[DUPLICATE FOR THE FILE.]

No. 11770.

Certificate of Incorporation.

I hereby Certify, That

"CLYDEBANK MUNICIPAL BANK LIMITED"

is this day incorporated under the Companies Acts, 1908 to 1917, and that this Company is **Limited.**

Given under my hand at Edinburgh, this Twenty-second day of June One Thousand Nine Hundred and Twenty-one.

[illegible]

for Registrar of Joint-Stock Companies.

Price Twopence.

Form No. 59.

"The Trading with the Enemy Amendment Act, 1914."
(5 Geo. 5, c. 12.)

(No Registration Fee payable.)

Declaration made pursuant to S. 9 (1) (a) of the said Act.

Name of Company Clydebank Municipal Bank Limited

I James William Johnstone

of the Municipal Buildings Clydebank

Solicitor and Secretary of the Clydebank

Municipal Bank Limited

Do solemnly and sincerely declare that I am a Solicitor ~~of the Supreme~~

~~Court~~ engaged in the formation of the Clydebank

Municipal Bank Limited

Limited, and That the Company is not formed for the purpose or with the intention of acquiring the whole or any part of the undertaking of a person, firm or Company the books and documents of which are liable to inspection under subsection (2) of section two of the Trading with the Enemy Act, 1914. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act, 1835."

... Clydebank

J W Johnstone

Registration No. [illegible]

PRICE TWOPENCE.

Form No. 41.

"THE COMPANIES (CONSOLIDATION) ACT, 1908."

A 5/- Companies Registration Fee Stamp to be impressed here.

DECLARATION of Compliance with the requirements of the Companies (Consolidation) Act, 1908, made pursuant to S. 17 (2) of the said Act (8 Edw. 7, c. 69), on behalf of a Company proposed to be registered as the

Clydebank Municipal Bank Limited

Presented for Filing

by [illegible]

[illegible] of the Company

[illegible]

I James William Johnston

of the Municipal Buildings Clydebank

(*) Here insert: A Solicitor of the High Court engaged in the formation, or [illegible] named in the Articles of Association as a Director or Secretary.

Do solemnly and sincerely declare that I am (*) a Solicitor engaged in the formation of and Secretary

of the Clydebank Municipal Bank Limited

Limited, and That all the requirements of the Companies (Consolidation) Act, 1908, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at Clydebank

the [illegible] day of January

one thousand nine hundred and [illegible] before

J. W. Johnston

[illegible]

NOTE.—This margin is reserved for binding, and must not be written across.

THE COMPANIES ACTS 1908 to 1917.

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

of

CLYDEBANK MUNICIPAL BANK LIMITED.

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1. The name of the Company is "Clydebank Municipal Bank Limited".

2. The Registered Office of the Company will be situate in Scotland.

3. The objects for which the Company is established are:-

   (a) To establish and carry on in Scotland or else:where both as principals and agents, the business of a Bank of deposit, and every description of banking and mercantile business and financial operations, including (together with all other businesses and operations usually and frequently carried on by persons or associations engaged in transactions of the nature herein mentioned) the lending of money with or without security, the issuing, discounting and dealing in bills of exchange, promissory notes drafts, negotiable instruments, and letters of credit, and the receiving of money and valuables on deposit or for safe custody and to establish and conduct agencies and branches for the hereinmentioned purposes.

   (b) To receive moneys by way of deposit or loan from any person, society or corporation, and to grant receipts and obligations for repayment thereof on such terms and conditions as may from time to time be fixed by the Company.

   (c) To borrow money and enter into contracts with any person, society, or corporation for the loan to the Company of any moneys required by the Company to answer the exigencies thereof and for the [illegible], and discharge of any obligations undertaken by it in pursuance of the Company's constitution.

   (d) To lend moneys received by the Company from customers and depositors to the British Govern:ment, [illegible] auth:[illegible] other bodies [illegible] to [illegible] that [illegible] or other [illegible] to be granted by [illegible] duly authorised by [illegible] for and render services to customers and others.

(f) To adopt and use means by way of advertisement or otherwise to make the Company, its objects and benefits known to the public, and to take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the company and to obtain and justify public confidence and to avert or minimise financial disturbance which might detrimentally affect the company.

(g) To invest any money which may be in the hands of or under the control of the Company whether being the property of the Company or on deposit or loan with it, or otherwise at its disposal in such manner as may from time to time be thought fit.

(h) To negotiate loans for the British Government municipal, local, and public bodies or corporations.

