

14259

FIRST PAGES

MISSING. IN
VOL 1.

NOT ON FILE.

PLEASE FILM.

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

(Continued of S. & L.)

to be subscribed by
each proprietor with
his name and
certificate given to
him

time of his executing this deed or any
deed of accession hereto, he thereupon written
by him opposite his name, and, as
certificate shall be delivered to him in a
form to be prescribed by the Board of
Directors specifying the total number of
shares held by him together with the
proper number of each share.

8
Certificate to be
evidence of title

That the certificate to be delivered by
the Board of Directors to every person who
is or hereafter shall be a proprietor of
the Company in respect of any shares
which are or may be subscribed for
purchased or otherwise acquired by him
shall at all times be the voucher of the
title of such person to such shares and
good prima facie evidence of his having
been approved of and accepted by the
Board of Directors as a proprietor in
respect of such shares and a fee of Two
shillings and six pence shall be payable
on every transfer in respect of the certificate
or certificates to be granted under this
provision to that effect hereinafter contained.

9
Names of Proprietors
and numbers of shares
to be entered in a
Register

That the names and places of abode
of all the proprietors for the time being
of the Company together with the total
number of shares held by each of them,
and the proper numbers of each share for

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

(Continuation of Sheet L.)

time to time be entered and written in a book to be kept for that purpose to be called "The Proprietors' Register" and every proprietor who shall at any time change his name or place of abode or who being a female shall marry and the assignees of every proprietor who shall become bankrupt or insolvent and the personal representatives or legatees of any proprietor who shall die shall immediately upon and after any of the said events leave a notice in writing at the banking house or office of the said company in Birmingham stating his her or their name or names or new name or names and place or places of abode and when a female proprietor shall have been married then also the name and place of abode of her husband.

10. *Payment of calls.* That every proprietor of shares shall and will pay to the Board of Directors for the time being of the Company the sum of Ten pounds on each and every share of the capital fund subscribed for or held by him or her at the times and in manner following (that is to say) - the sum of Two pounds per share on each and every share before or at the time of his or her execution of these presents and the remaining Eight pounds per share on each and every share by such instalments as such

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION.

Birmingham and Midland
Banking Company.

(Continued from page 1.)

at such times as the Board of Directors shall call for and appoint for payment of the same and three calendar months' notice in writing of each call shall be given to each Proprietor previous to the day on which the same shall be required to be paid And the Board of Directors is hereby empowered when and as they may deem it expedient to make such calls and orders upon the Proprietors for the payment of the Eight pounds per share.

11

On future allotment
amount of previous
calls to be paid.

That, if at the time when any share shall hereafter be subscribed for, more than one instalment shall have been payable on the shares then already taken all such instalments shall also be paid into the bank of the Company in respect of such future shares so to be subscribed for at the time of such future subscription.

12

After default for
one calendar month,
instalment to carry
— interest —

That in case any call or instalment shall remain unpaid for one calendar month after the day appointed for payment thereof such instalment shall carry interest after the rate of five pounds per centum per annum from the day on which the same ought to have been paid and no Proprietor shall be allowed to exercise any right by virtue of these presents or be entitled to any dividends, bonus or other

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

Continuation of No. 1.

benefit under the same until he shall have paid the amount of every call in respect of the shares to which he may be entitled together with all interest (if any) which shall have become due and payable thereon.

18

Forfeiture of shares
on non-payment of
calls

That in case any proprietor or the heirs executors or administrators of any proprietor shall refuse neglect omit or decline to pay any instalment which under the provisions herein contained is or shall become payable in respect of his or their shares or any of them for the space of two calendar months after the day appointed or to be appointed for payment thereof, then and in every such case the property and interest of such proprietor or of such heirs executors or administrators so refusing neglecting omitting or declining as aforesaid of and in the share or shares in respect of which such default shall have been made and all previous payments made in respect thereof and all benefit and advantage therefrom shall thenceforth become forfeited to the Company nevertheless without prejudice in any manner to the right or option of the Board of Directors to waive such forfeiture and to enforce payment of such instalment or instalments in such manner as they may think best

the Deed of Settlement of the
Birmingham and Midland
Banking Company.

(Continuation of Sheet I.)

The Board of Directors, and the holders
of shares shall be designated by the
name of "Proprietors".

That no person shall in his own right
be allowed to hold more than two hundred
and fifty shares in the capital of this
Company either by subscription or by
purchase or other acquisition ~~nor shall~~
any person be allowed by subscription or
by sale or other disposition to hold fewer
than five shares nor shall any person be
allowed to hold either by subscription
purchase or bequest or as next of kin any
number of shares which shall not be five
or a multiple of five and every person
holding any shares beyond or below the
numbers hereinbefore prescribed shall sell
or dispose of such prohibited shares under
the provisions hereinafter contained for the
sale and transfer of shares and in case
he shall hold any such prohibited shares
at the time of any dividend of profits which
shall be declared after the expiration of
six calendar months from the time of his
acquiring such prohibited shares he shall
not be entitled to receive the dividends then
payable in respect of the shares hereby
prohibited from being held as aforesaid but
all such dividends shall be added to the
capital of the Company and form part of the

Copy of the Deed of Settlement of
Birmingham and All
Banking Company.

Provided always that
lawful for the Manager of
of this Company to hold or
of shares not exceeding two
fifty ^{shares} as the Board of Directors
any agreement in writing we
think proper to allow.

No persons to hold
- shares jointly -

That it shall not be lawful or competent
for two or more individuals to subscribe for
or hold any shares jointly except as
assignees of a bankrupt or insolvent proprietor
or as executors or administrators of a deceased
proprietor and in no case shall any
share be divided into fractional parts.

No survivorship
between proprietors.

That no benefit of survivorship shall
take place between or among the proprietors
and all the property of the Company shall
as between and among the several proprietors
and their respective next and personal
representatives be deemed personal estate
and each of the proprietors as between
one another shall be entitled to and
interested in the profits and liable and
subject to the losses of the Company in
proportion to his shares in the capital
fund or joint stock of the Company.

7
Number of shares

That the total number of shares subscribed
for or held by each person shall at the

Birmingham and Midland
Banking Company.

(Continued on Sheet L.)

and to recover damages for non-payment thereof and without prejudice also to the power given to the Board of Directors to remit forfeitures by the provisions in that behalf hereinafter contained.

14

(Discount may be allowed on instalments)

That the Board of Directors shall have power to allow (if they should think it expedient) to any Proprietor who shall pay any instalment that may be hereafter called for upon his shares or any of them before the day fixed for the payment thereof such a discount as the Board shall think proper not exceeding the rate of Two pounds ten shillings per centum per annum computed from the day on which the same shall be paid up to the day fixed for payment of such instalment.

15

Power to Proprietors to sell and transfer shares

That it shall be lawful for the Proprietors in the Company or their legal representatives whether by marriage or as executors or administrators legates or next of kin after the expiration of twelve calendar months from the day of the date hereof but not before that period to sell and transfer all or any of their respective shares in manner and under and subject to the restrictions and regulations in that behalf hereinafter expressed and not otherwise.

Birmingham and Midland
Railway Company.

[Continuation of Sheet L.]

16

Regulations for
transfer of shares.

That no proprietor in whatsoever right character or capacity shall be allowed or entitled to transfer any less number than five shares nor any number of shares which shall not be five or a multiple of five and no proprietor in whatsoever right character or capacity shall be allowed or entitled to transfer any shares without the approbation of the Board of Directors such approbation to be testified by the execution of the deed of transfer of such shares by the Chairman or in his absence by the Deputy Chairman of the Board of Directors and for the purpose of obtaining such approbation the existing holders of any shares proposed to be transferred shall deliver or cause to be delivered at the banking house of the Company in Birmingham a notice in writing of such proposed transfer containing the respective numbers of the shares proposed to be transferred, the respective names and places of abode of the proposed transferee and of the existing holder of such shares together with the real price (if any) which such proposed transferee shall have agreed to give for the same.

17

As to sales to be made
which calls are unpaid.

That no person shall sell assign or transfer any shares after the time appointed for payment of any instalment.

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

by the Directors until the amount of such instalment in respect of the same shares together with all interest (if any) due thereon shall have been fully paid.

18

Form of transfer
provisions to execute
deed of settlement or
— covenants —

That the Directors for the time being shall determine the form of the instrument for the transfer of shares and shall from time to time make such orders and regulations respecting such transfers and by whom and in what manner the same shall be prepared and with what officer of the Company and in what place the same shall be deposited and how the same shall be registered as shall appear to them expedient for the security of the Company and for effectuating the purposes of such transfer and all sales and transfers; and all sales and transfers of any shares not made conformably to the regulations of the Directors shall be inoperative and invalid at law and in equity and the fees payable to the officers of the Company for preparing registering and perfecting every such transfer shall be five shillings on the shares transferred exclusive of stamp duty where they shall not exceed ten in number and that where they exceed that number such fees (exclusive of stamp duty) shall be Ten shillings

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION.

Birmingham and Midland
Banking Company.

(Continuation of Sheet L.)

19

New proprietors
to execute or assent
to this deed -

That every person from time to time approved of by the Board of Directors under the provisions of this deed to become a proprietor or transferee of any shares and who shall not be then already a proprietor shall, either in person or by attorney at his own expense and at such place as the Board of Directors shall appoint, execute these presents or some deed of accession to be prepared by the Directors for the purpose whereby he shall enter into covenants with the trustees for the time being of the company duly to observe and abide by all the stipulations provisions and regulations for the time being affecting or intending to affect holders of shares in this company. Provided that no proprietor shall be required a second time to execute these presents or any deed of accession hereto upon his acquiring any additional shares.

20

Shareholders'
certificates -

That upon every sale or transfer of shares the certificate or certificates held by the former proprietor of such shares shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall be issued to the new proprietor in respect of the shares transferred to him and if any of the shares included in the certificate or certificates so given up

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

shall be retained by the old Proprietor a new certificate in respect thereof shall be issued to him and new certificates may by order of the Board of Directors and at their discretion be from time to time issued in the place of such as shall to the satisfaction of the Directors be proved to be worn out lost damaged or destroyed.

21

Proprietors acquiring
new shares to give
receipts to Directors
for certificates

That every person entitled to a certificate of any shares acquired by him and who being already a Proprietor of the Company shall not be required to execute these presents or a deed of accession thereto in respect of the shares specified in such certificate shall on receiving such certificate give to the Board of Directors a receipt under his hand for the same in such form as the Board shall prescribe and such receipt shall be evidence that the person giving the same is Proprietor of the shares specified in the certificate for which such receipt shall have been given and upon the surrender of such certificate the Board of Directors shall cause such receipt to be cancelled or delivered up to the person who shall have given the same or to his executors or administrators.

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION.

Birmingham and Midland
Banking Company.

(Continuation of Sheet L.)

22

Representatives of
certain proprietors
— may sell —

That the husband of any female proprietor or the executor administrator legatee or next of kin of any deceased proprietor or the assignee of any proprietor who may have become bankrupt or insolvent shall not as such be a proprietor in respect of such shares as shall be vested in him in any of the aforesaid capacities respectively but any such husband executor administrator, legatee or next of kin shall be at liberty to sell and every assignee of any bankrupt or insolvent proprietor shall be bound to sell such shares with the consent of the Board of Directors in such manner as the recognised proprietors are authorised to do but subject to the additional restrictions hereinafter expressed.

23

Certain representatives
may become proprietors

That nevertheless if the husband of any female proprietor or the executor administrator legatee or next of kin of any deceased proprietor shall be desirous of becoming a proprietor in respect of all or any of the shares held by him in any of those capacities he shall give notice in writing at the banking house of the Company in Birmingham of such his desire, in which notice shall be expressed the name and place of abode of the person giving the same and the name of the

Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

proprietor in whose place or right he claims and the number of shares with their respective numbers in respect whereof he is desirous of becoming a proprietor whereupon the Board of Directors shall at their discretion by any writing under the hand of their Chairman or in his absence of their Deputy Chairman approve of and admit such applicant to be a proprietor in respect of such shares or disallow such application and shall certify their approbation or disapprobation accordingly and if such application shall be allowed the applicant upon complying with the provisions of the 19th article of these presents and all other the provisions herein contained shall be admitted and become a proprietor in respect of such shares and have the same transferred into his name accordingly and shall be personally charged with the duties and liabilities incident to the ownership of the same.

214

Title of representatives
or assignees of proprietors
to be evidenced by
production of the
instrument or instruments
under which they derive title

That before any assignee of a bankrupt or insolvent proprietor shall sell or transfer any shares vested in him in that capacity and before any executor administrator or legatee or next of kin of a deceased proprietor or any husband of a female proprietor

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

shall sell or transfer any shares vested in him in any such capacity or shall become a proprietor in respect of such shares or be entitled to receive any dividends in respect of the same he shall leave or cause to be left for the space of ten days at the banking house of the company in Birmingham the certificate of choice deed or instrument of assignment probate of the will or letters of administration under which or the certificate of his marriage with the person in whose right he shall claim to be entitled to the same shares in order that a minute thereof may be entered in the books of the company and an exhibit be endorsed thereon and that (if thought advisable) by the Board of Directors) an attested copy thereof or extract therefrom may be made.

25

At fixtures in law to
respective dividends -
already due - Dividends
on shares of representatives
suspended till they
shall become proprietors
— or sell —

That every such assignee of a bankrupt or insolvent proprietor or executor or administrator legatee or next of kin of a deceased proprietor or husband of a female proprietor shall be entitled to receive any dividend which shall have become due on the shares which shall be so sold by him before his title to the same shares accrued but no dividends which shall become due on the same shares

} Birmingham and Midland
Banking Company.

{ Continuation of Sheet L.

after his title shall have accrued shall be receivable or demandable by him but shall till some person shall have become a proprietor in respect of the said shares remain in suspense and every transfer shall carry with it the profits and interest and share of capital and surplus or reserved fund in respect of the shares transferred so as to close all the right and interest of the party or parties making such transfer in respect of the share or shares comprised therein.

26

The title of transfers
and of representatives
becoming proprietors
perfectly on these
conditions or according
— to the deed —

That every purchaser of shares who shall not previously to such purchase have executed or otherwise acceded to these presents and every person who being the husband of any female proprietor or the executor or administrator legatee or next of kin of any deceased proprietor who shall have been approved of by the Board of Directors as a proprietor in respect of the shares vested in him in such capacity, and shall not at the time when the said shares vested in such capacity as aforesaid be a recognised proprietor in the company in respect of any other shares shall as to all duties obligations claims and demands upon or against him in respect of such shares be considered a proprietor from the time of the said shares being so purchased

by or so vested in him as aforesaid but as to all profits rights privileges benefits and advantages to arise from the same shares no such person shall be considered a proprietor in respect of the same until he shall have executed or otherwise acceded to these presents (— conformably with the provision to that effect hereinbefore contained).

27.

Title of proprietors
to additional shares
complete on obtaining
— certificate —

That every person in whom any shares shall vest in any of the characters mentioned in the provision lastly hereinbefore contained and who previously to such purchase or vesting shall have executed or otherwise acceded to these presents and who shall be a proprietor in the Company in respect of any other shares shall as to all the shares so vesting in him in any of the characters aforesaid be considered as a proprietor from the time of his obtaining a certificate for such shares and giving a receipt to the Board of Directors for such certificate as hereinbefore required and such person shall not be required again to execute this deed or such other deed of accession as aforesaid.

28.

Parties selling to
execute former deeds.

That all proprietors and husbands of female proprietors and executors and administrators legates and next of kin

Birmingham and Midland
Banking Company.

(Continuation of Sheet I.)

deceased proprietors and assignees of bankrupt or insolvent proprietors who shall sell any shares to the Board of Directors or to any other person with their approbation shall do and execute all such acts and deeds for vesting such shares in or for the benefit of the Company or in such new proprietor (according to circumstances) as the Board of Directors or such new proprietor shall require.

29

Shares forfeited on
non-execution of deed.

That in case any person in whom any shares shall by original subscription or by purchase marriage bequest representation or other mode of acquisition become vested and who shall not have executed or otherwise acceded to these presents shall for three calendar months after notice in writing for that purpose from the Board of Directors neglect or refuse to execute these presents or such deed of accession as aforesaid then it shall be lawful for the Board of Directors to declare all the shares vested in such person so neglecting or refusing as aforesaid and all benefit and advantage whatsoever incident thereto to be forfeited to the remaining members of the Company and the same shall be forfeited accordingly.

30

That whenever by any means whatsoever

Birmingham and Midland
Banking Company.

Continuation of Sheet I.

Obligation of Proprietors
to (and) on transfer or
forfeiture of their
shares —

any shares shall become forfeited and such forfeited shall not under the provision in that behalf in this deed contained be remitted by the Directors or whenever any shares shall be duly and effectually transferred to a new Proprietor then and in such case and not before the responsibility of the previous owner as a proprietor in the Company in respect of such share or shares shall cease and determine and such previous owner shall in respect of such shares be exonerated and released from all subsequent claims demands and obligations and from all future observance and performance of the covenants conditions stipulations and agreements of these presents in respect of the same share or shares.

31

Management of
business vested in a
Board of Directors —

That the business affairs and concerns of the Company shall be under the exclusive and entire management of a Board of Directors which Board shall be composed of eight Proprietors to be from time to time appointed in manner hereinafter in that behalf provided and such Board shall have the sole and exclusive control over and management and disposal of the stock funds estate property and revenue of the Company and shall regulate and determine the mode

and terms of carrying on the business thereof in all cases not expressly provided for by this deed or to be hereafter expressly provided for by any supplementary or accessional deed.

32.

Qualification of
Directors -

That no proprietor shall be eligible for or be elected a Director who shall not at the time of his election be the holder in his own right of at least fifty shares in the capital of the Company or who shall have been bankrupt or insolvent or have stopped payment in the ordinary mercantile acceptance of that term or who shall not reside within the distance of six miles from the Town Hall of Birmingham or who shall be a bill broker or who shall be a principal or clerk or accountant in or agent for any bank not being a joint stock bank or a director clerk or accountant in or agent for any bank being a joint stock bank which now is or hereafter may be established And in case any Director by these presents nominated or to be hereafter appointed shall whilst he shall continue in office cease to be a holder of fifty shares in the Company or become bankrupt or insolvent or stop payment in the usual mercantile acceptance of that term or cease to reside within the distance of

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION.

