8) To print and publish among members of the Society periodicals, books or leaflets, and encourage the preparation of films of a documentary or educational character.
 - (9) To subscribe to any charities, and to grant donations for any charitable purpose, and to provide or join in any superannuation fund or scheme for the benefit of the members of the staff of the Society.
 - (10) To do all such other lawful acts as are necessary for the attainment of all or any of the above objects.
6. The Society shall consist of a President, Vice-Presidents, Council and Members. The President and Vice-Presidents shall be elected each year at the Annual General Meeting of the Society.

7. The first members of the Council shall consist of the following 30 persons:—

Sir Wynn P Wheldon, D.S.O., M.A., LL.D. (Chairman).
 Sir John L. C. Cecil-Williams, MA., LL.D. (Hon. Secretary).
 Sir William LI. Davies, M.A., LL.D., F.S.A.
 Sir Ifan ab Owen Edwards, M.A., J.P.
 Professor J. Goronwy Edwards, F.B.A., M.A., D.Litt.
 D. L. Evans, O.B.E., B.A., B.Litt.
 Principal Ifor L. Evans, M.A., D.Litt.
 Miss Janet Evans.
 Professor Idris LI. Foster, M.A..
 Li. Wyn Griffith, O.B.E., D.Litt. (Hon. Editor).
 Professor W. J. Gruffydd, M.A., D.Litt.
 Edward James. F.J.I., J.P.
 Howell E. James, C.B.E., B.A.
 Professor R. T. Jenkins, MA., D.Litt., F.S.A.
 A. Rocyn-Jones, F.R.C.S., M.D., B.S.
 Sir William Jones, C.B.E., J.P.
 E.O.Lewis, MA.. D.Sc., M.R.C.S., L.R.C.P.
 T.Arnold Lewis (Hon. Treasurer).
 H V. Lloyd-Jones, K.C., M.A.
 R. Hopkin Morris, K.C., M.P.
 A. B. Oldfield-Davies, M.A.
 Revd. D. S. Owen, BA.
 Leonard Owen, C.I.E., M.A.
 Professor Sir David Hughes Pany, M.A., LL.D.
 Professor T. H. Parry-Williams, M.A., D.Litt., Ph.D.
 Robert Richards, M.A., F.S.A., M.P.
 T. D. Slingsby-Jenkins, J.P.
 Sir Ben Bowen Thomas, M.A.
 W. Jenkyn Thomas, M.A.
 Professor Gwyn Williams, D.Sc., Ph.D.

8. One third of the Council members shall retire in rotation each year and the vacancies so created shall be filled by election by the Annual General Meeting of the Society. Retiring members of the Council shall be eligible for re-election. The Council may fill vacancies on the Council during the year subject to confirmation at the next Annual General Meeting.
9. Subject to the provisions of this Our Charter and of the Bye-Laws the Council shall have the management and control of the Society and the administration of all the property and income thereof with power to delegate all or any of their powers to committees or sub-committees from among their own number or otherwise appointed for the purpose.

- 4
10. The Bye-Laws of the Old Society as set forth in the Schedule hereto (being such of the Rules of the Old Society as remain applicable) shall be the Bye-Laws of the Society until the same shall be repealed or altered in manner hereinafter provided.
 11. The Council shall have full power but subject always to the provisions of this Our Charter, to make and when made to alter Bye-laws touching the government of the Society, the appointment and removal of the Officers of the Society, and all other persons employed in or in connection with the Society, and any matters whatsoever relating to the administration and management of the Society.
 12. No alteration in the Bye-Laws shall have any force or effect unless and until the same shall have been approved by a majority of those present and voting at a Meeting of the Council convened by twenty-eight days' written notice specifying clearly the substance of the proposed alteration. Provided that no Bye-law so made shall have any force or effect if it be repugnant to the provisions of this Our Charter or to the laws of the Realm, nor until it shall have been approved by the Lords of Our Privy Council of which approval a certificate under the hand of the Clerk of the Council shall be conclusive evidence.
 - 13A. The Council shall comply with their obligations under the Charities Act 1993 (or any re-enactment or modification of that Act) with regard to:-
 - (i) the keeping of accounting records for the Society;
 - (ii) the preparation of annual statements of account for the Society
 - (iii) the auditing or the independent examination of the statements of account of the Society; and
 - (iv) the transmission of the statements of account of the Society to the Charity Commissioners,and ensure that such audited or independently examined statements of account shall be presented annually to the Members.
 - 13B. The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and the transmission of the same to the Charity Commissioners.
 14. It shall be lawful for the Council with the sanction of two consecutive special General Meetings thereof called for the purpose to surrender this Our Charter subject to the sanction of Us Our Heirs or Successors and upon such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Society in such manner as shall be directed by such general meetings or in default of such directions as the Council shall think expedient having due regard to the liabilities of the Society for the time being.