(i) To purchase, acquire, undertake and continue the whole or any part of the businesses, connection, property and assets and liabilities of any person partnership or company carrying on any banking or discount business.

(j) To enter into any arrangements with the British Government, municipal or local authorities that may seem conducive to the company's objects or any of them and to obtain from such Government or authority any rights, privileges and concessions which the company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and con:cessions.

(k) To obtain any Act of Parliament which may seem conducive to any of the company's objects and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejud:ice the company's rights.

(l) To act as, and to undertake, the duties of exec:utor of wills, and trustee of Wills or Settle:ments, to act as Trustees of deeds or documents and as trustee for charitable and other institu:tions and generally to undertake trust of all kinds with or without remuneration.

(m) To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

(n) Generally to purchase take on lease or on exchange or otherwise acquire any heritable or moveable property and any rights or privileges which the company may think necessary or convenient with reference to any of these objects or the acquisi:tion of which may seem calculated to facilitate the realisation of any security held by the Company or to prevent or diminish any apprehended loss or liability.

(o)/

(o) To borrow or raise or secure the payment of money for the purpose of the company or for any other purpose without restriction as to amount in such manner and on such terms as may seem expedient and in particular by the issue of obligations, deposit notes, whether perpetual or otherwise and charged or not charged upon the whole or any part of the property of the Company both present and future or upon any other property.

(p) To pay the costs, charges, remuneration and expen:ses preliminary and incidental to the formation registration and establishment of the Company.

(q) To sell, improve, manage, develop, exchange, lease, mortgage deposit or turn to account or otherwise deal with all or any part of the rights of the Company.

(r) To do all things which the company may from time to time deem to be ancillary incidental or con:ducive to the affecting of any of its objects.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100, divided into 2000 Shares of 1/- each with power from time to time to increase or reduce the Capital.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memor:andum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses & Description of Subscribers — Number of Shares taken by each Subscriber

[illegible] Williamson Plasterer Woodlawn Dummy Road Clydebank

[illegible] McKenzie, Baker, 102A Kilbowie Rd. Clydebank — Five

[illegible] [illegible] [illegible] [illegible] [illegible] Yoker (Five)

[illegible] Robertson Baker [illegible] Road [illegible] Five

[illegible] Boyd, Clerk 13 [illegible] St [illegible] Five

John Young Turner 48 [illegible] R. Dalmuir Five

[illegible] [illegible], Contractor 13 John Knox St. [illegible] Five

[illegible] [illegible] [illegible] [illegible] St [illegible] Five

[illegible] [illegible] [illegible] Merkes 9 [illegible] Road [illegible]

[illegible] [illegible] [illegible] 24 Dalhousie Rd [illegible]

[illegible] [illegible] [illegible] [illegible] [illegible]

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

OF

CLYDEBANK MUNICIPAL BANK

LIMITED.

1. The regulations contained in the Table marked "A" in the First Schedule of the "Companies (Consolidation) Act, 1908," (hereinafter referred to as Table "A") shall be deemed to be incorporated with, and to form part of these Articles, with the exception of such portions of said Table "A" as are hereinafter expressly excluded or altered or modified or as are inconsistent with these Articles.

2. The following Clauses and Sub-Clause of table "A" namely, Clauses 2, 5, 35, 36, 37, 38, 39, 40, 69, 73 108, and Sub-Clause (e) of Clause 7, shall not apply to this Company.

3. Shareholders must be members of the Town Council of Clydebank and no share shall be held by or allotted to any person who is not a member thereof.

4. The Banking transactions of the Company shall be limited to the Depositors with the Bank and the Town Council of Clydebank and Clydebank and District Water Trust acting under their Statutory powers.

5. No dividend shall at any time be paid by the Company on any of its shares.

6. The following provisions shall have effect namely:—

(a) The Company is hereby declared to be a Private Company in the sense of the Companies Acts, 1908 and 1913.

(b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) shall not exceed fifty.

(c) No invitation shall be made to the public to subscribe for any shares or debentures of the Company and its Directors, Officials, Agents, and all others acting, or that may act, on its behalf are hereby prohibited from making any such invitation to the public.