Birmingham and Midland
Banking Company.

(Continuation of Sheet L.)

six miles from the Town Hall of Birmingham or become a bill broker or become a principal or clerk or accountant in or agent for any bank not being a joint stock bank or a director clerk or accountant in or agent for any bank being a joint stock bank which now is or hereafter may be established, his office shall thereupon and thenceforth become vacated. And where any two or more proprietors are copartners in any trade or concern in such case not more than one of such copartners shall be eligible as a Director and where two or more proprietors stand in the relation of father and son or in that of brothers in such case not more than one of them shall be eligible as a Director. Provided and it is declared that no act or resolution of any Board of Directors shall be rendered void or voidable by reason of any Director acting or concurring therein who shall be then disqualified voting if there should not have been present a sufficient number of Directors to constitute a Board exclusively of such disqualified member.

33

Directly, upon
disqualified persons
acting as Directors.

That in case any person hereafter to be elected a Director shall at the time of his appointment be disqualified and shall wilfully act as a Director

COMPLETE
REGISTRATION.Birmingham and Midland
Banking Company.

(Continuation of Sheet I.)

any person by these presents nominated or hereafter to be elected a Director shall become disqualified after his appointment or election and shall wilfully continue to act as a Director every such person shall forthwith on demand by the Directors for the time being or any of them pay into the funds of the Company the sum of Five hundred pounds sterling to be recovered as liquidated damages for the benefit of the Company and to be carried to the account of and added to the "Guarantee Fund".

34

First Directors
and Solicitor.

That the said Thomas Bolton, Robert Webb, John Taylor, Thomas Pinches, William Fort, William Gannon, and John Francis are hereby nominated and declared to be the first and present Directors of the said Company, and that William Wills of Birmingham aforesaid is hereby nominated and declared to be the Solicitor to the said Company.

35

Retirement of
Directors from office

That at the annual general meeting to be held in the year one thousand eight hundred and thirty seven two of the Directors hereby nominated shall retire from office and at every subsequent annual meeting two of the Directors shall in rotation retire from office and the Directors hereby nominated

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

[Continuation of Sheet 1.]

shall previously to the annual general meeting to be held in the year one thousand eight hundred and thirty seven fix and determine by lot or ballot the order or rotation in which they shall respectively retire from office And after the whole of the Directors hereby nominated shall in their respective turns have retired from office the two Directors who shall for the time being have been in office for the longest period shall retire. Provided that every or any retiring Director shall be eligible to be at once re-elected a Director at the said annual general meeting and in case of such re-election such re-elected Director shall for all the purposes of this clause be considered a new Director as from the time of such his re-election.

36

Election of future
Directors -

That at every annual general meeting all vacancies in the Board of Directors whether occasioned by retirement in rotation or by any other cause and which (in the latter case) shall not have been filled up by the Board under the provisions of this deed shall be filled up by the Proprietors at such annual general meeting and in case on the election of Directors a ballot shall be demanded (as provided by the 52nd article of these presents) such election by ballot shall be conducted in the

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

following manner namely - each Proprietor shall be provided with a list of Proprietors qualified for the office of Director upon which the Scrutineers to be appointed under article 82 shall write the number of votes to which such Proprietor is entitled and afterwards such Proprietor shall on such list make a mark against the names of so many qualified Proprietors as shall correspond with the number of vacancies in the Board of Directors and all the lists shall be then collected in the Balloting-box and shall be investigated by the Scrutineers who shall report the number of votes to the meeting and those Proprietors shall be chosen Directors who shall have a majority of votes and in every case of an equality of votes the Chairman of the meeting shall have the casting vote in addition to his vote or votes as a Proprietor.

37

List of persons
qualified for
Directors to be
put to each Proprietor.

That with a view of facilitating the election of Directors the Board of Directors shall before each annual general meeting cause to be made out from the Proprietors Register a list containing the Christian and surnames and places of residence of all the Proprietors of the Company who shall for the time being be qualified to act as Directors and a printed or written copy of such list shall at least four times

COMPLETE
REGISTRATION.

Copy of the Deed of Settlement of the

Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

days before such annual general meeting be sent by the Manager for the time being to each Proprietor having a vote in manner hereby required for sending notices to Proprietors.

38

Remaining Directors
to continue in office
until vacancies are supplied.

That at every annual general meeting the Directors going out of office that day shall for all the purposes of such meeting be considered as in office until the meeting shall break up or adjourn. And in case any general meeting at which new Directors ought to have been chosen shall from any cause whatever fail to elect such new Directors or shall be adjourned by reason of an insufficient attendance of Proprietors in every such case the Directors in office for the time being shall continue to act until new Directors shall have been duly chosen.

39

Directors to signify
their acceptance of
office.

That every person who shall be hereafter appointed a Director shall within fourteen days after notice of such appointment (such notice containing a copy of this clause or embodying the substance thereof) signify in writing to the Board of Directors his acceptance of the office of Director and in case he shall refuse omit or neglect to comply with this provision his office of Director shall be thereby forfeited and absolutely vacated. Provided that if the

Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

person so appointed a Director shall be from home at the time of sending or giving such notice the Board of Directors may if they think fit allow such further time for his acceptance of office as they shall think reasonable.

40

Director not attending
Board Meetings for
three months after
his election, to forfeit
— office —

That in case any Director shall neglect omit or refuse or be incapacitated for the space of three calendar months after his election to attend the Board of Directors, his office of Director shall be thereby forfeited and absolutely vacated.

41

Directors may resign

That in case any Director shall at any time be desirous of resigning his office and of such his desire shall give notice in writing to the Chairman of the Board of Directors for the time being the office of such Director shall at the next meeting of the Board be vacated.

42

Board may remove
Directors for misconduct

That in case the conduct of any Director shall be such that his continuance in office shall appear to at least six of his Co-Directors for the time being to be prejudicial to the interests of the Company it shall be lawful for such Co-Directors or any four of them at a special Board to be convened for that express purpose to remove such Director from his office.

Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

143

Temporary vacancies
to be supplied by
Board

That when and so often as any vacancy shall occur in the office of Director either by death corporeal or mental incapacity forfeiture refusal to act resignation or removal or for any cause other than that of going out by rotation at the general annual meeting and it shall be more than one calendar month prior to the time of the next general annual meeting, in every such case the Board of Directors for the time being shall and they are hereby empowered and directed to fill up any such vacancy by the appointment of a proprietor qualified for the office and every such Director so appointed by the Board shall be as fully and effectually a Director of the Company as if he had been elected by the proprietors and he shall retire from the direction of the Company in like rotation as the Director in whose place he shall be so appointed would have retired under the regulations of this deed.

144

Meetings of Board
of Directors

That the Board of Directors for the time being shall meet at the Company's Banking-house in Birmingham on the Wednesday in each successive week at eleven o'clock in the forenoon or as soon after that hour as may be and such days shall be considered the ordinary Board days and the Board of Directors shall

Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

meet at the said banking house or at any other place on such other days and at such shorter intervals and at such other hours of the day as they may think necessary And the Manager of the Company alone or any two Directors shall have and are hereby invested with power to call at any time an extraordinary Board of Directors by sending (by post or otherwise) to each Director a letter at least one day previously specifying the place day and hour fixed for the meeting and the special object and purpose thereof so far as such object or purpose can with prudence or propriety be disclosed in such letter.

45
Board constituted
by three Directors

That in order to constitute a Board of Directors for the transaction of business there shall be present at least three of the Directors and each Director present shall have one vote and in all cases of an equality of votes the Chairman of the meeting shall have a casting vote in addition to his individual vote as a Director And all questions resolutions propositions matters and things which shall be proposed or submitted at any Board of Directors shall be decided by a majority of votes And all orders acts deeds matters and things made done executed ordered or directed by any such meeting of three or more Directors

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION.

Birmingham and Midland
Banking Company.

(Continuation of Sheet L.)

shall be equally binding valid and effectual as if all the Directors had been present and assented thereto or concurred therein, save and except in such particular cases only as are hereby otherwise expressly provided for.

46

Not less than six
Directors to alter
former resolution.

That no order resolution or determination of the Board of Directors shall be altered varied annulled or rescinded at any subsequent meeting of the Board at which less than six Directors shall be present.

47

Directors to act
faithfully and sign
Declaration of duty.

That each of the parties to this deed who is hereby nominated a Director and each Proprietor who may be hereafter appointed a Director shall and will faithfully and impartially discharge the several duties devolving upon him as a Director and shall and will before he shall enter upon the duties of his office sign a declaration pledging himself to secrecy on the subject of the transactions of the Company and of all accounts of individuals with the Company.

48

Appointment of
Chairman and
Deputy Chairman.

That the present Board of Directors shall forthwith and every future Board of Directors shall annually at the first meeting of the Board proceed to elect one of their body to be Chairman and one other to be Deputy Chairman of the Board of Directors and

Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

the parties so elected shall hold those respective offices until the next annual election of Directors and the Deputy Chairman shall officiate only on the death or resignation or in the absence or on the refusal to act of the Chairman and in case of the absence of both those officers or their refusal to act at any of the meetings of the Directors the Board shall be competent to transact business by appointing any Director present to be Chairman of that meeting and in case of the death or resignation of the Chairman the Deputy Chairman shall become Chairman until the next election of Directors and in case of the death or resignation of the Deputy Chairman or of his taking office as Chairman the Board shall forthwith appoint one of their body to be Deputy Chairman who shall continue in office until the next election of Directors.

449

Minutes of proceedings

That minutes of all the orders resolutions and proceedings of each Board of Directors and of the names of every Director present shall be made and entered in a book and signed at the termination of the business of the Board by the Chairman at each Board and every such book shall be kept by the Manager for the time being at the banking house of the Company in Birmingham.

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company

[Continuation of Sheet L.]

and the same when so entered and signed shall as between and amongst the proprietors and all parties claiming by, from through or under them be conclusive evidence of all such orders resolutions and proceedings and that the person signing the same as Chairman was duly elected as such.

50

Management of the
affairs of the Company
vested in the Board.

That the Board of Directors shall have the entire ordering managing and conducting of the capital stock property revenue effects affairs and other concerns of the Company and shall (conformably to the provisions of this deed) regulate and determine the mode and terms of carrying on and transacting the business of the Company and no proprietor not being a Director nor any Director unless duly authorised so to do by the Board of Directors shall on any pretence whatever use the name style or firm of the Company in drawing indorsing accepting or otherwise negotiating any bills notes or other securities whatsoever and no proprietor (not being an Officer or Director of the Company) his or her executors or administrators legatees assignees or creditors or any other person or persons claiming or to claim by from through under or in trust for him or her shall have access to or be entitled to inspect or to take copies of or

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

extracts from any of the books accounts writings or other documents whatsoever of the Company except such (if any) as may be produced for that purpose at any general meeting of the Proprietors and except these presents or any supplementary deed or deeds of accession to be prepared in pursuance thereof nor shall any such Proprietor or other person or persons meddle or interfere in any manner with the bills cash securities or other property of the Company or the ordering managing or conducting the affairs business or concerns thereof but shall and do hereby fully and entirely commit entrust and leave the same to be wholly ordered managed and conducted by the Directors for the time being and those whom they shall appoint save in those cases only which are hereby otherwise expressly provided for.

57

Manager alone or
with concurrence of
one or more of the
Directors may receive
— or refuse bills —

That in order to prevent any undue disclosure of such bills of exchange and promissory notes as may pass through the bank the Manager alone shall have power to receive or refuse the same except in those cases only in which he may require advice in which case he shall select any one or more of the Directors for the time being and consult with him or them upon the subject Provided nevertheless that

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION.

Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

the Board of Directors for the time being shall have full power to order the Manager not to receive any specified description of bills of exchange or promissory notes which order shall be binding upon the Manager.

52

Power to establish
branch banks --

That it shall be lawful for the Board of Directors at any meeting at which there shall be present at least five Directors of whom four shall concur from time to time as they shall think fit to establish branch banks in any towns cities or places in England or Wales with such public registered and other officers agents and servants as may be thought requisite and at any time afterwards to suppress any such branches or establishments when and as the Board of Directors at such a meeting as last aforesaid may think fit and all such branch banks and establishments and the individuals connected with the conduct and management thereof shall be under the control and management of the Board of Directors as fully and in the same manner in all respects as the principal establishment of this Company in Birmingham and the individuals connected with the conduct and management thereof.

53

Power to make bye laws

That in all cases not expressly provided for by this deed it shall be lawful for the

} Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

Board of Directors to act in such manner as may appear to such Board most conducive to the interest and welfare of the Company and for the more efficient guidance and government of the Board of Directors in their management and superintendence of the property and concerns of the Company the Board shall have power to make from time to time such bye-laws or rules and provisional regulations as they may deem expedient so as the same be not inconsistent with or repugnant to any of the express or fundamental provisions of this deed and the Board shall have power to alter or repeal from time to time all or any of the rules bye-laws or provisional regulations so to be made and which shall not have been established or incorporated into any supplementary deed of the Company Provided nevertheless that four Directors at least shall concur in any such variation alteration or repeal.

54

Power to Board of
Directors to appoint
Committees

That the Board of Directors shall have power to constitute and appoint from time to time one or more of the Directors for the time being to be a special Committee for the purpose of inquiring determining and acting in and about such matters and things as shall be specifically committed to him or them And all and every the powers hereby

vested in the Board of Directors (save and except the power of making calls for money upon the Proprietors) may be by the Board reserved in or delegated to any Committee to be appointed as aforesaid and all acts and resolutions done and made by such Committee in or towards fulfilment of the purposes of their appointment but not otherwise shall have the like force and effect as if done and made by a Board of Directors and the appointment of every such Committee shall be revocable (either wholly or partially) at pleasure by any Board of Directors and as respects either the persons constituting the same or the objects or purposes of their appointment and every such Committee shall be in all respects under the control and subject to the directions of the Board of Directors and the meetings and other proceedings of every such Committee shall be governed by the provisions in this deed contained for the regulation of the meetings and proceedings of the Board so far as the same provisions may be applicable to Committees constituted as aforesaid and so far as the same may not be superseded by the express terms of the appointment of any such Committee.

55-

That the Board of Directors shall have

COMPANIES TO WHICH AN INTEREST OF THE PROPRIETOR, IN ALBERT DOUGHERTY & CO., 40 & 41, FLEET STREET, LONDON, E.C., (NEAR THE OFFICE FOR REGISTRATION OF JOINT STOCK COMPANIES.)

COMPLETE
REGISTRATION.

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

Power to Board to
rent or purchase
houses of business

full power from time to time to rent
purchase or take upon lease or otherwise
such house or houses or other premises
as they may think requisite or desirable
for carrying on the business and concerns
of the Company upon such terms and
stipulations and generally in such manner
as the Board may deem advisable and
shall and may (out of the funds of the
Company) fit up furnish and adapt
the same for the purposes of the Company
and the Board of Directors shall have
power from time to time and at all times
afterwards to make sale exchange let
demise or otherwise dispose of such house
houses or premises for the benefit of the
Company either together or in parcels and
either by auction or private contract or partly
in each mode and for such prices and
generally upon such conditions as the Board
shall think advisable and to purchase erect
or take and fit up and furnish such other
house or houses and premises as the Board
shall from time to time think expedient
Provided that if it should hereafter be
thought desirable to erect a building for
carrying on the business of the Company
the same shall not be authorised to be erected
until the Board of Directors shall have
obtained proper plans and specifications for
the purpose And all houses land and

X

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION.

} Birmingham and Midland
Banking Company.

(Continuation of Sheet L.)

other premises so to be purchased as aforesaid shall for all the purposes of these presents be deemed personal estate and as part of the capital of the Company and shall be from time to time included in the valuation of the effects of the Company and shall be vested in trustees to be for that purpose appointed on behalf of the Company upon such trusts as will effectually secure the object and intention of this deed in relation thereto And the Board of Directors are empowered to insure the buildings furniture and effects of the Company against loss or damage by fire in such amount and with such offices as the Board shall think fit.

56

Manager &c to be
authorized by Board of
Directors

That the Board of Directors shall have full power and authority without the interference or control of the Proprietors to nominate the Banker or Bankers Broker or Brokers and also the Manager Teller or Accountant Auditor and all such other Agents Officers Clerks and Servants as the said Board may consider necessary for carrying on and managing the business affairs and concerns of the Company, and in like manner from time to time to remove and displace all or any such Banker or Bankers Broker or Brokers Manager Teller Accountant Auditor Agents Officers Clerks and Servants and at any time or times

Directors to take
— security —

re-instate them or any of them or nominate other person or persons to the same offices and stations, respectively as occasion shall require. And also shall on behalf and out of the funds of the Company allow and pay to every such person such reasonable salary charges commissions or remunerations as the said Board shall from time to time deem proper or necessary. Provided that the said Board shall take such amount and species of security for the due performance of the offices and trusts to be from time to time reposed in the Manager, Teller, Accountant, Auditor, Agent, Officers and Clerks as such Board may think proper and Sir James Esdaile and Company are declared the first and present London Bankers of the Company and the said Charles Goad is declared the first and present Manager of the Company. Provided further that no Accountant, Clerk or servant to be engaged or employed by the said Directors (except the Manager) shall on any account or pretence whatsoever be permitted to be or become a Shareholder or Shareholders in this Company.

57
Directors to concur
in the removal of the
— Manager —

That the Manager shall not be removed from his office without the concurrence of six of the Directors for the time being at a special meeting of the Board to be convened for that express purpose.

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION.

Birmingham and Midland Bank Company

[Continuation of Sheet 1.]

