

# The Earliest Agreement between the Partners of Morris, Marshall, Faulkner & Co.

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The Pennell-Whistler papers in the Manuscript Division of The Library of Congress in Washington, D.C.,<sup>1</sup> include an important group of legal papers relating to Morris, Marshall, Faulkner & Co. (MMF&Co). The most significant of these documents is a list of the rules of the firm at the time of its founding. This document provides a unique insight into the workings of MMF&Co at its inception.

The manuscript of the Rules is accompanied by a short letter dated 7 October 1862 by Charles Faulkner from the firm's offices at 8 Red Lion Square to James Anderson Rose, Rossetti's solicitor. Faulkner states that he is enclosing the firm's rules and apologises for delaying doing so. This letter highlights Faulkner's early involvement in the firm's operations and his crucial role in its organisation.

In the same collection are several drafts of a lengthy partnership agreement for MMF&Co. No final agreement survives among these papers. The firm must have decided to have a formal agreement drawn up by Rose and as part of the process provided him with the Rules as the agreement then existing between the partners. The drafts of the partnership agreement are heavily marked and it is difficult to work out any sequence as provisions appear, are deleted, and reappear among them several times. In their history of the firm, Harvey and Press cite manuscripts of the minutes of early meetings to show that Ford Madox Brown was the originator of the plan to create a formal partnership agreement.<sup>2</sup> The number of drafts and the numerous changes clearly indicate disagreement among the partners concerning its provisions. Dante Gabriel Rossetti's letter from this period asking for a meeting with Brown and Peter Paul Marshall where he pointedly states that "Topsy is excluded by the nature of the meeting"<sup>3</sup> is almost certainly about the partnership agreement and further highlights disagreements among the partners concerning its provisions. Because the drafts of the later agreement are so heavily marked, it would be speculative to describe the contents of the final document. However, the early Rules are complete and clearly the working arrangements were in place for the firm in 1862.

Knowledge about the early agreement between the partners of the firm has been limited to a few details provided by Mackail such as the amount of the partnership shares. Only one letter from Morris survives from this period, and it does not discuss the internal operations of MMF&Co. The Rules, however, give us a new insight into the early relations of the members of the firm. This is particularly true of those relating to compensation. Rule 12, giving the member who obtains commissions a percentage of the profit, may well be a factor in Rossetti's early zeal in obtaining work for the firm. Rule 8 which requires that any proposal involving outlay be approved at a meeting shows that the members were by necessity involved in each

major decision of the firm. Certainly this document serves as an important tool in analysing MMF&Co's beginnings.

### Rules of the Firm of Morris, Marshall, Faulkner & Co.

1. Each member shall have at least one share of the value of £20.
2. New members are only to be elected by unanimous vote.
3. No member shall have the power to dispose of his share to others than the company.
4. That in the decease of any of the present members his heirs, executors etc. shall not have any voice, rule or concern in the management of the company without the unanimous consent of the remaining members. But should his heirs etc. be elected a member he shall enjoy all the rights and privileges connected therewith.
5. The heirs etc. of a deceased member shall be entitled to receive any dividend that may be declared although not a member.
6. The company shall have power to create and allot fresh shares to the members by a unanimous vote.
7. Four shall form a quorum and 3 fourths a majority.
8. Any proposal involving outlay shall be submitted to a meeting.
9. All approved designers shall be assessed and paid for out of the proceeds of the business.
10. Every designer shall be paid a percentage upon the profits resulting from the manufacture and sale of the object or thing made from his design.<sup>4</sup>
11. Each member shall keep an account of the sums expended by him in making any article or any work entrusted to him.
12. A percentage shall be allowed to the members bringing commissions or orders for work.
13. The manager and the secretary shall have the power to call one special meeting between two ordinary ones if they think necessary.
14. Resolved that no member of the firm be allowed to draw any money on account of work, attendance, design etc. until his claim exceed the balance between his £20 share and the amount paid up by him on account.

#### NOTES

- <sup>1</sup> The Pennell-Whistler papers were formed by Joseph and Elizabeth Pennell in connection with their biography of Whistler. They contain several large groups of documents of Victorian artists that do not directly relate to Whistler. These include large groups of letters to Val Prinsep and Frederick Leyland.
- <sup>2</sup> Charles Harvey and Jon Press, *William Morris, Design and Enterprise in Victorian Britain*, (Manchester: Manchester University Press 1991), pp. 47-48.
- <sup>3</sup> Dante Gabriel Rossetti to Ford Madox Brown, 6 January 1863, in O. Doughty and J. R. Wahl's *The Letters of Dante Gabriel Rossetti*, (Oxford: Oxford University Press 1965), II, p. 467.
- <sup>4</sup> The manuscript of the Rules has rules 10, 11 and 12 crossed out in an ink different from the text. This was presumably done by Rose in his review of the document for the later agreement.