(d) A Shareholder who for any reason ceases to be a member of Clydebank Town Council shall *ipso facto* cease to have any interest in the Company or in the profits thereof, and if by death, resignation, withdrawal, or otherwise he ceases to be a Member of Clydebank Town Council he or his executors or administrators shall be bound upon the request in writing of the Directors to transfer at par value such share or shares held by him to such person or persons being a member or members of the Town Council of Clydebank as the Directors may nominate. In the event of a shareholder ceasing to be a member of the Town Council and the Directors failing or refusing to nominate a purchaser within 30 days after the expiry of that event the person ceasing to be a member of the Town Council may nominate his own purchaser for the share or shares held by him or her.

(e) The Directors shall be bound to, and may, offer such share or shares to any other Member of the Town Council they may choose. Shares shall be transferable only to Members of the Town Council of Clydebank.

(f) If any person who ought in conformity with (d) of this Clause to transfer any share or shares makes default in transferring the same the Directors may by writing under the Common Seal appoint a person to make the transfer on behalf of the person in default and a transfer by such appointee shall be as effective as if it were duly executed by the person so in default. A Certificate under the Common Seal that such power of appointment has arisen shall be conclusive for all purposes.

(g) Subjects to the provisions of Article 6 (d) the Directors may (in their absolute and uncontrolled discretion) refuse to register any proposed transfer of shares in that event and shall not be bound to assign or give any reason for said declinature and shall refuse to register a transfer of Shares to any person or persons not being a Member or Members of the Town Council of Clydebank.

7. The business of the Company may be commenced as soon after the incorporation of the Company as the Directors shall think fit, and notwithstanding that part only of the Shares may have been allotted.

8. With the consent in writing of all the Members for the time being General Meetings may be convened on shorter notice than seven days, and in any manner they think fit and Clause 49 of Table A shall be modified accordingly.

9. Until otherwise resolved upon by the Company the number of Directors shall not be less than three or more than fifteen.

10. The qualification of a Director shall be the holding of at least one share in the Company, and his being a member of the Town Council of Clydebank.

11. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

12. The Directors shall receive no remuneration for their services, but shall be entitled to be repaid any outlays incurred by them from time to time in connection with the Company's business.

13. At any meeting of the Company where a poll is demanded every shareholder present personally or by proxy shall be entitled to one vote only notwithstanding the number of shares held by him and Clause 60 of Table A shall be altered accordingly.

John Williamson, Plasterer, Woodman, Drumry Road, Clydebank.
John McKenzie, Baker, 100A Kilbowie Road, Clydebank.
Alex McL Stewart, Miner, Mountblow Crescent, Yoker.
John Robertson, Butcher, Drumry Road, Clydebank.
John L. Hogg, Clerk, 13 [illegible] Square, Dalmuir.
John Young, Chemist, 482 Dumbarton Road, Dalmuir.
John Muirhead, Contractor, 13 John Knox St, Clydebank.
Thos Abbott, Clothier, 58 [illegible] Street, Clydebank.
Thos McLaughlin, Bootmaker, 9 Kilbowie Road, Clydebank.
A. B. Brown, Clothier, 24 Kilbowie Road, Clydebank.
Mrs Isabella [illegible], Housewife, 7 Trafalgar Place, Dalmuir.
Alexr M. Neilson, Ironturner, 70 Radnor Street, Clydebank.
[illegible], Joiner, 5 Crown Avenue, Clydebank.
Maitland J. Keil, Engineer, 43 Bannerman Street, Clydebank.

Dated the thirty first day of May Nineteen hundred and twenty-one.

Witness to the above signatures –

M. Stuart
Solicitor
Municipal Chambers,
Clydebank

N.B. This margin is reserved for binding, and must not be written across

The NOMINAL CAPITAL of the [illegible]

[illegible] Bank ~~Company~~, Limited,

is £ [illegible], divided into 2000 shares of £ — 1 —

each.

Signature [illegible]

Description Secretary of the Company
[illegible] Buildings
[illegible]

Date 20th June [illegible]

9865.

The Stamp Act, 1891 (54 & 55 Vict., ch. 39, sec. 112), as amended by the Finance Act, 1899 (62 & 63 Vict., ch. 9, sec. 7), provides that:—"A statement of "the amount which is to form the nominal share capital of any Company to be "registered with limited liability shall be delivered to the Registrar of Joint Stock "Companies in England, Scotland, or Ireland, and a statement of the amount of any "increase of registered capital of any Company now registered, or to be registered, "with limited liability, shall be delivered to the said Registrar, and every such "statement shall be charged with an *ad valorem* Stamp Duty of Five Shillings for "every One Hundred Pounds and any fraction of One Hundred Pounds over any "multiple of One Hundred Pounds of the amount of such capital or increase of "capital, as the case may be."