58

The Board to appoint
Public Officers

That it shall be imperative on the Board of Directors from time to time without any delay or interval to appoint two at least of the proprietors of the Company to be the Public Officers thereof for the purpose of the Company suing and being sued in the name or names of such Public Officers or either of them and for otherwise conforming to the provisions of the Act of the 7th year of the reign of his late Majesty King George the Fourth intituled "An Act for the better regulating copartnerships of certain Bankers in England and for amending so much of an Act of the 39th and 40th years of the reign of his late Majesty King George the Third intituled "An Act for establishing an agreement with the Governor and Company of the Bank of England for advancing the sum of Three millions towards the supply for the service of the year one thousand eight hundred as relates to the same".

59

Power to Board
to make advances

That the Board of Directors may give credit or make advances to any person or persons or several persons being partners to such amount at such rate of interest and upon such terms and conditions as the Board of Directors may think fit Provided that no such credit or advance be given or advanced for a permanency or for a longer period than six calendar months unless the

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

repayment thereof be secured on such freehold leasehold or copyhold hereditaments, government stocks or funds as the Board of Directors shall think sufficient or by such collateral personal security as shall be satisfactory to the Board of Directors and if the Directors present at any Board shall object to such credit or advance being given or made or shall require that any credit or advance then already allowed shall be recalled or reduced then such advance shall not be made or if made shall be immediately recalled or reduced unless such security be given to the Board of Directors as shall be satisfactory to them and on every question of credit or advance or for the reduction thereof the Board of Directors shall vote by ballot.

60

Directors not to vote
in advances wherein
interested

That no Director shall be allowed to vote in the matter of any advance or credit wherein he shall be interested either solely or in partnership with any other person or wherein any person standing towards such Director in the relation of wife father mother uncle aunt brother sister son daughter grandfather grandmother grandson grand-daughter nephew or niece or father-in-law brother-in-law son-in-law sister-in-law nephew-in-law or niece-in-law may be interested.

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION. }

Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

61

Power to Directors
to appoint persons
to sign bills &c

That such person or persons as the Board of Directors shall by any resolution or minute to be entered in their book of proceedings authorised in that behalf shall exclusively have power to sign draw endorse and accept all bills of exchange promissory notes and other negotiable securities in the name or on the account of the Company and no bill note or negotiable security signed drawn endorsed or accepted in any other manner than by the person or persons authorised for that purpose shall be binding on the Company, and each of the Proprietors hereby expressly renounces and disclaims all right and title to sign draw accept or endorse any bill note or negotiable security in the name of the Company or to contract any engagement so as to charge or bind the Company unless he shall expressly be authorised to do so by any of the provisions of this deed.

62

Power to Directors
to commence proceedings
at law and in equity

That the Board of Directors for the time being shall have full power to commence institute and prosecute and to defend in the name of any of the Public Officers for the time being of this Company nominated as aforesaid as the nominal plaintiff-petitioner or prosecutor or defendant for and on behalf of this Company any actions and suits and also any petition to found any fiat or commission

Birmingham and Midland
Banking Company.

(Continuation of Sheet L.)

of bankruptcy against any person or persons whomsoever (whether a proprietor of this company or not) for recovering any debts or enforcing any claims or demands due to the company or for the breach of any of the clauses or covenants contained in these presents or for any other matter relating to the concerns of the company and also any indictments informations and prosecutions on behalf of the company for stealing or embezzlement of any money effects or property of the company or for any fraud forgery crime or offence committed against or with intention to injure or defraud the said company - and to discontinue abandon release or become non-suit in any such suit or proceeding as the Board shall think fit And the Directors and every Public Officer of this company - shall be indemnified for all costs charges damages and expenses occasioned by any such suit or proceeding out of the funds of this company, and no Public Officer or proprietor being defendant who shall refuse or neglect to confide his defence to the management of the said Board shall be entitled to the benefit of such indemnity.

63

Books of account
— to be kept —

That the Board of Directors shall cause to be provided and kept at the banking house of the company in Birmingham and at the banking house of each branch establishment

Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

all necessary and proper books of account wherein shall be entered in a fair regular and explicit method an account of all receipts payments transactions and dealings that shall from time to time be made by or on behalf of the company and of all profits gains or losses arising therefrom and also an account of all dealings and investments that shall be made with or of the stock funds and capital of the company or any part thereof and the manner in which the same shall have been from time to time paid and applied And the Board of Directors shall twice in every year during the continuance of the company (that is to say) on the thirtieth day of June and the thirtyfirst day of December in each year and oftener if thought necessary and in such manner as the Board of Directors shall deem correct and equitable take state and make up a fair accurate and just statement and account of the stock funds and capital of the company upon each of those days and upon such other days as they may think proper whenever the accounts shall be made up oftener than twice in any one year and of the profits and gains which may have been made and the losses which may have been sustained during the preceding half or shorter portion of the

COMPLETE
REGISTRATION.

Copy of the Deed of Settlement of the
Birmingham and Midland
Banishing Company.

[Continuation of Sheet I.]

year And in each such stock-taking and account referred shall be had to the then funded and all other property of the Company which shall be estimated not at the cost but at the then selling price thereof so that the real state of the affairs of the Company may in such statement plainly appear And every such half-yearly or other statement shall be entered in the books of the Company and be examined and signed by three or more of the Directors and a summary or balance sheet thereof shall be made for the inspection of the Proprietors at their next annual general meeting and the period from the opening of the bank to the thirty first day of December next shall be considered as the half-year ending on that day And it is hereby expressly declared that no Proprietor (not being a Director or Officer of the Company) nor the executors or administrators, legatees, assignees or creditors of any Proprietors nor any other person or persons claiming or to claim by through under or in trust for any Proprietor shall be entitled to inspect any of the books accounts documents or writings of the Company except only such as may be produced for that purpose at any general meeting of the Proprietors and except these presents and any supplementary deed to be prepared in pursuance hereof.

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION.

Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

64

Power to Directors
to remit forfeitures of
— shares —

That in all cases in which in pursuance of the provisions contained in these presents any shares shall become liable to be or be actually forfeited to the Company it shall be lawful for but in no case imperative on the Board of Directors by the imposition of a fine or upon satisfaction and compensation made by the owner of such shares to remit such forfeiture and to restore such owner to his full rights and qualifications in respect of the same shares in like manner in all respects as if such forfeiture or liability to forfeiture had not been incurred — Provided that no remission of such forfeiture shall be made after such forfeited shares shall have been sold or disposed of in manner expressed in the provision next hereinafter contained nor after twelve calendar months from the declaration of forfeiture nor so as to prejudice or disturb any dividend which may have been declared.

65

Power to Directors
to buy and sell shares
— for the Company —

That it shall be lawful for the Board of Directors to purchase any shares by or out of the funds of the Company for the benefit thereof and whenever any shares shall become vested in the Board of Directors by purchase or by means of any forfeiture incurred pursuant to the provisions in these presents or any of them any share of

Birmingham and Midland
Banking Company

[Continuation of Sheet L.]

the capital of the Company shall become vested in the Directors for the time being on behalf of the same it shall be lawful for the Board to sell and dispose of such share or shares rather than retain the same to persons capable of promoting the interests of the Company or otherwise at such times and from time to time sell and dispose of the same either by auction or private contract or in such other manner as such Board shall think most beneficial for the general interest of the Company and the purchaser of each such share shall for all the purposes of these presents and of the covenants regulations and agreements to be entered into in conformity with these presents in respect of each such share respectively be considered as the Proprietor of that share or those shares as if in respect of such share or shares he were the transferee of the previous owner thereof and shall be entitled to a proper transfer and certificate thereof from the Board of Directors but it shall not be in anywise necessary for the previous owner or owners of any such share or shares to join in any transfer or assignment thereof.

66

Board of Directors
may insert and vary
— specified —

That as to such of the funds of the Company as shall not be employed or appear unnecessary to be employed in the ordinary

business thereof the Board of Directors shall and may lay out and invest the same or any part thereof either in the names of the Trustees for the time being of the Company or of such other persons as the Board may appoint in or upon some or one of the parliamentary stocks or public funds of Great-Britain or in Navy or Exchequer bills or India bonds or Bank or East India stock or on freehold leasehold or copyhold securities in England or Wales or in the purchase of any annuities for lives or of any other description And the Board of Directors shall have power from time to time to call in sell dispose of or convert into money any such stocks funds or other securities or to vary change transpose or transfer the same into any others of a like character with power again to invest the same from time to time as often as the Board may think expedient.

67

Power to Board
to compound debts
and refer to arbitration
— 82 —

That it shall be lawful for the Board of Directors in their discretion to refer and submit to arbitration any matter in dispute question or difference between the Company and any person or persons whomsoever or any member of the Company and to compound for any debt or debts owing to the Company and to accept or take as security for the whole or part or give time

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

for the payment and to consent to and execute any deed of composition or assignment made by any debtor to the Company whether a Proprietor or not for the benefit of his creditors and to refrain from suing for any debt or debts which may seem to the Directors bad or desperate and to authorize any Public Officer or Clerk for the time being of the Company to prove any debt due to the Company from any bankrupt or insolvent whether a Proprietor or not and to act in the matter of such bankruptcy or insolvency or as assigned therein and to receive any dividend therefrom and to sign the certificate release or other discharge of any bankrupt insolvent or other person indebted to the said Company or any deed of composition.

68

Directors may return to the Proprietors capital which they cannot employ to advantage.

That if at any time the Board of Directors shall find that they cannot employ to advantage the whole of the capital raised and paid up they shall have power to return any part of such capital to the Proprietors in proportion to the shares held by them respectively and on giving such notice as hereinafter required for payment of an original instalment they shall have power to recall the whole or any part of the capital which shall so have been returned at such time and subject to such

} Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

indebted to or under any liability or engagement to or with the Company and all persons claiming by from through under or in trust for such Proprietor or Proprietors in the nature of a final stated and settled account of all the capital stock gains profits losses liabilities transactions and dealings of the Company and of the interest share and proportion of each individual Proprietor of and in the same respectively and every such balance sheet or summary shall (as between and amongst all such parties as aforesaid) be and be deemed and be conclusive evidence of a final and settled account as aforesaid up to the day on which the same shall be exhibited to such annual general meeting and thenceforward up to and until the next annual general meeting so as to preclude every such Proprietor and all persons claiming by from through under or in trust for him from requiring any further or other account of such capital stock gains profits losses liabilities transactions or dealings or from alleging any further or other share interest or liability therein or thereto and from pleading or setting up a right to any such further accounts share or interest or any such further liability on the part of such Proprietor or persons claiming by from through under under or in trust for him in bar satisfaction or reduction of or in manner

COMPLETE
REGISTRATION.

Copy of the Deed of Settlement of the

Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

to any debt claim or demand which shall or may lie from time to time or at any time sought to be recovered proved made or prosecuted by or on behalf of the Company at large from against or upon such individual Proprietor or persons claiming as aforesaid or upon from or against his then or any of their estates or effects or of or to any action suit fiat in bankruptcy or other proceedings which may be from time to time commenced or instituted or sued out or sought to be obtained for enforcing the same respectively any rule doctrine or practice of law or equity to the contrary notwithstanding.

97
Indemnity to
Directors, &c. when
acting legally.

That the Directors Manager Trustees Public ~~or~~ ^{and} other Officers for the time being of the Company shall be indemnified and saved harmless out of the funds or property of the Company from and against all costs charges losses damages and expenses which they respectively shall or may pay sustain or incur in or about the execution of their respective trusts or offices or in or about any action suit or proceedings either at law or in equity relating to the acts or property of the Company which the Board of Directors for the time being may deem proper to use take prosecute or defend except such costs damages or expenses as shall happen by or through the wilful

Copy of the Deed of Settlement of the
Birmingham and Edland
Banking Company.

(Continuation of Sheet I.)

neglect or default of such Directors
Managers Trustees and other Officers
respectively and none of them shall be
answerable for any act or default of any
others or other of them nor for joining in
receipts for the sake of conformity nor for
any bankers brokers or other persons with
whom any moneys or effects belonging to the
Company shall be lodged or deposited for safe
custody or otherwise nor for the insufficiency
or deficiency of any security upon which any
money of or belonging to the Company shall
be placed out or invested nor for any loss
misfortunes or damages which may happen
in the execution of their respective trusts
or offices or in relation thereto respectively
except the same shall happen by or
through their own wilful default respectively.

98

Disputes between
Shareholders to be
referred to arbitration.

That if at any time during the
continuance of the Company or at or
after the dissolution or determination
or expiration thereof any question doubt
cause of action or suit dispute or difference
shall happen or arise between all or any
of the parties to these presents or the parties
to any such supplementary deed as aforesaid
or between all or any of the Proprietors for
the time being or then being late Proprietors
of the Company or their heirs executors
administrators or assigns respectively touching

Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

or concerning any matter cause or thing relating to or respecting the Company or in which the Company may be in any manner interested or touching or concerning the breach or construction of any covenant clause matter or thing herein or in any such supplementary deed as aforesaid contained or touching the construction of any addition to or variation of these presents or any supplementary deed although such additions or variations shall not have been embodied in a supplementary deed or between all or any of the Directors of the Company as such Directors or all or any of the Proprietors as Proprietors or between any Proprietor or Proprietors Director or Directors as Proprietors or Directors and any individual or individuals by reason of any acts done omitted or committed permitted or suffered by him or them respectively then and in every such case and as often as the same shall happen every such question doubt cause of action or suit dispute or difference shall on the request of any or either of the parties thereto or the heirs executors or administrators of any or either of them be reduced into writing and referred to three indifferent persons one of them to be chosen by the person or persons taking one side of the matter in difference and another of them by the person or persons taking the other side of

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION.

Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

the matter in difference within twenty-one days after such request and a third to be chosen by the said two first chosen arbitrators within fourteen days after they shall be chosen. And in case the person or persons taking either side of the matter in difference shall neglect omit or refuse to choose an arbitrator on his or their part within the time aforesaid then the arbitrator to be so chosen on the part of the person or persons taking the other side of the matter in difference shall choose another person to be joined with him in such arbitration and such two persons shall nominate a third person to be joined with them in such reference and the award or determination of the said three persons so to be chosen as aforesaid or of any two of them concerning the matter or matters so referred to them shall be binding and conclusive on the parties and their respective heirs executors and administrators and shall be performed and kept by them accordingly without any further suit or trouble so as such award or determination be made in writing under the hands of such three persons acting as arbitrators or two of them within three calendar months next after the said three persons shall be elected as aforesaid. And for further and better enforcing the performance of every such award the same award and the submission hereby made and the submission which may

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION.

Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

be made or entered into (if any) by any other instrument shall from time to time be made a rule of the Court of King's Bench or of the High Court of Chancery according to the statute in that case made and provided.

99
Disolution of Company
on loss of one fourth
of paid up capital.

That if ever the losses of the company shall have absorbed not only the whole of the fund called the "Guarantee Fund" but also one fourth ^{part} of the then paid up capital of the company the Board of Directors for the time being shall within twenty-one days or so soon after such losses being incurred as the said Board possibly can and they are hereby required to call a special general meeting of the proprietors stating in the notice the object and purpose of such meeting and the Board shall lay a statement of the affairs of the company before such meeting and it shall be lawful for any one or more of the proprietors personally present at such meeting to require the dissolution of the company and the same shall be accordingly dissolved forthwith and the affairs thereof wound up in manner hereinafter provided unless two thirds at least in number and value of the proprietors qualified to vote as aforesaid then and there personally present shall be desirous of continuing and carrying on the company which they shall be at liberty to do upon purchasing the shares of

Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

the party or parties so desirous of withdrawing from the Company at the then estimated bona fide value thereof (such value being determined by arbitration as aforesaid if any difference exist respecting the same) and also upon indemnifying such retiring proprietors from the debts and engagements of the Company and releasing them from the covenants clauses and agreements contained in these presents or in any subsisting deed or deeds of settlement of the Company. Provided that nothing herein contained shall extend or be construed to extend to release such retiring proprietor or proprietors from bearing and paying his her or their respective proportion of the losses of the Company up to the day of such Special general meeting.

100

Provision for general
 dissolution of Company.

That if such loss as last aforesaid shall not be incurred an absolute and entire dissolution of the Company and determination of this copartnership may lawfully take place on the terms hereinafter expressed and on no other terms (that is to say) by and with the consent and approbation of three or more of the Directors for the time being to be testified by some writing signed by them and by and with the consent and approbation of two third parts at least in number and in value of the votes of the

Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

Proprietors present in person and voting at each of two successive special general meetings of the proprietors each such meeting to be convened for that purpose exclusively by the Board of Directors by giving at least one calendar month's notice in writing to each Proprietor every such notice to express the specific object and purpose of the meeting.

101

Provision for winding
up affairs and
dissolution

That whenever in pursuance of any of the provisions of this deed the Company shall be dissolved, proper measures for effectuating such dissolution shall be taken by a Committee to be composed of three of the Directors for the time being of the Company and by an equal number of persons to be chosen by the majority of votes of the Proprietors present in person and voting at the meeting at which such dissolution shall be finally resolved upon and after such resolution the affairs and concerns of the Company shall with all convenient speed be wound up and settled And for giving full effect to such winding up and settlement but for no other purpose the Company and the powers of the Directors and the election of new Directors to supply vacancies shall be held to be subsisting and continuing and the debts and liabilities of and claims on the Company shall with all practicable expedition be satisfied discharged or otherwise sufficiently provided for And all

Birmingham and Midland Banking Company.

(Continuation of Sheet L.)

the effects securities or assets guarantees and other funds and interest and benefit of existing engagements shall be converted into money and for that purpose all outstanding debts owing to and the benefit of engagements belonging to the Company may be sold for money either by private contract or public auction or partly in each mode and the balance (if any) of the assets and property of the Company shall be divided amongst the persons who shall be the respective proprietors at the period of dissolution and their respective executors and administrators rateably and in proportion to the amount of their respective shares at that time and any of the proprietors (not being a Director or manager and not being a member of the Committee to be appointed as last aforesaid) may become purchasers of any of the assets of the Company which shall be sold and the amount of unclaimed shares of capital shall be invested by the Directors in manner hereinafter authorised in respect to the investment of the capital of Company and the moneys so invested and the accretions thereof and the securities for the same shall be from time to time paid or transferred by the Directors to the person or persons who shall claim and show title thereto and all disputes concerning the title thereto shall be referred to arbitration in manner appointed by the general arbitration clause hereinafter.

Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

contained but if no such clause or none such which shall be decided in favor of the claimant shall be made to all or any part of such investments for the period of six years to be computed from the day of the dissolution of the company then no such claim shall afterwards be admitted but the moneys and investments to which no such claim shall then have been made shall be applied as part of the capital of the company to the then ascertained Proprietors their respective executors or administrators and the effluence of the said period of six years shall absolutely bar and be conclusive against and upon all persons whatsoever claiming against the same whether under any legal disability or incapacity or not And the Proprietors present at any special meeting to be convened for the purpose may by a majority of votes declare the accounts of the company finally closed and the assets of the company fully administered or with such exceptions as they may think fit to declare And the Directors Trustees and all other parties to be released and discharged with or without such exceptions from all suits claims and demands made and by virtue or in consequence of these presents and they shall be released and discharged according to such resolution and in the form and under the modifications thereof and such resolution shall bind and be conclusive

*Birmingham and Midland
Banking Company.*

[Continuation of Sheet 1.]

upon the whole body as Proprietors and all persons claiming or to claim by from through under or in trust for them or any of them.

102

Proprietors' evidence
admissible as against
Birmingham and Midland
Banking Company
— Shareholders —

That in all actions at law, suits in equity, references to arbitration, disputes, and proceedings between the Company or any Public Officer on behalf of the Company and any Proprietor or other person claiming through or under a Proprietor the evidence of any Proprietor shall be admitted and received for or against the Company or for or against the Public Officer notwithstanding the Proprietor whose evidence may be tendered may be in any manner interested in any such action suit reference dispute or proceeding and no objection shall be taken by or on behalf of the Company or of any Public Officer or of any Proprietor or other person claiming through or under a Proprietor to such evidence and if any such objection be made or taken the same shall not be allowed.

103

Notice to Proprietors
how to be given —

That in every case in which any notice is by these presents authorized or directed to be given or sent to the Proprietors or to any Proprietor of the Company whether to attend any meeting of Proprietors or otherwise or for any other purpose whatsoever or any meeting of Proprietors is directed or authorized to be convened the same shall unless otherwise

Birmingham and Midland
Banking Company

[Continuation of Sheet L.]

expressed be given sent or conveyed by a written or printed letter or circular signed by such Officer for the time being of the Company as the Board of Directors shall appoint in that behalf and every such letter or circular shall be directed to the person or persons to whom the same is to be given or sent at his place of abode as stated in the Proprietors' register and shall be forwarded through the Birmingham Post Office and every such letter or circular so directed and sent shall be good and sufficient notice and shall be fully effective for all purposes for which such notice is required to be given or sent although the same shall not after being committed to the Post Office as aforesaid reach its place of destination and such notice shall to all intents and purposes be considered to have been given to the party to whom the same shall be directed on the day on which the same shall be committed to the Post Office.

104

Construction of
language of deed.

That whenever in these presents or in any of the provisions thereof words are used importing the singular number only or the plural number only or with reference to persons importing males only, yet these presents and the provisions thereof shall be held and construed to include several persons as well as one person and the same as well as females as well as males and bodies corporate

COMPLETE
REGISTRATION.

Copy of the Deed of Settlement of the
*Birmingham and Midland
Banking Company.*

(Continuation of Sheet I.)

84

Proceedings of
general meetings
to be entered in a book.

That all orders resolutions and proceedings of every general meeting of the Company whether annual special or adjourned shall be entered and dated in a book to be kept for that purpose and when so entered shall be signed by the Chairman of the meeting and the same shall when so entered and signed be receivable and received as between and amongst the proprietors as conclusive evidence of all such orders resolutions and proceedings and that the person signing the same as Chairman was duly elected as such.

85

Power for general
meetings to increase
capital, remove
Directors, &c.

That it shall be competent for any general meeting of the Company whether annual or special duly convened and held in manner by this deed provided, to increase the capital of the Company and to raise such increased capital by creating an additional number of shares of Ten pounds each and to cause the same shares to be sold at such prices as the Directors for the time being can obtain for the same and such shares when sold shall be subject to all the provisions of this deed of settlement and shall entitle the holders to the same benefits rights and privileges in respect thereof as if the same had been originally subscribed for on the foundation of this Company. It shall also be competent for any such general meeting of the Company whether annual or special to increase the number of Directors

THESE DEEDS WERE ADJUDGED TO BE VALID AND EFFECTIVE BY THE COURT OF COMMONS IN THE CASE OF THE BIRMINGHAM AND MIDLAND BANKING COMPANY, LIMITED, IN THE YEAR 1867.

Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

of the Company and afterwards to diminish the same again to the present or any intermediate number - to repeal all or any of the bye-laws and provisional regulations which shall subsequently to the date of these presents have been made by the Directors for the time being affecting the property or concerns of the Company or to adopt and confirm all or any of such bye-laws and provisional regulations and which shall for that purpose be submitted to every general meeting and to make any new laws orders regulations or provisions for better managing the Company and the business affairs and concerns thereof and to amend or to alter repeal or make void any of the existing laws regulations and provisions thereof and to cause all or any of the bye-laws and provisional regulations which may be so adopted and confirmed and all or any of such new laws orders regulations and provisions and all or any of such resolutions for the repeal or avoidance of existing laws or provisions to be embodied into any supplementary deed of settlement to be made for the conduct or government of the Company and the same whether embodied into such supplementary deed of settlement or not shall be as binding and effectual to all intents as if the same were inserted and contained in these presents and generally to determine upon any question or measure matter or thing

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

(Continuation of Sheet L.)

relative to the affairs of the Company which shall arise in the course of the conduct and management thereof and which shall be brought before such meeting. Provided nevertheless that no act or order or resolution shall be done or passed at any general meeting whether annual or special which shall release or exonerate all or any of the Proprietors for the time being from their respective liabilities to pay and satisfy the entire sum of Ten pounds in respect of every share or from their covenants in that behalf contained in this deed or to be contained in any supplementary deed as aforesaid or which shall affect or infringe upon the payable or proportionate division of the profits and liability to the losses of the Company as between and amongst the Proprietors or which affect or alter the provision hereinafter contained for the dissolution of the Company in case of eventual loss of capital. Provided also that no resolution which shall have for its object the increase of the capital of the Company or the abrogation enlargement or alteration of any of the clauses powers or provisions in this deed contained or the making or executing of any supplementary or other deed of settlement shall be valid unless the same resolution after having been passed at a general meeting either annual or special shall be confirmed by a special general meeting to be convened

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION.

Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

by the Directors expressly for that purpose in the mode in this deed prescribed with respect to special general meetings and to be held within three calendar months after the meeting at which such resolution shall have been originally made.

86
Auditors may be
appointed by a general
meeting

That any annual general meeting of Proprietors may appoint two Proprietors—(being respectively qualified to be directors) as Auditors to examine and report on the state of the affairs of the Company and it shall also be competent for the Proprietors at such meeting to direct the production to such auditors of all books vouchers writings and documents concerning the same and to enable them to call in the aid of the Manager and Accountant or any other of the Officers Clerks or Servants of the Company and the annual general meeting by which such auditors shall have been appointed may be adjourned to some future day to receive the report of the Auditors on the matters committed to them and the Auditors shall make their report to such adjourned meeting if the account exhibited be objected to but not otherwise and every such auditor shall previously to entering upon the investigation of the matters committed to him subscribe a declaration in writing pledging himself to secrecy in respect to the accounts of individuals with the bank and the state thereof

Copy of the Deed of Settlement of the
*Birmingham and Midland
Banking Company.*

[Continuation of Sheet 1.]

87 — *General meeting may fix remuneration for Directors* — That the proprietors at any annual general meeting shall fix the remuneration (if any) to be paid to the Board of Directors for the time being.

88 — *Balance sheet to be exhibited at Annual Meeting* — That at every annual general meeting, the Board of Directors shall exhibit a summary of the preceding year's or other balanced sheet, which shall not have been exhibited at any preceding annual meeting together also with such further statement or report of the affairs of the company as the Directors may deem expedient or proper for the interests of the company to be made public. And every such report shall be binding and conclusive on all the proprietors their respective executors, administrators and assigns unless some error shall be discovered therein before the next subsequent report shall have been produced and in that case such particular error and that only shall be rectified.

89 — *Profits to be divided at general meeting* — That at every annual general meeting the net profits which shall appear to have been made by the company during the preceding year after deducting therefrom the sum (if any) to be set apart by the Board of Directors for the purposes of the guaranteed fund hereinafter provided for shall be divided amongst the proprietors in proportion to their respective shares and the yearly dividend of profits be declared.

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

90. ———
Guarantee Fund. That such proportion of the net profits which shall appear to have been made by the Company during any year as the Board of Directors may think under the circumstances advisable shall be retained by the Board of Directors in order to form a fund to be called "The Guaranteed Fund" and the guaranteed fund shall be accumulated at compound interest at the rate of three per centum per annum and shall be applicable and be applied by the Board of Directors for the sole purpose of meeting any extraordinary demands to which the Company may be liable Provided always that when and so often as such fund with the accumulations thereon shall amount to the sum of Thirty thousand pounds the excess beyond such amount shall be then divided amongst the then proprietors in proportion to their respective shares by way of bonus. Provided also that in any year in which a dividend of five per cent on the paid up capital shall not be declared no part of the net profits of that year shall be retained for the purposes of the guaranteed fund. Provided also that the dividend and bonus on shares shall be considered as due on the day on which the same shall be declared to be payable and not before.

91. ———
Notice of dividend or bonus. That the Board of Directors shall at such time or times as they shall for that purpose

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION.

Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

fix and appoint after a dividend shall have been declared or a bonus decided upon as aforesaid pay or cause to be paid at the office of the Company at Birmingham to each Proprietor his proportion of such dividend or bonus and shall give to each Proprietor his executors or administrators ten days' notice of the day fixed for payment thereof Provided always that the party entitled to receive any dividend or bonus shall bear the (entire) expense of receiving the same.

92

Unclaimed dividends

That so much of every dividend or bonus as the Board of Directors shall not be called upon to pay for the period of six calendar months after the same respectively shall have become payable shall be passed to an account to be called "The Unclaimed Dividend Fund" and shall from time to time be invested by the Board of Directors in such manner as they shall think proper and no Proprietor whose dividend or bonus shall be passed to this unclaimed dividend fund as aforesaid shall be entitled to receive any interest in respect of the same but shall receive only the amount of his declared dividend or bonus and all the interest and profits to arise from this unclaimed dividend fund and also so much of the principal of the same fund as shall remain unclaimed for the space of six years shall from time to time be transferred to

Copy of the Deed of Incorporation of the
Birmingham and Midland
Railway Company.

Continuation of Sheet L.

and form part of the guaranteed funds.

93. The company not
to be affected by trusts.

That the person in whose name any shares shall stand in the books of the company shall to all intents and purposes whatsoever within the meaning of these presents be deemed at law and in equity the absolute sole and beneficial holder and owner of such shares and shall as such be the only person known to or recognised by the company in all votes transfers notices payments receipts and other matters relating to the same shares and that the company shall in no case be bound to notice or be affected with notice express or implied of any trust or equitable charge imposed on any shares nor with any gift thereof by way of legacy until the legatee shall have become a proprietor as provided for by this deed.

94. Trustees receipts to
discharge Company.

That in all cases when any shares shall be bequeathed to or otherwise become vested in any person or persons in trust for or subject to any equitable claim of any other person or persons the receipt of the person or persons in whom any such shares shall be vested at law or in or their executors or administrators shall notwithstanding any such equitable claims whatsoever be a good and effectual discharge for the money which may become payable from the company for or in respect of such

} Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

shares and shall fully discharge the Company from the obligation of being to its application or being answerable for its misapplication or non-application.

95

Lien upon shares
of Proprietors—

That the Directors for the time being shall on behalf of the Company have a lien on all shares stock profits bonuses and dividends of every Proprietor in the Company for or in respect of all debts liabilities and engagements due or owing to or subsisting with the Company by or on the part of such Proprietor either in respect of cash advances or any balance or balances or running bill; or notes or on any account generally and whether such debts liabilities or engagements shall be those of such Proprietor individually or jointly or as surety for or in partnership with any other person or persons and such lien shall at all times and in all cases be the first and paramount lien on the shares stock profits bonuses and dividends of every such Proprietor and the Board of Directors may and are hereby fully empowered to cancel extinguish and declare forfeited or to sell transfer and dispose of for the general benefit of the Company the shares of every or any such Proprietor either wholly or in part & previous to deal with the same as the case may seem to require without any further authority or consent or concurrence whatsoever from or on

Birmingham and Midland
Banking Company.

(Continuation of Sheet I.)

the part of any such Proprietor in order to obtain satisfaction or payment of all or any part of such debts liabilities or engagements; and for that purpose the said shares dividends interests and profits are hereby assigned and conveyed to the Directors accordingly, it being meant and intended that the same shall be available to the Company in as full ample and beneficial a manner as can by the rules of law or equity be admitted. Provided that if and when any shares of any Proprietor indebted or under any liabilities or engagements to or with the Company as aforesaid shall be cancelled forfeited sold or disposed of by the Board of Directors under or by virtue of the power last aforesaid the Board of Directors shall and may credit such Proprietor in account at the option of the Board either with the amount of his shares so cancelled forfeited sold or disposed of or taken at par or at the price paid on the last preceding sale and transfer of shares in the Company or with the value thereof according to the market price of such shares at the time when any such forfeiture shall have been incurred. Such market price in case of disagreement to be ascertained by arbitration in manner prescribed by the general article of arbitration hereinafter contained. Provided nevertheless that notwithstanding anything hereinbefore contained all the right title and interest of

Birmingham and Midland Banking Company.

[Continuation of Sheet L.]

every such Proprietor whose shares shall be so forfeited cancelled sold or disposed of as aforesaid as a member of or Proprietor in this Company shall absolutely cease and determine upon and from the day on which such shares shall be by the Board of Directors declared to be forfeited or ordered to be cancelled sold or disposed of—Provided also that whenever the owner of any shares shall have transferred the same with the approbation of the Board of Directors under the provisions of this deed such shares shall thenceforth be wholly released and discharged from any lien to the Company in respect of the debts liabilities or engagements of the owner transferring the same.

96 — That no Proprietor who shall or may either solely or jointly with or as surety for any other person or persons whomsoever be indebted or under any liability or engagement to or with the Company upon any account whatsoever shall either for the purpose of restraining the operation and effect of the last preceding article or clause or of the powers therein contained or any of them or for any other purpose reason or pretext whatsoever have claim or demand or be entitled to any account of or have claim or be entitled to any set-off or allowances against or in or towards satisfaction or reduction of

Shareholders under
liabilities to the
Company bound by
balanced sheet exhibited
by Directors —

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

any such debts liabilities or engagements to the company as aforesaid for or in respect of any share or proportion of any capital stocks profits loss or liabilities belonging to or made or incurred by the company to which any such Proprietor may be alleged or presumed to be entitled or to be subject as a member of or partner in the said company other than and except in respect of any dividends or bonus upon his shares which may have been actually declared or ordered to be paid in conformity with the provisions in that respect in this deed contained and which shall not have been then already paid or placed to the credit of such Proprietor in account with the company, it being the object and intention of this present article to provide and it is hereby accordingly expressly provided and declared that the balance sheet or summary of the accounts of the company which shall have been exhibited by the Directors (in conformity with the 88th article of the present) at the annual general meeting at or immediately previous to which any such dividend or bonus shall have been declared and ordered to be paid shall stand for and be conclusively received and be as between the company at large and each and every individual Proprietor and any number of individual Proprietors who shall, or may be for the time being severally or jointly—

*Birmingham and Midland
Banking Company.*

[Continuation of Sheet I.]

as well as individuals unless it be otherwise specially provided or there be something in the subject or context repugnant to such construction.

105
Computation of
time

That whenever under any of the provisions of this deed a certain number of days or other period is required to elapse in order to give effect to any provision act deed matter or thing or any period or number of days is fixed for any other purpose whatsoever the first of such day or the first day of such period (as the case may be) shall be excluded from and the last of such days or last day of such period (as the case may be) shall be reckoned and included in the computation of the time or period required.

106
This deed may be
enrolled and deposited
as Directors may
appoint

That the Board of Directors for the time being shall cause these presents and every supplementary deed or deeds of settlement relating to the Company to be enrolled in the High Court of Chancery in England for the benefit and security of all the parties to the same and such deed or deeds shall afterwards be deposited in such place as the Board of Directors shall think fit and shall at any time or times on the request and at the charges of any proprietor or proprietors or any person claiming through or under any proprietor be produced on any trial or trials hearing or hearings at law or in

*Birmingham and Midland
Banking Company.*

[Continuation of Sheet I.]

equity or on any other reasonable occasion due notice in writing being first given to the Manager for the time being of the Company of the time and place when and where the production thereof will be required.

107
Charter or Act of
Parliament may
be applied for

That the Board of Directors if required by two successive special general meetings may apply for and solicit out of the funds of the Company a charter for the purpose of incorporating the Company hereby established or the Proprietors thereof for the time being and also may apply for and solicit an Act of Parliament for the purpose of giving full effect to and carrying into execution the provisions agreements and stipulations in these presents or in any supplemental deed contained and procuring such other privileges as may be requisite or necessary for the purpose or as may be deemed advantageous for the interest of the said Company.