- 5
15. The Council may by resolution in that behalf passed at any meeting by a majority of not less than two thirds of the Members of the Council present and voting (being an absolute majority of all the members of the Council) alter, amend or add to this Our Charter Provided that 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. This provision shall apply to this Our Charter as altered amended or added to in manner aforesaid.
 16. The office of the Society shall be in London or at such other place as the Council may from time to time determine
 17. Lastly We do by these presents for Us and Our Successors grant and declare that these Our Letters Patent shall be in all things valid and effectual in law according to the true intent and meaning thereof and shall be taken construed and adjudged in the most favourable and beneficial sense for the best advantage of the Society as well in Our Courts of Record as elsewhere by all Judges Justices Officers Ministers and other subjects whatsoever of Us and Our Successors any non-recital or other omission defect or thing to the contrary notwithstanding.

At the Court at Buckingham Palace, the 21st day of July 1999

Present, the Queen's Most Excellent Majesty in Council.

THE SCHEDULE

BYE-LAWS.

1. These Bye-Laws shall be read with the Charter of the Society and words and expressions used in the Charter shall, if not inconsistent with the subject or context, bear the same meaning herein.
2. Unless the contrary appears from the context words importing the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine and vice versa.
3. The name of the Society shall be The Honourable Society of Cymmrodorion.
4. The objects of the Society are as stated in Article 5 of the Charter.
5. The Society shall consist of a President, Vice-Presidents, Council and Members. The President and Vice-Presidents shall be elected each year at the Annual General

Meeting. All other Officers shall be elected by the Council to serve for a period of not more than 3 years. The Officers will be eligible for re-election.

6. The management of the Society shall be vested in the President and the Council, which shall consist of not less than 12 nor more than 30 Members, to be elected at the Annual General Meeting for a term of 3 years, with at least one third of such members to retire each year. All Members of the Council shall be eligible for re-election. Five Members shall form a quorum.
7. The Office of the Council shall be in London, or at such other place as the Council may from time to time determine.
8. The Annual General Meeting of the Society shall be held on such day as the Council shall appoint. Notice thereof shall sent by post to every Member of the Society. The Council may fill up vacancies in their number during the year subject to confirmation at the next Annual General Meeting.
9. The Qualification of Membership shall be the payment of an Annual Subscription of not less than £15, or such other amount as may from time to time be determined by the Council, paid in advance. If any Member's subscription shall be in arrear for two years, and he shall, on being reminded by the Treasurer or Secretary, fail to pay his subscription, his name shall be erased from the List of Members.
10. Every Member who shall have paid his annual subscription shall be entitled to one copy of the Society's edition of the publication known as "Transactions" for the year.
11. The Council shall meet not less than on three occasions in every year. Extraordinary Meetings may be called at the request of five or more Members of the Council upon their giving the Secretary a week's notice stating the object of such proposed meeting.
12. There shall be held occasional meetings at which the reading of papers (on subjects approved of by the Council) followed by discussions, shall take place. To these meetings Members of the Society shall be at liberty to introduce friends.
13. The Council may from time to time appoint any Members of the Society to be Corresponding Members, who shall be considered as representatives of the Society in their respective localities, and shall furnish the Council with such information and assistance as may be required. The Council may nominate any person who has rendered distinguished service to Wales to be an Honorary Member of the Society.
14. The Accounts of the Society shall be presented to each Annual General Meeting after due audit or independent examination by persons appointed at the preceding Annual General Meeting.

15. The Council shall provide for the safe custody of the Seal of the Society, which shall not be affixed to any instrument except under the authority of a resolution of the Council passed by a majority of such of them as are present at a duly constituted meeting and shall be attested by the signatures of the President or Chairman or Secretary or Treasurer or Editor and one of the members of the Council.
16. A Seal Book shall be kept in which the Secretary shall enter the date of each occasion on which the Seal is affixed, the nature of the instrument sealed and the date of the resolution authorising the sealing.
17. Within the limits of this Charter and subject to the foregoing byelaws, the Council may regulate its own procedure for the conduct of its business, including the calling of meetings.