Covenant by the
Proprietors of the
Company to observe
all the articles and
— clauses —

And each of them the said Thomas Bolton, Robert Webb, John Taylor, William Port, William Lynam, John Francis, and Jeremiah Ridout and the several persons parties hereto of the first and third parts severally separately and apart from the others of them doth hereby for himself and herself his and her heirs executors and administrators and as to and concerning only the acts deeds and defaults

Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

of himself or herself and his or her executors and administrators covenant declare and agree to and with the said Thomas Pinches and Charles Leach their executors and administrators on behalf of the persons who for the time being shall be entitled to the benefit of the provisions regulations and agreements for the time being of this Association and in the shares proportions and manner in which they respectively shall be entitled to the benefit of the same provisions rules regulations and agreements And each of them the said Thomas Pinches and Charles Leach severally and separately doth hereby in like manner for himself his heirs executors and administrators and as concerning only their acts deeds and defaults of himself and his respective heirs executors and administrators covenant declare and agree to and with the said Thomas Bolton, Robert Webb, John Taylor, William Port, William Gammon, John Francis, and Jeremiah Ridout their executors administrators and assigns on behalf of the persons who shall be so entitled as aforesaid and in the shares and manner aforesaid That he or she the covenantor whilst the proprietor of any shares originally or newly acquired in the capital of the said Company and his or her heirs executors and administrators shall and will in respect of such shares (being and remaining part of

COMPLETE
REGISTRATION.

Copy of the Deed of Settlement of the

Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

the assets of the covenantor) observe perform
fulfil and keep all the covenants articles
clauses and stipulations including additions
alterations variations and modifications to
be made in pursuance of the provisions in
this deed contained which are or ought to
be observed performed fulfilled and kept by
him or her the covenantor or his or her heirs
executors and administrators respectively in
respect of or in relation to such shares so for
the time being remaining part of his or her
assets and according to the true intent and
meaning of the same covenants articles or
stipulations and agreements respectively And
the covenantor will perform all duties of
a Director Auditor or Trustee from time
to time when and so often and so long as
he shall be appointed and be a Director
Auditor or Trustee of the said Company
according to the directions stipulations and
agreements contained in these presents And
the damages and costs which may be
recovered from time to time under this
covenant shall be paid over to the Directors
for the time being to be applied by them
as part of the assets of the Company.

Two parts of deed
to be executed by all
—Proprietors—

And whereas it may frequently be
necessary to transmit these presents to various
places for execution by Proprietors or for
other purposes and in order to provide

Copy of the Deed of Settlement of the
 } Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

against the consequences of the loss or destruction of these presents it hath been deemed expedient that two parts thereof duplicates of each other should be prepared and executed and inasmuch as many of the persons who shall execute one part of these presents may not execute the other part it has also been thought expedient in order to preserve entire conformity between the two to empower some one as the attorney of the party who shall have executed only one part of this deed to sign seal and deliver the other part in the name of the party whose personal signature and execution shall not appear in both parts.

Power of attorney
 for Proprietors
 executing one part
 only to the Manager to
 execute other part.

Now therefore this Indenture also witnesseth that for effectuating the purposes last aforesaid each and every of the said parties hereto of the first and third parts whose personal signature shall not be subscribed to both parts of this deed of settlement and who shall not have executed both such parts doth hereby make ordain constitute and appoint the said Charles Leach who is intended to be the first and present Manager of this Company and also such other person as shall for the time being be the acting Manager of the Company the lawful attorney of him or her the Proprietor or other person who...

COMPLETE
REGISTRATION.

Copy of the Deed of Settlement of the

Birmingham and Midland
Banking Company

[Continuation of Sheet I.]

party to these presents of the first or third parts shall have executed one part of this deed and in the name and as the act and deed of the said Proprietor or other person to sign seal deliver and execute the duplicate or counterpart of this present deed of settlement, he or she the constituent hereby declaring that every duplicate or counterpart of this deed so executed by his or her said attorney as aforesaid shall be of the like force and effect as if executed by him or her the said constituent and hereby agreeing to ratify and confirm all and whatsoever such attorney shall lawfully do in the premises by virtue of this present power.

And lastly it is declared and agreed by and between the respective parties hereto that notwithstanding the dates of their subscriptions of the respective parties hereto the contract shall be deemed to have commenced on the sixteenth day of August one thousand eight hundred and thirty six and that all arrangements made and all acts done by the Provisional Committee or other person or persons who have projected and organised the Company and conducted and managed the affairs thereof since the formation of the same shall be and the same are hereby expressly ratified and

Birmingham and Midland
Banking Company.

[Continuation of Sheet A.]

confirmed and declared to be as valid and binding upon the Proprietors as if the same had been made, done, authorised or executed by the Board of Directors under the authority of the provisions in this deed contained.

In witness whereof the said parties have to these presents and also to a duplicate hereof written upon forty three pages of parchment and containing clauses numbered consecutively from 1 to 107 set their hands and seals the day and year first hereinbefore written. —

Signature	Residence	Designation	N ^o of Shares	Seal	Witness to the signing and delivery thereof by the party whose name is written on the same line with that of the witness
Thomas Bolton	Birmingham	Merchant	100	(S)	Henry Andrews
Robt. Webb	Birmingham	Solicitor	150	(S)	Henry Andrews
Jeremiah Ridout	Birmingham	Gentleman	100	(S)	Edwin Williams
Thomas Pinches	Birmingham	Gentleman	150	(S)	Henry Andrews
William Lort	Boston	Surgical Instrument Maker	150	(S)	Henry Andrews
William Harrison	Boston	Glass maker	200	(S)	Henry Andrews

Signature	Residence	Designation	No of Shares	Seal	Witness to the signing sealing and delivering these presents by the party whose name is written on the same line with that of the witness
John Francis	Birmingham	Merchant	100	LD	Henry Andrews
Charles Beach	Birmingham	Gentleman	100	LD	Henry Andrews
Francis Twich	Great Baw	Coal Owner	200	LD	Henry Andrews
Thomas Abowes	Edgbaston	Merchant	75	LD	Henry Andrews
John Weaver	Wolverhampton	Chemiist	150	LD	Henry Andrews
William Hills	Birmingham	Attorney at Law	150	LD	Henry Andrews
Thomas Atkins	Handsworth	Soap Maker	100	LD	Joseph Henry Moore
J. T. Titterton	Birm ^m	Varnisher	50	LD	Joseph Henry Moore
Thos. Richard Hodgson	Birmingham	Solicitor	20	LD	Joseph Henry Moore
Thomas Clark Junr	Edgbaston	Hothouse Builder	30	LD	Joseph Henry Moore
William Phillips	Birmingham	Butcher	40	LD	Joseph Henry Moore
Jo ^s . H. Allen Taylor	Birmingham	Plater	25	LD	Joseph Henry Moore
William Bridge	Deritend	Boot Maker	10	LD	Joseph Henry Moore
Edward Holmes	a Hoveley	Gentleman	20	LD	Joseph Henry Moore
Robert Perry	a Aston	Merchant	20	LD	Joseph Henry Moore

Copy of the Deed of Settlement of the *Birmingham*

COMPLETE
REGISTRATION.

} *and Midland Bank* Company.

[Continuation of Sheet I.]

Signature	Residence	Designation	no. of shares	Seal	Witness to the signing sealing and delivering these presents by the party whose name is written on the same line with that of the witness
George Smith	Birmingham	Hubbards	30	LD	Joseph Henry Moore
John Rubery	Birmingham	Umbrella Furniture Founder	30	LD	Henry Andrews
William Miles	Birmingham	Grocer	20	LD	Henry Andrews
Enoch Pearson	Aston	Coal Dealer	20	LD	Henry Andrews
John Swingle	Aston	Plater	25	LD	Henry Andrews
Francis Clark	Edgbaston	Silver Smith	30	LD	Henry Andrews
Frederick Wells	Birmingham	Solicitor	25	LD	Henry Andrews
William Phillips	Birmingham	Plater	50	LD	Henry Andrews
Godfrey Hobday	Birmingham	Teacher of Languages	20	LD	Henry Andrews
Samuel Buckley Junr	Edgbaston	Merchant	75	LD	Henry Andrews
Joseph Rawlings	Dorland	Brush Maker	10	LD	Henry Andrews
Bernard Bodwell Portal	Birmingham	Druggist	25	LD	Henry Andrews
Frederick Phillips	Birmingham	Camp Manufacturer	20	LD	Henry Andrews
William Handley	Birmingham	House Agent	20	LD	Henry Andrews
Charles Tongue	Aston	Japanner	20	LD	Henry Andrews

Signature	Residence	Designation	No. of shares	Seal	Witness to the signing soaking and delivering these presents by the party whose name is written on the same line with that of the witness
Thos. Moor	Stourbridge	Gentleman	20	LD	Henry Andrews
Henry Wright	Stoke Newington	Engineer	10	LD	Henry Andrews
John Phillips Hodgkins	Birmingham	Factor	30	LD	Henry Andrews
Samuel Sutton	Birmingham	Iron Merchant	20	LD	Henry Andrews
William Rooker	Birmingham	Gentleman	20	LD	Henry Andrews
Benjamin Pearson Bartlett	Birmingham	Manufacturer	30	LD	Henry Andrews
Jesse Moore	Walsall	Gentleman	20	LD	Joseph Henry Moore
R. H. Taylor	Bull Ring	Draper	30	LD	Henry Andrews
Thomas Johnston	Birmingham	Merchant	50	LD	Henry Andrews
John Wootton	Minson Green	Traveller or Agent	20	LD	Joseph Henry Moore
James Scott	Birmingham	Share Broker	30	LD	Henry Andrews
Joshua Schofield	Birmingham	Merchant	150	LD	Henry Andrews
John Webster	Birmingham	Wholesale Draper	30	LD	Henry Andrews
Rebecca Fraies	Birmingham	Shoe manufacturer	10	LD	Henry Andrews
James Warden	Ston	Coal Merchant	30	LD	Henry Andrews

Copy of the Deed of Settlement of the Birmingham

COMPLETE } and Midland Bank Company.
REGISTRATION.

[Continuation of Sheet I.]

Signature	Residence	Designation	No. of Shares	Seal	Witness to the signing sealing and delivering these presents by the party whose name is written on the same line with that of the witness
Josiah Heath	Aston Road	Gent.	10	CD	Henry Andrews
John Harris	Handsworth	Gent.	20	CD	Henry Andrews
Thomas Osborn	Birmingham	Sword Cutler	20	CD	Henry Andrews
Henry Grove	Birmingham	Grocer	20	CD	Henry Andrews
Samuel Isaac Newstadt	Birmingham	Merchant	25	CD	Henry Andrews
John Nicholls	Birmingham	Hop Merchant	10	CD	Henry Andrews
Thos. Sturmfort	Birmingham	Jeweller	25	CD	William Barratt
Thos. Cheston Nicholls	Birmingham	Clerk	10	CD	William Barratt
H. D. Devey	Handsworth	Captain	10	CD	William Barratt
Thos. Hurland	Birmingham	Courier	60	CD	William Barratt
Thomas Clark	Edgbaston	Toy Maker	50	CD	William Barratt
Thomas Mansell	Birmingham	Newspaper Agent	30	CD	William Barratt
Thomas Forgham	Birmingham	Boot & Shoe Maker	10	CD	William Barratt
Thomas Bailby	Birmingham	Gentleman	50	CD	William Barratt
Charles Rotherham	Birmingham	Plater	50	CD	William Barratt

COMPLETE
REGISTRATION.

} and Midland Bank Company.

Dated

18

Signature	Residence	Designation	No. of Shares	Seal	Witness to the signing stating and delivering these presents by the party whose name is written on the certificate with that of the witness
Josh. Mitchell Tridlander	Birmingham	Lawbroker	10	CD	William Barratt
William Edwards	Edgbaston	Goldsmith	20	CD	William Barratt
Follett Cole	Birmingham	Manufacturer	30	CD	William Barratt
Alexander Behrend Oppenheimor	Birmingham	Merchant	40	CD	William Barratt
Richard Blood	Birmingham	Factor	20	CD	Henry Andrews
John Boulton	Temple Row West Birmingham	Silk Mercer	20	CD	Henry Andrews
David Barnett	Birmingham	Merchant	25	CD	Henry Andrews
William Bolton	Birmingham	Timber Merchant	30	CD	Henry Andrews
Benjamin Brook	Birmingham	Dissenting Minister	30	CD	Henry Andrews
Joseph Butler	Handsworth	Gentl ⁿ	30	CD	Henry Andrews
George Wareing	Birmingham	Tailor & Draper	20	CD	Henry Andrews
Fred ^k J. Welch	Birmingham	Carriage & Pattern maker	50	CD	William Barratt
John Walsh Walsh	Birmingham	Soda Water Mkr	25	CD	William Barratt
Edward Palmer Turner	Birmingham	Coal Dealer	20	CD	William Barratt
Alfred Aston	Birmingham	Ironmonger	15	CD	William Barratt

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION.

Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

restrictions and in such manner as are
hereinbefore prescribed with respect to
original calls.

69

Power to compound
— for stamps —

That it shall be lawful for the Board
of Directors if they shall think fit to enter
into such composition with the Commissioners
of Stamps for the duties to become payable
in respect of any bills or notes issued by the
Company as is or shall be authorised and
provided for by any Act or Acts of Parliament
passed or to be passed in that behalf and
for that purpose to cause such funds and
securities to be given and entered into by
sureties on behalf of the Company as the
said Commissioners shall in accordance
with the provisions of such Act or Acts
require and such sureties shall be
indemnified from their responsibility by
and out of the assets and effects of the Company.

70

Board of Directors
to make returns under
— 7th Geo. 4th —

That it shall be imperative upon the
Board of Directors from time to time between
the twenty eighth day of February and the
twenty fifth day of March in every year during
the continuance of this Company and at any
other time or times as occasion shall require
to cause to be made out return with and
delivered to the Commissioners of Stamps
an account or return of the respective
particulars of the business of the Company

Birmingham and Midland Banking Company

and Act of the seventh year of the reign
of King George the Fourth in relation to
the regulation of banking corporations and
of the several names and meeting
of the said Act required to be made out
and delivered to the Comptroller of stamps

71
Power to the Board
to execute letter of
attorney

That the Board of Directors have
full power to make, execute and
or to direct any Public officer of the Company
or the manager or any other person to make
sign seal and execute any power or letter
of attorney for enabling any other person
or persons jointly or severally to act on
behalf of the Company in any transaction
business matter or thing which shall be
stated in so to provide a letter of attorney
and the business when done transacted or
executed by any such attorney or attorneys
shall be of the like force and effect as the
same would have been if done transacted
or executed personally by the Board of
Directors or by the officers of the Company.

72
Trustees to be appointed
That the Board of Directors shall from
time to time appoint three or more persons
to be the Trustees of the Company and that
several resolutions stated and effect to be
taken by or on behalf of or in favor of the Company
or wherein the Company may be interested
shall be taken in the names of such

Copy of the Deed of Settlement of the

{ COMPLETE
REGISTRATION. }

Birmingham and Midland
Banking Company.

{ Continuation of Sheet L.

Trustees jointly and the joint receipt of such Trustees or the receipt of the survivor or survivor of them shall be a sufficient and conclusive discharge for the same And the Trustees shall from time to time receive and deliver at the expense of the Company such covenants or declarations of trusts of the estate securities moneys and effects purchased taken held or possessed by the same Trustees on behalf of the Company as the Board of Directors shall devise and require And the said Robert Webb, William Gammon, and Thomas Bowes are hereby appointed and declared to be the first Trustees of the said Company.

73
Trustees; may resign.

That any Trustee may at any time vacate his office by sending in to the Board of Directors his resignation in writing and giving fourteen days' previous notice in writing to the Board of Directors of his intention so to do And when any Trustee shall misconduct himself in his office or shall become bankrupt or insolvent or make or offer any compromise with his creditors or otherwise become in the judgment of the Board of Directors unfit to act as a Trustee of the Company then and in every such case the Board of Directors shall have power by an order in writing inserted in their books of proceedings to remove such Trustee from his office.

Birmingham and Midland
Banking Company.

Continuation of Sheet L.

7/4
mode of appointing
— new Trustees —

That within two calendar months next after the Trustees of the Company or any or either of them shall refuse neglect die go to reside beyond three miles from the Town Hall in Birmingham aforesaid or become incapable to act or shall resign or be removed, the Board of Directors for the time being shall name and appoint another Trustee or other Trustees in the stead of the Trustee or Trustees so refusing neglecting dying going to reside beyond that distance last aforesaid becoming incapable to act or resigning or being removed as aforesaid And such new Trustee or Trustees shall at the expense of the Company execute a covenant in such form as shall be devised by the Board that he will hold the estates and funds of the Company upon the trusts and for the purposes of these presents or of the subsisting deed or deeds of settlement of the Company and immediately after such appointment and the execution of such covenant the trust estates moneys securities and effects of and belonging to the Company which shall be or have been vested in the Trustee or Trustees so refusing neglecting dying going to reside beyond the distance last aforesaid becoming incapable to act or resigning or being removed shall be assigned assigned paid and transferred so and in such manner that the same be vested in such new Trustee or

Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

Trustees jointly with the surviving or continuing Trustee or Trustees upon the trusts of these presents or the then subsisting deed or deeds of settlement of the Company.

75

Securities taken in names of Trustees to be subject to control of Directors and Trustees to execute declarations of trust required.

That the securities or other investments hereinbefore authorised to be taken and made in the names of the Trustees of the Company and all moneys to be received or become due thereon shall from time to time be under the control and subject to the disposition of the Board of Directors for the time being and the order in writing of the said Board shall be obligatory on and a justification to the said Trustees as to any purchase sale investment payment or disposition of the securities or money of the Company and the said Trustees shall from time to time execute and deliver to the said Board of Directors at the expense of the Company such declarations or acknowledgments of trust of the estates securities moneys and effects purchased taken holden or professed by the same Trustees on behalf of the Company as the Board for the time being shall devise or require.

76

Receipts of Trusts or Directors to be sufficient discharge.

That every or any receipt of the Trustees for the time being of the Company or such number of Directors thereof as may constitute a Board or be sufficient to constitute a Board

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

for any of the moneys of the Company that may be paid to such Trustees or Directors or by order of such Trustees or Directors shall effectually discharge the person or persons paying the same his her or their heirs executors administrators or assigns from being obliged to do to the application thereof and from all responsibility by reason of any misapplication or non-application thereof.

77
Annual General
Meeting

That an annual general meeting of the Proprietors shall be held on the first Monday in the month of August every year or within ten days next following that day at some convenient hour and place to be fixed by the Board of Directors and the first of such annual general meetings shall take place on the first Monday in the month of August one thousand eight hundred and thirty seven or within ten days then next following.

78
Power to call special
General Meetings

That the Board of Directors shall have full power to call at any time a special general meeting of the Proprietors for such purposes and to be held at such time and place as the Board may think proper, and twenty-five or more Proprietors holding in the aggregate at least one thousand shares shall have full power and authority at any time by writing under their hands to be

Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

left with the Manager for the time being or the Chairman of the Board of Directors to require the Board of Directors to call a special general meeting of the Proprietors provided such requisition express fully and distinctly the particular object or purpose objects or purposes for which such meeting shall be required to be called. And in case the Board of Directors shall refuse omit or neglect for fourteen days after any such requisition shall have been left as aforesaid to comply with the same requisition it shall be lawful for the requisitionists to call the meeting by giving at least fourteen days' notice thereof by advertisement in any of the Birmingham newspapers and every such advertisement shall express the day hour and place (such place being within the town of Birmingham) for holding the meeting and also the delivery of the requisition to the Manager or Board of Directors and the neglect omission or refusal of the Board of Directors to call such meeting and shall contain the names of the Proprietors signing the same requisition and may (if the requisitionists shall deem it expedient) express the object or purpose of the meeting. And it is declared that all acts of the Proprietors at any such special general meeting shall be as valid as if the same had been done at any annual general meeting of the Company.

Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

79

Board to give notice
to General Meetings.

That the Board of Directors shall cause at least fourteen days' previous notice of every annual general meeting and of every special general meeting which they shall convene to be given to each Proprietor by letter or circular in manner hereinafter in that behalf prescribed. And all general meetings whether annual or special shall possess the power of adjournment to such time and place and from time to time as the meeting shall resolve. Provided always that no business shall be transacted at any adjourned annual general meeting other than the business left unfinished at that meeting or business of which due notice shall have been given at such annual general meeting. And no business shall be transacted at a special general meeting other than the business for which such special general meeting shall have been expressly called nor shall any business be transacted at an adjourned special general meeting other than the business left unfinished at the special general meeting from which such adjournment took place.

80

Chairman of
General Meetings.

That at every general meeting whether annual special or adjourned the chair shall be filled by the Chairman of the Board of Directors or in his absence or on his refusal by the Deputy Chairman or in the absence

COMPLETE
REGISTRATION.

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

[Continuation of Sheet L.]

or on the refusal of both then by such other Director then present as shall be elected by a majority in number of the Proprietors personally present without regard to the number of shares held by them respectively or if all the Directors present shall refuse or if no Director be present then by such Proprietor qualified to vote as shall be elected by a majority in number of the Proprietors then personally present without regard to the number of shares held by them respectively and the chair shall be taken before any other business shall be transacted at the meeting.

11

Number of Proprietors
to form general meeting

That if at any annual or special general meeting at least twenty five Proprietors qualified to vote and holding in the aggregate not less than one thousand shares shall not assemble and proceed to business within one hour from the time fixed for the meeting no election of Directors shall be made nor shall any other business be done on that day and in such case there shall be a meeting of the Company at the same place and hour on the same day in the third week then next following and if on that day there should not be a sufficient attendance of Proprietors to form a general meeting, it shall stand further adjourned to the same place and hour on that day of the third week then next following and then

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION.

} and Midland Bank Company. Dated

—18—

from third week to third week until there shall be a sufficient attendance of Proprietors to form a general meeting. Provided always that after a meeting shall have been once formed it shall be competent to transact business notwithstanding some of the Proprietors shall quit the meeting after the chair shall be taken.

82. — That at every general meeting of the Company, whether annual, special or adjourned, all motions, questions, resolutions and propositions which shall be then submitted or proposed for the determination or decision of the meeting shall be primarily decided on by a show of hands by a majority in number of the Proprietors then and there personally present. And in case ten or more Proprietors personally present at such meeting and holding in the aggregate not less than two hundred shares shall be dissatisfied with any such decision they may by writing under their respective hands demand a ballot and thereupon such ballot if so demanded but not otherwise shall be had and taken accordingly. And whenever any motion, question, resolution or proposition is to be decided by ballot as aforesaid the right of the respective Proprietors to vote shall be regulated as follows (that is to say) — every holder of five and under twenty five shares shall have

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION.

} Birmingham and Midland Bank Company

[Continuation of Sheet L.

one vote - every holder of twenty five
and under fifty shares shall have
two votes - every holder of fifty and under
one hundred shares shall have three
votes - every holder of one hundred and
under one hundred and fifty shares
shall have four votes - every holder of
one hundred and fifty and under two
hundred shares shall have five votes -
and every holder of two hundred shares
and upwards shall have six votes
And upon each such ballot every
proprietor personally present and qualified
to vote shall be furnished with as
many balls or tickets as he shall have
votes And a proper balloting box
shall be provided having two compartments
over one of which shall be inscribed
the word "Yes" and over the other
the word "No" and the balls or tickets
which shall be dropped into the
compartment over which shall be
inscribed the word "Yes" shall be deemed
as votes in favor of, and the balls or
tickets in the compartment over which
shall be inscribed the word "No" shall
be deemed as votes against the motion
question resolution or proposition then before
the meeting And before any such ballot is
taken the Chairman shall select one of the
Directors if there be any present and willing

Copy of the Deed of Settlement of the
Birmingham and Midland
Banking Company.

[Continuation of Sheet I.]

to act and if none such then of the Proprietors present and qualified to vote), and the Proprietors then present and qualified to vote shall by a show of hands elect two of themselves to act with such other Director or Proprietor as Scrutineers and such three Scrutineers shall investigate and report to the meeting or to any adjournment thereof the result of such ballot. Provided always that whenever either by show of hands or by ballot there shall appear an equality of votes the Chairman of the meeting shall have a casting vote in addition to his vote or votes as a Proprietor. Provided also that no Proprietor shall be entitled to vote at any general meeting in respect of any shares which he shall not have held for at least three calendar months previous to that meeting nor in respect of any shares upon which he shall not have paid the amount of every call together with such interest (if any) as shall have become due and payable thereon by virtue of the articles to that effect herein contained nor until he shall have fully conformed to all the provisions and regulations of these presents or any supplementary deed of settlement or of the then subsisting deed of settlement.

83

Proprietors not to vote
by proxy

That no Proprietor shall vote at any meeting of the Company by proxy.

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION. }

and Midland Bank Company.

[Continuation of Sheet L.]

Signature	Residence	Designation	No of shares	Seal	Witness to the signing sealing and delivering these presents by the party whose name is written on the same line with that of the witness
Richard Tuley	Birmingham	Japanner	20	LD	William Barratt
Jane Traies	Birmingham	Shoe manufacturer	10	LD	William Barratt
Joseph Tuckling	Birmingham	Cheese factor	50	LD	William Barratt
Solomon Bray	Birmingham	Attorney	20	LD	William Barratt
John Stephenson	Birmingham	Corn & C. Maker	20	LD	William Barratt
John Wrighton	Birmingham	Wine Dealer	20	LD	William Barratt
James Smith	Birmingham	Builder	20	LD	William Barratt
James Gargory	Birmingham	Optician	15	LD	William Barratt
Joseph Pemberton	Birmingham	Draper	20	LD	William Barratt
Daniel Taylor Rowlinson	Birmingham	Solicitor	20	LD	John Bowen
Thomas Howell	Edgbaston	Clerk	10	LD	Henry Andrews
John Evans	32 Paradise St Birmingham	Surgeon	20	LD	Henry Andrews
Thos. Green	Birmingham	Surgeon	20	LD	Henry Andrews
Joseph Price	Birmingham	Jeweller	20	LD	Henry Andrews
Richard Austin	Birmingham	Wine merchant	10	LD	Henry Andrews

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION.

} and Midland Bank Company.

Dated

18

Signature	Residence	Designation	No. of shares	Seal	Witness to the signing sealing and delivering these presents by the party whose name is written on the same line with that of the witness
George Benjamin Thomeycroft	Wolverhampton	Ironmaster	10	Ⓢ	Henry Andrews
John Pikes	Wolverhampton	Edge Tool maker	50	Ⓢ	Henry Andrews
John Pritchard	Caroline Street	Jeweller	20	Ⓢ	Joseph Henry Moore
George Edkins	Rigby Hall	Manufacturer	50	Ⓢ	Joseph Henry Moore
Richard Harvey	Bristol Road Birmingham	Cheese Factor	20	Ⓢ	Joseph Henry Moore
Joseph Pickard	59 th Brook St	Tool maker	20	Ⓢ	Joseph Henry Moore
James Corin	Bristol Street	Wine Dealer	20	Ⓢ	Joseph Henry Moore
James Howle	Moor Street	Victualler	40	Ⓢ	Joseph Henry Moore
Edward Rabone	Smethwick	Merchant	30	Ⓢ	Joseph Henry Moore
John Sharpe	Edgbaston	Merchant	50	Ⓢ	Joseph Henry Moore
Benjamin Adams	Green Lanes	Ironmaster	20	Ⓢ	Joseph Henry Moore
John Tomkinson	Cheapside Birmingham	Builder	10	Ⓢ	Joseph Henry Moore
William Court	10 Legger Street	Skel. Toy maker	30	Ⓢ	Joseph Henry Moore
Thomas Yate Hunt	The Acre	Ironmaster	100	Ⓢ	Joseph Henry Moore
William Willcox	Law 4 th Street	Malster	20	Ⓢ	Joseph Henry Moore

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION.

} and Midland Bank Company.

[Continuation of Sheet I.]

Signature	Residence	Designation	n ^o of Shares	Seal	Witness to the signing sealing and delivering these presents by the party whose name is written on the same line with that of the witness
E. J. Chubb	Handsworth	Book-keeper	10	(Ld)	Joseph Henry Atwood
James Grove	Birmingham	Challenger	50	(Ld)	William Oliver
Samuel de la Grange Williams	Edgbaston	Line Dealer	20	(Ld)	William Oliver
Samuel Ellwell	Groves Street Birmingham	Brass Founder	10	(Ld)	William Barratt
John Fiddgin	Birmingham	Hosier	20	(Ld)	William Barratt
John Warden	Birmingham	Coal Dealer	20	(Ld)	William Oliver
Charles Badenhorst	Birmingham	Coach Proprietor	25	(Ld)	William Oliver
Wm. Liggett	Birm ^m	Upholsterer	25	(Ld)	William Oliver
John Otley	Birm ^m	Medallist	20	(Ld)	William Oliver
John Knight Brown	Birm ^m	Auctioneer &c.	10	(Ld)	William Oliver
Thomas Farmer Wood	Walwall	Bank Manager	20	(Ld)	William Oliver
John Burman	Birmingham	Linin Draper	20	(Ld)	William Oliver
Edward Parker	Birmingham	Rope Maker	20	(Ld)	William Barratt
Thomas Bucklow	Lionel Street	Gentleman	30	(Ld)	William Oliver
Thomas Biggo	Smallbrook St.	Tobacco Manuf.	20	(Ld)	William Oliver

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION. }

and Midland Bank Company. {

Dated

18

Signature	Residence	Designation	No. of Shares	£	Witness to the signing, sealing and delivering these presents by the party whose name is written on the same line with that of the witness
William Wallis	Ashted	Timber Merchant	50	£	William Oliver
Theophilus Carter	Birmingham	Pawnbroker	20	£	William Barratt
John William Finch	Edgbaston	Accountant	10	£	William Barratt
John Yates	Birmingham	Spoon Maker	30	£	William Barratt
Joseph Butterworth	Birmingham	Bookseller	20	£	William Barratt
William Royde Watts	Birmingham	Surgeon	10	£	William Barratt
James Grant Banks	Birmingham	Clerk	10	£	William Oliver
Dyer Perry Smith	Spark Brook Birmingham	Paper Manufacturer	80	£	William Oliver
Thomas George Knand	Upper Temple St	Whip Maker	20	£	William Oliver
John Ryland	Edgbaston	Plater	10	£	William Oliver
John Gibbs	7 L Charles St	Button Manuf.	10	£	William Oliver
Richard Smith	106 Bull Street	Haberdasher	25	£	William Oliver
John Francis Lee	6 Hampstead Row	Clerk	10	£	William Oliver
William Maxon	4 Hunters Terrace	Lt. Col.	10	£	William Oliver
Alfred Lunden	Hunters Lane	Jeweller	20	£	William Oliver

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION. }

and Midland Bank

Company. }

Dated

18

Signature	Residence	Designation	No of Shares	Feet	Witness to the signing sealing and delivering these presents by the party whose name is written on the same line with that of the witness
William Wallis	Ashted	Timber Merchant	50	(S)	William Oliver
Theophilus Carter	Birmingham	Parsonbroker	20	(S)	William Barratt
John William Finch	Edgbaston	Accountant	10	(S)	William Barratt
John Yates	Birmingham	Spoon maker	30	(S)	William Barratt
Joseph Butterworth	Birmingham	Bookseller	20	(S)	William Barratt
William Royde Watts	Birmingham	Surgeon	10	(S)	William Barratt
James Grant Banks	Birmingham	Clerk	10	(S)	William Oliver
Dyer Benny Smith	Spark Brook Birmingham	Paper manufacturer	80	(S)	William Oliver
Thomas George Renand	Upper Temple St	Whip maker	20	(S)	William Oliver
John Ryland	Edgbaston	Plater	10	(S)	William Oliver
John Gibbs	7-L Charles St	Button manufact.	10	(S)	William Oliver
Richard Smith	106 Bull Street	Flabondasher	25	(S)	William Oliver
John Francis Lee	6 Hampstead Row	Clerk	10	(S)	William Oliver
William Maxon	4 Hunters Terrace	Lt Col.	10	(S)	William Oliver
Alfred Lunden	Hunters Lane	Jeweller	20	(S)	William Oliver

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION. }

and Midland Bank

Company.

[Continuation of Sheet L,

Signature	Residence	Designation	No of Shares	Witness to the signing sealing and delivering these presents by the party whose name is written on the same line with that of the witness
James Lees	59 High Street	Druggist	15	(L) William Barnatt
William Labin	82 Bull Street	Music Seller	20	(L) William Barnatt
Samuel Haycock	Woodcock Street	Mathematical Instr maker	30	(L) William Oliver
Henry Gibbs	7 Little Charles Street	Button maker	10	(L) William Oliver
John Marrian	116 Bordesley	Stamper & Printer	20	(L) William Barnatt
John Reynolds	Birmingham	Stamper & Printer	20	(L) Henry Andrews
Felix Luckcock	Birmingham	Linen Merchant &c	10	(L) Henry Andrews
Richard M. Morran	Birmingham	Lard Dealer	10	(L) Joseph Henry Moore
John Cyrus Aston	23 Snowhill	Ironmonger	20	(L) Joseph Henry Moore
Joseph Lee	36 Dale End	Brushmaker	20	(L) Joseph Henry Moore
William Hooper	Bristol Place	Plater	10	(L) Joseph Henry Moore
William Kimberley	Birmingham	Factor	20	(L) Henry Andrews
Thomas Hollingworth	Birmingham	Tobacconist	25	(L) Joseph Henry Moore
James Drake	Birmingham	Bookseller	20	(L) Joseph Henry Moore
William Haddock	Howe Street	Comb maker	10	(L) Joseph Henry Moore

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION. }

and Midland Bank Company.

Dated

18

Signature	Residence	Designation	No. of shares	Initials	Witness to the signing sealing and delivering these presents by the party whose name is written on the same line with that of the witness
Benjamin Walton	Tettenhall	Japanner	30	LD	Joseph Henry Moore
James Heighway	Birmingham	Drafter	20	LD	Joseph Henry Moore
Thomas Baker Junr.	Birmingham	Law Stationer	5	LD	Joseph Henry Moore
William Rees	Birmingham	Grocer	10	LD	Joseph Henry Moore
Samuel Evans Junr.	Birmingham	Plater	10	LD	Joseph Henry Moore
Samuel Balder	Birmingham	Solicitor	20	LD	Joseph Henry Moore
John Woolley	Birmingham	Watch pendant-maker	15	LD	Joseph Henry Moore
Thomas Baker	Small Heath	Clerk of the Market	15	LD	Joseph Henry Moore
John Banister	Alton	Pin manufacturer	15	LD	Henry Andrews
Thomas Kilmister	Birmingham	Pin Manufacturer	15	LD	Henry Andrews
John Davis	Birmingham	Wholesale Draper	30	LD	Joseph Henry Moore
Thomas Hall	Birmingham	Commission Agent	10	LD	Joseph Henry Moore
William Mavrian	Birmingham	Brewer	10	LD	Henry Andrews
Elizabeth Hughes Wn	Birmingham	Britannia Metal Manufacturers }	25	LD	William Oliver
John Sherwood	Birmingham	Plater	15	LD	John Bowen

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION. }

and Midland Bank Company.

[Continuation of Sheet L.]

Signature	Residence	Designation	No of shares	Seal	Witness to the signing sealing and dating these presents by the hand, whose name is written on the same line with that of the witness
Richard Adey	Birmingham	Inn keeper	10	(S)	Joseph Henry Moore
Edward Nicklin	Birmingham	Wire Worker	20	(S)	William Oliver
William Suer	Birmingham	Clothier	15	(S)	Henry Andrews
John Hardwick	Birmingham	Builder	10	(S)	Henry Andrews
Richard Sherwood	Birmingham	Plater	15	(S)	Henry Andrews
David Johnson	Birmingham	Leather Merchant	40	(S)	Joseph Henry Moore
John Brown	Edgbaston	Brick Maker	10	(S)	Joseph Henry Moore
John Whitehouse Howell	Birmingham	Stationer	10	(S)	Edwin Williams
Richard Horns	Maxwick	Brewer	20	(S)	Edwin Williams
John Amory	Stourbridge	Banker	50	(S)	Edwin Williams
George Ellis	Bromsgrove	Nail Manufacturer	50	(S)	Edwin Williams
Joseph Watson	High St Birmingham	Corn Dealer	25	(S)	Edwin Williams
Edward Wood	Calthorpe Place Islington Row Birmingham	Grocer	10	(S)	Edwin Williams
Thomas Bullock	Cleveland Street	Button Maker	30	(S)	Edwin Williams
John Chastain	Great Chalks St	Button Maker	30	(S)	Edwin Williams

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION.

} and Midland Bank Company.

Dated

18

Signature	Residence	Designation	No. of Shares	Seal	Witness to the signing, sealing and delivering these presents by the party whose name is written in the same line with that of the witness
Benjamin Cook	Temple St.	Metal Merchant	80	LD	Edwin Williams
Richard Austin	Steel House Lane	Wine Merchant	20	LD	Edwin Williams
James Harvey	Deritend	Druggist &c	25	LD	Edwin Williams
Rich ^d Underhill	Edgbaston	Attorney at Law	20	LD	Edwin Williams
Thos Colmore	Birmingham	Attorney	30	LD	Edwin Williams
Samuel Evans	Birmingham	Plater	10	LD	Edwin Williams
Josh Steer	Birmingham	Jeweller	30	LD	Edwin Williams
John Sutcliff How	Birmingham	Leather Factor	20	LD	Edwin Williams
John Shelton	Birmingham		30	LD	Edwin Williams
Joseph Gilman	Birmingham	Druggist	15	LD	Edwin Williams
Edw ^d C. Osborne	Birmingham	Printer &c	15	LD	Edwin Williams
John Gardner	Deritend	Druggist	10	LD	Edwin Williams
John P. Haswell	Birmingham	Wesleyan Minister	40	LD	Edwin Williams
Chauncey Robbins	Birmingham	Merchant	50	LD	Edwin Williams
John Hollingsworth	Birmingham	Woollen Draper	30	LD	Edwin Williams

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION. }

and Midland Bank Company.

[Continuation of Sheet L.]

Signature	Residence	Designation	No. of shares	Seal	Witness to the signing and delivering these presents by the party whose name is written on the same line with that of the witness
Frederick Barber	Birmingham	Toy Maker	10	(S)	Edwin Williams
Thomas Price	Birmingham	Plater	20	(S)	Edwin Williams
Dodatus Carr	Birmingham	Commission Agent	20	(S)	Edwin Williams
John Taylor	Edgbaston	Capt.		(S)	Henry Edmunds
Ernest Blackmore	Belmont Row	Coal Merchant	20	(S)	Edwin Williams
Samuel Edward Churchill	Birmingham	Druggist	20	(S)	Edwin Williams
John Crock	West-Bromwich	Soap Maker	50	(S)	Edwin Williams
Thomas Baugh	Birmingham	Drafter	10	(S)	Edwin Williams
Robert Wrightson	Birm ^m	Bed M ⁿ	30	(S)	Edwin Williams
John Heath	Birming ^m	Drafter	10	(S)	Edwin Williams
George Stewart	Birmingham	Victualler	10	(S)	Henry Edmunds.
William Middleton	Birmingham	Iron Founder	10	(S)	Edwin Williams
Henry Wright	Lcho, Staffordshire	Engineer	15	(S)	Edwin Williams
William Billinge	Birmingham	Tool Maker	30	(S)	Edwin Williams
Thos. C. Pinnall	Birmingham	Carriage Maker	10	(S)	Edwin Williams

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION.

} and Midland Bank Company. {

Dated

18

Signature	Residence	Designation	No of shares	Seal	Witness to the signing sealing and delivering these presents by the party whose name is written on the same line with that of the witness
William Whitehouse	West Bromwich	Nail Ironmonger	20	(S)	Henry Edmunds
John Noxon Lane	Birmingham	Druggist	10	(S)	Edwin Williams
Samuel Sutton	Birmingham	Iron Merchant	20	(S)	Edwin Williams
Howard Luckcock	Edgbaston	Solicitor	40	(S)	Henry Edmunds
Arthur Ryland	Birmingham	Solicitor	20	(S)	Edwin Williams
Phineas Nathan	Magdalen Row, St. Prescott St. London	Watch Manufacturer	30	(S)	William Oliver
Thomas Phillips	Birmingham	Wine Merchant	50	(S)	William Oliver
Thomas Sherwood	Handsworth	Druggist	20	(S)	Henry Edmunds
Henry Simons	Birmingham	Provision Merchant	50	(S)	William Oliver
Robert Dolphin	Birmingham	Solicitor	50	(S)	William Goode Jr
John Horatio Cox	Birmingham	Grocer	30	(S)	Edwin Williams
Samuel Hunt	Pockley Handsworth	Steel Manufacturer	100	(S)	William Oliver
Alexander Behead Oppenheimer	Birmingham	Merchant	20	(S)	William Goode Jr
William Horton	Birmingham	Manufacturer	20	(S)	William Oliver
Richard Pratt	Birmingham	Printer &c	20	(S)	William Oliver

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION. }

and Midland Bank Company.

[Continuation of Sheet L.]

Signature	Residence	Designation	No of shares	Seal	Witness to the signing certifying and delivering these presents by the party whose name is written on the same line with that of the witness
Thomas Morgan	Birmingham	Cooper	10	(S)	William Goode Jr
Stephen Colmore Highkin	Birmingham	Coal Dealer	20	(S)	Edwin Williams
Thomas Aston	Handsworth	School Master	10	(S)	William Goode Jr
Urban Luckcock	Edgbaston	Lime Dealer	10	(S)	William Oliver
James Allen	Prospect Row	Glass Dealer	15	(S)	W. Goode Jr
William Maxciani	Birmingham	Brewer	10	(S)	Henry Edmunds
William Watts	Birmingham	Agent	10	(S)	William Goode Jr
William Fredericks Whitehouse	West-Bromwich	Nail Ironmonger	20	(S)	W. Goode Jr
Leves Lyons	Birmingham	Broker	10	(S)	Henry Edmunds
J. Richards	Birmingham	Solicitor	20	(S)	Henry Edmunds
Edwin Withers	Birmingham	Genl	20	(S)	William Goode Jr
John James	Malvern	Iron Founder	25	(S)	Henry Edmunds
John O'Hare	Birmingham	Medallist	20	(S)	Henry Edmunds
Paul Moore	Birmingham	Wire Manufacturer	30	(S)	Henry Edmunds
Thomas Harrison Junr	Birmingham	Glass & China Dealer	10	(S)	Edwin Williams

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION.

and Midland Bank Company.

Dated

18

Signature	Residence	Designation	No of shares	Seal	Witness to the signing stating and delivering these presents by the party whose name is written on the same line with that of the witness
Joseph Pearson	Wolverhampton	Gentleman	25	(S)	William Oliver
William Thomas Barker	Birmingham	Plater	20	(S)	William Goode Jr.
Harriet Hesketh	Edgbaston	Lady	20	(S)	Wm Goode Jr.
Sarah Downing	Hockley	Lady	20	(S)	Wm Goode Jr.
Charles Robinson	Birmingham	Nail Ironmonger	20	(S)	William Oliver
Mrs Sumner	Birm ^m	Druggist	25	(S)	William Goode Jr.
Esther Leay	Birmingham	Spinster	15	(S)	.
John Perry	Stourbridge	Ironmonger	20	(S)	William Oliver
Lein Percia	Birmingham	Factor	50	(S)	William Goode Jr.
Geo ^e Melville Horton	Birmingham & 32 Hatton Garden London	Wholesale Jeweller	50	(S)	William Oliver
Wm Blews	Birmingham	Brass Founder	30	(S)	William Goode Jr.
William Capner	Birmingham	Button Maker	20	(S)	Henry Edmunds
Thos Welch	Edgbaston	Gent.	30	(S)	H Edmunds
Thos Mathews	Snow Hill	Grocer	30	(S)	Edwin Williams
Edward Thomas	Neckhouse Lane	Cheese Factor	10	(S)	William Goode Jr.

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION.

} and Midland Bank Company.

[Continuation of Sheet L.]

Signature	Residence	Designation	No of shares	Stat	Witness to the signing Sealing and delivering these presents by the party whose name is written on the same line with that of the witness
Thomas Wharton	Great Charles St	Manufacturer	10	LD	William Goode Jr
John Pulmer	New Street	Drapery	30	LD	William Goode Jr
Josiah Emes	Lionel Street	Button Maker	10	LD	William Goode Jr
Henry Docker	Birmingham	Manufacturer	30	LD	H. Edmunds
Saml Lloyd	Handsworth	Accountant	10	LD	William Oliver
G. Robinson	New Street	Hair Dresser	15	LD	William Goode Jr
G. R. Fardon	Birmingham	Lea ^r Factor	10	LD	William Goode Jr
Edm ^d J. Richards	Handsworth	Gentleman	10	LD	H. Edmunds
James Mills Woolfenden	London, Salisbury Street Strand	Gentleman	20	LD	William Goode Jr
Charles Dean	Kings Heath	Gentleman	20	LD	
Francis Smith	Birm ^m	Chemist &c	10	LD	William Goode Jr
Robert Mayou	Birmingham	Innkeeper	10	LD	William Goode Jr
Walter Hall Capper	Birmingham	Gentleman	20	LD	William Goode Jr
J. East	Birmingham	Discounting Minister	60	LD	W. Goode Jr
W ^m Spooner	Birmingham	Silversmith	50	LD	W ^m Goode Jr

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION. }

and Midland Bank Company. }

Dated

18

Signature	Residence	Designation	No of Shares	Seal	Witness to the signing sealing and delivering these presents by the party whose name is written on the same in with that of the witness
William Beale	Birmingham	Gent ⁿ	50	LD	W ^m Goode Jr.
Samuel Alfred Carpenter	Birmingham	Brace Maker	30	LD	William Oliver
Joseph Cutts	Birmingham	Architect & Surveyor	50	LD	William Goode Jr.
Lewes Lyons	Birmingham	Pawnbroker	10	LD	H. Edmunds
Harriet Titterton	Birmingham	Varnish Manuf ^r	15	LD	Jas Williams
Thomas George Mortimore Luckcock	Great Barr	Clerk	50	LD	W ^m Goode Jr.
Benjamin Maund	Bromsgrove	Bookseller	20	LD	H. Edmunds
Joseph Wade	Birmingham	Grocer	10	LD	W ^m Goode Jr.
John ^s Bradley Jr.	Birmingham	Tobacconist	20 New 100 Old	LD	H. Edmunds
Geo. Chum	Coalbrookdale	Timber Merchant	25 old	LD	H. Edmunds
Abel Peyton	Birmingham	Manufacturing Chemist	150	LD	H. Edmunds
Charles Fisher	Birmingham	Paper Dealer	50	LD	H. Edmunds
John Francis	Birmingham	Merchant	80	LD	Jas Williams
Abel Peyton	Birmingham	Manufacturing Chemist	150	LD	David Jones
William Beale	Birmingham	Gent ⁿ	45	LD	Jas Williams

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION.

} and Midland Bank Company.

[Continuation of Sheet L.]

Signature	Residence	Designation	No. of Shares	£ s d	Witness to the signing sealing and delivering these presents by the party whose name is written on the same line with that of the witness
Chas. Geach	Birmingham	Bank Manager	15	£ s d	Jno Williams
Maria P Gammon	Edgbaston	Spinster	55	£ s d	Saml Jones
Samuel Thornton	Birmingham	Factor	50	£ s d	Samuel Jones
Ann Hawkins	Exeter		20	£ s d	M ^{rs} Suckling
Samuel Evans	Birmingham	Plater	8	£ s d	H. Edmunds
George William Prescott	Stourbridge	Solicitor	15	£ s d	H. Edmunds
H. B. Oppenheimer	Hamburg	Merchant	20	£ s d	Mr. Goode Jr
Edward Westwood	Brierley Hill	Glass Manufacturer	30	£ s d	H. Edmunds
John Churchill	Birmingham	Chemist	5	£ s d	H. Edmunds
A. B. Cochrane Junr	Woodside Dudley	Ironmaster	25	£ s d	H. Edmunds
William Fletcher	Edgbaston	Agent	5	£ s d	Jno. Williams
William Arkroyd	Stourbridge	Carrier	10	£ s d	Jno Williams
Thomas Darby	Rowley Regis	Coal Master	7	£ s d	H. Edmunds
Thomas Wood	Bradley	Manufacturer	3	£ s d	H. Edmunds
M ^{rs} Rotton	Birm.	Fishmonger	5	£ s d	H. Edmunds
John I. Melhuish	Lidmouth	Esquire	7	£ s d	

Samuel Goode
Henry Cassin
 two of the Directors of the
 Birmingham Trust Bank

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION. }

and Midland Bank Company.

Dated

18

Resolutions which have been passed
since the date of the Deed of Settlement.

*Passed at First Annual General Meeting held 11th August 1837.
and confirmed 13th November 1837.*

*"That so much of the 4th Law as provides
that no person shall in his own right be allowed
to hold more than Two hundred and fifty shares in
the Capital of the Company either by subscription
by purchase or other acquisition be altered by
inserting the words "Five hundred" instead of
"Two hundred and fifty."*

*Passed at Special General Meeting held 13th November 1837
and Confirmed 1st December 1837.*

*That the 3rd clause of the Deed of Settlement be
altered by reducing the Capital to £120,000 to be
divided into 2400 shares of £50 each, and that
other parts of the Deed of Settlement be altered to
conform thereto, so that whenever any number of
shares is mentioned therein or in the preceding
Resolution, such number shall be read as if the
same were divided by five and that whenever
the sum of £10 is therein mentioned as the
amount of any share the same shall be read
as if the word "fifty" had been originally inserted
therein instead of "ten".*

John B. ...
Henry ...
*two of the Directors of the Birmingham
and Midland Bank*

*Copy of the Deed of Settlement of the*_____

COMPLETE
REGISTRATION. }

Company.

[Continuation of Sheet L.]

*Resolutions which have been passed
since the date of the Deed of Settlement*

*Passed at Third Annual General Meeting held 5th August 1839
and confirmed 9th October 1839.*

*That clause 89 of the Deed of Settlement
be rescinded and that the following clause
be adopted in lieu thereof*

*That in case it shall at any time
appear to the Directors more to the interest
of the joint concern and to the proprietors therein
that half yearly Dividends shall be made
in lieu of yearly Dividends then and in such
case it shall be lawful for the said Directors
at any time in the month of March in any
year to divide among the shareholders such
portion of the profits of the half year ending
on the 31st December then last as to such
Directors shall seem expedient so that no
such half yearly Dividends exceed the rate
per cent of the Dividends declared at the
previous Annual General Meeting and in
such case all the clauses herein contained
with respect to annual Dividends (except
such as relate to the calling and holding
of a General Meeting) shall be acted upon
with respect to such half yearly Dividends
and that the Directors be accordingly empowered
in future to pay half yearly on the first*

*John Raphael Esq
Henry Edmund Esq
two of the Directors of the Midland Bank
and Midland Bank*

*Copy of the Deed of Settlement of the*_____

COMPLETE
REGISTRATION. }

Company.

[Continuation of Sheet L.]

Resolutions which have been passed
since the date of the Deed of Settlement.

day of March if in their discretion they may
think it advisable such half yearly Dividend
not to exceed the before mentioned rate per
annum.

That it appears to be expedient that
Proprietors should be allowed to hold any
number of shares without limitation

Resolved

That therefore so much of the 4th clause
of the Deed of Settlement as restricts the number
of Shares to be held by any Proprietor and also
the Resolution of the 14th August 1837 in
relation to that clause be severally rescinded.

Passed at the Ninth Annual General Meeting held on the
on the 6th August 1845.

That an addition of £25,000 be made to the
Capital of the Company which amount shall
be transferred from the Guarantee Fund, and
considered as a payment of £2.10.0 per
share in addition to the £25 per share already
paid.

Samuel B. ...
Henry J. ...
Secretary of the *Birmingham*
and *Midland Bank*

COMPLETE
REGISTRATION.

[Continuation of Sheet I.]

SECRET
WASHINGTON, D.C. GIVE THE ORDER FOR REGISTRATION OF JOINT STOCK COMPANIES.
SECRET

Copy of the Deed of Settlement of the *Birmingham*

COMPLETE
REGISTRATION. }

and Midland Bank

Company.

[Continuation of Sheet I.]

*Resolutions which have been passed
since the date of the Deed of Settlement*

*Passed at the Eleventh Annual General Meeting held on
the 4th August 1847*

*That so much of the 90th clause of the
Deed of Settlement as limits the amount of
the Guarantee Fund to £30,000 be repealed*

*Passed at the Twentieth Annual General Meeting held on
the 14th day of August 1850.*

*That an addition of £30,000 be made to the
Capital of the Company which amount shall be
transferred from the Guarantee Fund and be
considered as a payment of £12^s 10^d 0 per
share in addition to the £37^s 10^d 0 per share
already paid thus making the full payment
of £50 per share.*

Henry Edwards
Two of the Directors of the
Birmingham and Midland Bank.

Copy of the Deed of Settlement of the

COMPLETE
REGISTRATION. }

Company.

[Continuation of Sheet L.]

Resolutions which have been passed
since the date of the Deed of Settlement.

Passed at the Fifteenth Annual General Meeting held on
the 6th August 1851 and Confirmed 8th October 1851.

That 600 additional £50 shares be hereby
created and that the Directors be authorised
to dispose of them at not less than £25
per share premium in such a manner as they
may consider most conducive to the interest
of the Bank.

Passed at the 20th Annual General Meeting held on 7 August 1856
and Confirmed 16th October 1856.

That the Directors be empowered to offer to the
Shareholders registered on the 30th June last, one
share for every seven held by them at that date
at the price of £100 per share, these shares to
take Dividend from the 30th June last. The
shares to be paid for on or before the 1st
January next and interest at the rate of
5 per cent to be charged from the 30th June
last till the day of payment.

Samuel Cunliffe
Henry Edwards
two of the Directors of the Birmingham
and Midland Bank

*Copy of the Deed of Settlement of the*_____

COMPLETE
REGISTRATION. }

Company.

[Continuation of Sheet I.]

*Resolutions which have been passed
since the date of the Deed of Settlement*

*Passed at the 20th Annual General Meeting held on the
7th August 1856 and Confirmed 16th October 1856*

*That so much of the 32nd Article
of the Deed of Settlement as declares
that no proprietor shall be eligible for
or be elected a Director who shall not
reside within six miles - from the Town
Hall of Birmingham or that the seat of
any Director shall be vacated who shall
reside within the same distance, be, and
the same is hereby rescinded and that
the words "within the distance of Thirty
miles from the Town Hall of Birmingham
or within ten miles of the General Post
Office in the City of London" be substituted
throughout the said 32nd Article for the
words "within the distance of six miles
from the Town Hall of Birmingham" and
that the said 32nd Article be altered
and all the provisions thereof, be and
are hereby confirmed.*

Samuel Cunliffe

*Henry G. Evanson of
two of the Directors of the Birmingham
and Midland Bank*

*Copy of the Deed of Settlement of the*_____

COMPLETE }
REGISTRATION. }

Company.

[Continuation of Sheet L.]

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION. }

and Midland Bank Company. { Dated

18

Resolutions which have been passed
since the date of the Deed of Settlement

Passed at the 20th Annual General Meeting held
on the 7th August 1856.

That so much of the 74th Article
of the Deed of Settlement as directs
that within two months after any
existing Trustee shall go to reside
beyond three miles from the Town Hall
of Birmingham a new Trustee shall be
appointed in his place, be, and the
same is hereby rescinded, and the
words "within thirty miles of the Town
Hall of Birmingham, or within ten
miles of the General Post Office of the
City of London" be substituted in such
74th Article, instead of the words "within
three miles from the Town Hall of
Birmingham" and that the said 74th
Article so altered, and all the provisions
thereof, be, and are hereby confirmed,

John B. ...
Henry ...
two of the Directors of the
Birmingham and Midland Bank

*Copy of the Deed of Settlement of the*_____

COMPLETE
REGISTRATION. }

Company.

[Continuation of Sheet L.]

Resolutions which have been passed
since the date of the Deed of Settlement

Passed at the 22nd Annual General Meeting held on
the 3rd August 1858 and Confirmed 4th October
1858.

That the Resolution of a Special General
Meeting of this Company held on the 15th
day of November 1837 confirmed by a Special
General Meeting held on the 1st day of
December 1837 and another Resolution of
an Ordinary General Meeting of this Company
held on the 6th day of August 1851 and
confirmed by a Special General Meeting held
on the 8th October 1851 by which the Capital
of this Company was fixed at the sum of
£150,000 divided into 3000 shares of £50
each be hereby confirmed and that in further
exercise of the powers contained in the 85th
Article of the Deed of Settlement the Capital
of the Company be again altered and
increased from the sum of £150,000 to
the sum of £200,000 and that such additional
capital be raised by the creation of One
thousand additional shares of £50 each.

John Russell
Henry J. Gurney
Two of the Directors of the Birmingham
and Midland Bank

*Copy of the Deed of Settlement of the*_____

COMPLETE
REGISTRATION. }

Company.

[Continuation of Sheet L.]

Copy of the Deed of Settlement of the Birmingham

COMPLETE
REGISTRATION.

} and Midland Bank Company.

Dated

18

Resolutions which have been passed
since the date of the Deed of Settlement.

Passed at the 22nd Annual General Meeting held
3rd August 1858 and Confirmed 4 October 1858.

That the sum of £15,000 be transferred
from the Guarantee Fund to the Capital account
and treated as Capital paid up in respect of
300 of such shares and that such 300
shares be divided pro rata by way of bonus
amongst the existing Shareholders taking
Dividend thereon from the 31st day of
December next, and that the remainder of
the shares created by the last Resolution be
held for the future disposal of the Proprietors.

Passed at the 28th Annual General Meeting held 1st
August 1864 and Confirmed 26th September 1864

That the Capital of the Company be increased
from £200,000 to £300,000 by the creation of
2000 additional shares of £50 each.

James Buchanan

James Buchanan
two of the Directors of the Birmingham
and Midland Bank.

*Copy of the Deed of Settlement of the*_____

COMPLETE }
REGISTRATION. }

Company.

[Continuation of Sheet L.]

*Copy of the Deed of Settlement of the*_____

COMPLETE
REGISTRATION. }

Company. { Dated

18

*Copy of the Deed of Settlement of the*_____

COMPLETE
REGISTRATION. }

Company.

[Continuation of Sheet L.]

Copy of the Deed of Settlement of the _____

COMPLETE
REGISTRATION. }

Company. { Dated

18

Copy of the Deed of Settlement of the _____

Company.

COMPLETE
REGISTRATION. }

[Continuation of Sheet L.]

JOINT STOCK COMPANIES' REGISTRATION

C 311 (7 & 8 Vict., c. 110).

REGISTERED

5 NOV 1873

8771

COMPLETE REGISTRATION

Return of Copy of Deed of Settlement of the

Birmingham and Midland Bank

Company

Pursuant to Section 4.

Date of Receipt at the Registry Office

18

Serial Number of the Return

Fee on Registry

N.B.—These Items are not to be filled up by the Company.

Copy of Deed of Settlement, required by § 7, must be written in a distinct hand, with a marginal abstract in the column provided for that purpose.

Two copies will be accepted, if on foolscap paper, and accompanied by the marginal abstract.

Particulars required by Schedule A to be provided for, should be so provided for in the order set forth in that Schedule, and under the headings there supplied.

The Deed must be signed by at least one-fourth of the Subscribers, holding one-fourth of the maximum number of shares, and must be certified by two Directors as required by the Act.

The Deed must be accompanied by a Schedule in the annexed Form, and by an index or abstract, previously approved by the Registrar.

The original Deed and Schedules must be sent to the Registrar, together with the copies intended for registration.

The Deed must be returned, in like manner, within one month after its date, under a penalty not exceeding, on every Director of the Company (§ 10).

Particulars required to be set forth in the Deed of Settlement (other than as to Shareholders' names), must be returned, in like manner, within six months after such changes have occurred (§ 10), under a penalty.

The Deed must be that of making the Return.

Particulars in the Schedule must be made up to that date.

The same Form may be used for copies of Subscription Contracts or Deeds of Partnership on making the requisite change in the heading.

Published with Authority of the Registrar,

ALFRED DOUBLEDAY,

Law and Public Companies' Stationers.

10 NOV

"THE COMPANIES' ACTS, 1862 & 1867."

(25° & 26° VICTORIA c. 89 and 30° & 31° VICTORIA c. 131.)

Notice of the Situation of the Registered Office

of the Birmingham and Midland Bank
Company,

Pursuant to Section 40 of Principal Act.

This Notice is to be signed by a Director, Manager, Secretary, or other authorized Officer of the Company (*vide p. 8.*)

Notice of any *Change* in the Situation of the Registered Office must also be Registered, (*vide* § 40 of Principal Act).

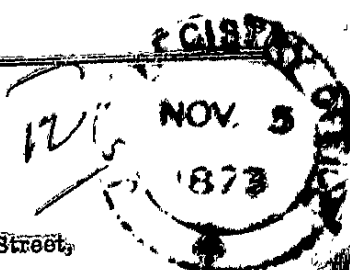
A Penalty of £5 per day is incurred by Company for not having a Registered Office, (*vide* § 89 of Principal Act).

Published with Authority of the Registrar,

BY
ALFRED DOUBLEDAY,

Law and Public Companies' Stationer,

2, Serjeants' Inn, Fleet Street,
London, E.C.



NOTICE

Of the Situation of the Registered Office of the *Birmingham*
and Midland Bank

Company,

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The *Birmingham and Midland Bank*
Company

hereby give you notice, in accordance with "The Companies Act, 1862," that the

Registered Office of the Company is situated at *New Street*
Birmingham in the County of *Warwick*

(Signature.)

William Forsyth
Manager

Dated *the third* day of
November 18*73*.

"COMPANIES ACT, 1862."

(25 & 26 VICT., c. 89.)

UNLIMITED COMPANY.

Gopy Resolutions passed at a General Meeting

of the Birmingham and Midland Bank

Company,

**assenting to its being registered under the Companies Act, 1862,
as an Unlimited Liability Company.**

Pursuant to Section 183.

Presented for Registration

18

To be used in the case of Companies constituted otherwise than by complete Registration.

published, with the Authority of the Registrar,

BY

CHARLES DOUBBLE,

Law and Public Companies' Stationer,

14, Sergeants' Inn, Temple, London, E.C.

(Adjoining the Office for the Registration of Joint-Stock Companies.)

"COMPANIES ACT, 1862."

(25 & 26 Vict., c. 89.)

UNLIMITED COMPANY.

Copy Resolutions passed at a General Meeting
of the Birmingham and Midland Bank
Company,
assenting to its being registered under the Companies Act, 1862,
as an Unlimited Liability Company.

Pursuant to Section 183.

Presented for Registration

18 .

To be used in the case of Companies constituted otherwise than by complete Registration.

Published, with the Authority of the Registrar,

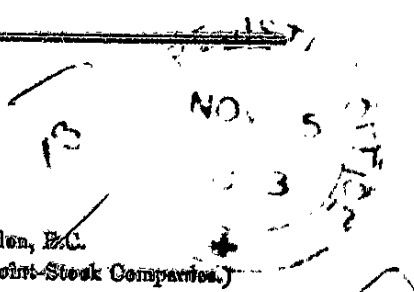
BY

CHARLES DOUBBLE,

Law and Public Companies' Stationer,

14, Serjeants' Inn, Temple, London, E.C.

(Adjoining the Office for the Registration of Joint-Stock Companies.)



Copy Resolutions passed at a General Meeting of the

Birmingham and Midland Bank-

Company, assenting to its being registered as an Unlimited Liability Company.

Passed at a
Special General
Meeting held
11th day of
August
1873.

" That the Birmingham and Midland
Bank shall be registered as an
unlimited Company under the Companies
Act 1862 in accordance with part
of the same Act and that such
Registration is hereby assented to and
that the Directors of the Birmingham
and Midland Bank are hereby
imposed and required to do all
things necessary for the purpose of such
Registration -

Sam Buckley
H Edmunds

This is the paper writing marked D mentioned and referred to in the
Declaration of Samuel Buckley and Henry Edmunds made before the third day of
November 1873

for manifestly
for manifestly

Copy Resolutions passed at a General Meeting of the _____

assenting to its being registered as an Unlimited Liability Company.

1/10/02

No. 25.

SM

"THE COMPANIES' ACT, 1862."

(25 & 26 VICT., c. 89.)

DECLARATION

verifying Documents presented for Registration by the *Birmingham*
and Midland Bank
Company.

Pursuant to Section 186.

Published with authority of the Registrar,

BY
ALFRED DOUBLEDAY,
Law and Public Companies' Stationer,
40 & 41 FLEET STREET.

REG. 1862
NOV 5

THE COMPANIES' ACT, 1862.

We Samuel Brickley
of Birmingham in the County of Warwick Esquire
and Henry Edmunds
of Birmingham aforesaid Bankers
being two of the Directors of the Birmingham and Midland Bank

DO SOLEMNLY AND SINCERELY DECLARE that the particulars set forth in the several Documents accompany this Declaration and marked respectively with the letters A. B. C. D. and E are true;

AND we make this solemn Declaration conscientiously believing the same to be true, and by virtue of the provisions of an Act of Parliament made and passed in the Sixth year of the reign of His late Majesty, intituled "An Act to repeal an Act of the present Session of Parliament intituled 'An Act for the more effectual Abolition of Oaths and Affirmations taken and made in various departments of the State, and to substitute Declarations in lieu thereof, and for the more entire suppression of voluntary and extra-judicial Oaths and Affidavits, and to make other provision for the Abolition of Unnecessary Oaths.'"

Declared at Birmingham
this third day of November
1873

Signatures
of two Directors
or other
principal
Officers.

Samuel Brickley
Henry Edmunds

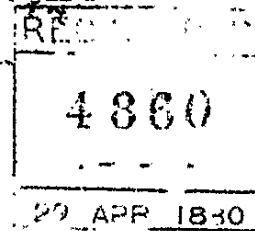
Before me
J. Marshall
Commissioner to administer Oaths
in the County of Warwick.

THE COMPANIES ACTS, 1862 AND 1867.

(25 and 26 Victoria, cap. 39, and 30 and 31 Victoria, cap. 131.)

UNLIMITED COMPANY

(COPY.)



Special Resolutions

(Pursuant to Sections 54, 53, and 54 of principal Act)

OF

THE BIRMINGHAM AND MIDLAND BANK.

Passed 24th March, 1880; Confirmed 16th April, 1880.

At an Extraordinary General Meeting of the Shareholders of the said Bank, duly convened and holden at the Registered Offices of the Bank, New Street, Birmingham, in the County of Warwick, on Wednesday, the 24th day of March, 1880, the following Special Resolutions were duly passed; and at a subsequent Extraordinary General Meeting of the Shareholders of the said Bank, also duly convened and holden in like manner at the same place, on Friday, the 16th day of April, 1880, the following Special Resolutions were also duly confirmed, as follows:—

- 1.—The Directors shall return to the Shareholders £12 10s. per share on each of the shares held by such Shareholders, and the Shareholders shall accept such moneys (subject to the right given by these resolutions to have the same credited on further shares), and the Shareholders shall be liable to repay the £12 10s. so to be returned, by way of call, as if the same had never been called up, so that each share shall be a share of £25, with £12 10s. called up, and no Shareholder shall from and after the 30th day of June, 1880, be entitled to any interest or dividends in respect of the sum so to be returned, except by having the same credited as paid on further shares under these resolutions.
- 2.—The Capital of the Company shall be increased by the creation of 28,000 shares of £25 each, of which 12,000 shall be issued immediately under these resolutions.

and the remaining 16,000 shall not be issued without the authority of a General Meeting of the Company.

- 3.—The said 12,000 shares shall be issued on the terms that £12 10s. per share shall be paid up thereon on allotment, and shall, in the first instance, be offered without premium to the Shareholders in proportion to their existing shares, on the terms that the £12 10s. to be returned on the said existing shares shall be credited as paid up on such further shares, so that each holder of a £25 share fully paid up may become the holder of two £25 shares with £12 10s. per share paid up thereon.
- 4.—If any of the said 12,000 shares be not accepted by Shareholders on the terms aforesaid, the Directors may dispose of the same, in their absolute discretion, on such terms as they think fit to raise the money required to be returned to any non-accepting Shareholders.

Geo. A. Everitt Chairman.
J. H. Melling Manager.

Date of Signature, 28.th April 1880.

Beale Manjols Beale Groves
28 Great George Street
Buckingham

"THE COMPANIES' ACTS, 1862, 1867, & 1877."

(25° & 26° VICT. c. 89; 30° & 31° VICT. c. 131; AND 40° & 41° VICT. c. 36.)

57-OR

RE.	DI
7188	
JUL 1880	

Notice of Increase in the Nominal Capital

of the Birmingham and Midland Bank

~~Company,~~

Pursuant to Section 34.

Presented for Filing by

Beale Marjold & Co
28 Great-George Street
Westminster



NOTICE

Of increase in the nominal Capital of the *Birmingham*
and Midland Bank

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The *Birmingham and Midland*
Bank

hereby give

you notice, in accordance with "The Companies' Act, 1862," that by a Resolution of the

Company dated the *twenty fourth* day of *March 1880*

the nominal Capital of the Company has been increased by the addition thereto of the sum of

Seven hundred thousand pounds,

divided into *Twenty eight thousand* Shares of

twenty five pounds each, beyond the registered Capital of

£300,000

Dated the *24th* day of *June 1880*.

G. T. Polking, Manager

RF 7180
1 JUL 1880

COMPANIES' ACTS, 1862 to 1879."

(25 & 26 Vict., c. 89; 30 & 31 Vict., c. 131; 40 & 41 Vict., c. 26;
and 42 & 43 Vict., c. 76.)

LIMITED COMPANY.

Application for a Certificate of Incorporation as a Limited Company

by the Birmingham and Midland Bank

Company.

Companies Act, 1862, Section 183.

Presented for Filing by

Beale Marigold & Co 59
28 Great George Street
Westminster



G & S (1881) 250 1275

LIMITED COMPANY.

Application by the Birmingham and Midland
Bank _____ Company,

for a Certificate of Incorporation as a Limited Company under the
Companies' Acts, 1862 to 1879.

The Birmingham and Midland Bank
_____ Company,

constituted by Deed of Settlement
and registered as an unlimited company under the Companies Act 1844
dated the 15th day of August 1856 desires to register

itself as a Company Limited by Shares under the Companies Acts, 1862 to 1879,

by the name of The Birmingham and Midland
Bank _____

~~Company~~ Limited, and for that purpose, presents the under-mentioned Documents for
Registration under the said Acts.

Dated the Twenty fifth
day of June 1880.

Joseph Price
Secretary

Documents presented for Registration with the foregoing
Application.

1. Copy of the Deed of Settlement
constituting the Company. already registered
2. List of the Members of the Company made up to the twenty fifth
day of June 1880
3. Statement showing the nominal Capital of the Company, &c.
4. Copy resolution of the Company assenting to its registration as a Limited Company, and
adding the word "Limited" to its name.
5. Declaration by two Directors
of the Company verifying the particulars set forth in the documents above mentioned.

† This Declaration to be by any two Directors, or other principal Officers of the Company.

✱

The Birmingham and Midland Bank
Limited —————

(which was constituted by Deed of Settlement dated
the 15th day of August 1836 and registered as an
unlimited company under the Companies Act 1862)
to 1879 as a limited company
is incorporated under the Companies Act 1862, this First

day of July One thousand eight hundred and eighty.

G. H. Cantor

Registrar of Joint Stock Companies.

(No. 4.)