[illegible] Mercantile Bank ~~COMPANY~~, LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 55 Vict., ch. 39, Stamp Act, 1891, as amended by s. 7 of 62 and 63 Vict., ch. 9 (Finance Act, 1899) and Sec. 39 of Finance Act 1920. (NOTE.—The Stamp Duty on the Nominal Capital is ~~Five~~ twenty Shillings for every £100 or fraction of £100.)

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

Presented for registration by

[illegible signature]

Secretary of the Company
Mercantile Buildings
[illegible]

REGISTERED

105

[illegible]

[illegible]

[illegible], [illegible] to continue the Municipal Banking [illegible] the new Clydebank District as [illegible] Local Government (Scotland) Act, 1973, adopted the [illegible] resolution on the 23rd December, 1974, viz:-

to alter, in the Articles of Association of Clydebank Municipal Bank Limited, the following provisions -

(1) Paragraph No. 3 in the said Articles of Association to be amended to "Shareholders must be members of the Town Council of Clydebank or Clydebank District Council and no share shall be held by or alloted to any person who is not a Member thereof";

(2) Paragraph No. 4 in the said Articles of Association to be amended to "The Banking transactions of the Company shall be limited to the Depositors with the Bank and the Town Council of Clydebank and Clydebank District Council acting under their Statutory powers";

(3) Paragraph No. 6(b) in the said Articles of Association to be amended to "The number of members of the Company shall at no time exceed the number of members of the Town Council of Clydebank and Clydebank District Council and no transfer which would increase said number of members beyond such number shall be valid and the Directors shall refuse to recognise or register any transfer which would increase said number";

(4) Paragraph No. 6(d) in the said Articles of Association to be amended to "A Shareholder who for any reason ceases to be a member of Clydebank Town Council or Clydebank District Council shall ipso facto cease to have any interest in the Company or in the profits thereof, and if by death, resignation, withdrawal, or otherwise he ceases to be a Member of Clydebank Town Council or Clydebank District Council he or his executors or administrators shall be bound upon the request in writing of the Directors to transfer [illegible] said share or shares held by him to such [illegible] persons being a member or members of the Town Council of Clydebank or Clydebank District Council [illegible] the Directors may nominate. In the event of [illegible] ceasing to be a member of the Town [illegible] or District Council and the Directors failing [illegible] to nominate a [illegible] within [illegible] days [illegible] of time cease the person ceasing to be a [illegible] of the Town Council or District Council [illegible] for the [illegible] [illegible]";

( ) [illegible] 6( ) in the said Articles of Association [illegible] [illegible] [illegible] [illegible] Council";

( ) [illegible]

[illegible] in [illegible] event and shall not be bound to assign or [illegible] for said debenture and shall refuse to [illegible] a transfer of shares to any person or persons not [illegible] or Members of the Town Council of Clydebank or Clydebank District Council";

([illegible]) Paragraph No. 1[illegible] in the said Articles of Association to be amended to "The qualification of a Director shall be the holding of at least one share in the Company, and his being a member of the Town Council of Clydebank or Clydebank District Council";

Certified as a True Copy.

[illegible signature]

Secretary to the Bank.

11770

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

OF

CLYDEBANK MUNICIPAL BANK

LIMITED.

1. The regulations contained in the Table marked "A" in the First Schedule of the "Companies (Consolidation) Act, 1908," (hereinafter referred to as Table "A") shall be deemed to be incorporated with, and to form part of these Articles, with the exception of such portions of said Table "A" as are hereinafter expressly excluded or altered or modified or as are inconsistent with these Articles.

2. The following Clauses and Sub-Clause of table "A" namely, Clauses 2, 5, 35, 36, 37, 38, 39, 40, 69, 73, 108 and Sub-Clause (e) of Clause 77, shall not apply to this Company.

3. Shareholders must be members of the Town Council of Clydebank or Clydebank District Council and no share shall be held by or allotted to any person who is not a member thereof.

4. The Banking transactions of the Company shall be limited to the Depositors with the Bank and the Town Council of Clydebank and Clydebank District Council acting under their Statutory powers.

5. No dividend shall at any time be paid by the Company on any of its shares.

6. The following provisions shall have effect namely —

(a) The Company is hereby declared to be a Private Company in the sense of the Companies Acts, 1908 and 1913.

(b) The number of members of the Company shall at no time exceed the number of members of the Town Council of Clydebank and Clydebank District Council and no transfer which would increase said number of members beyond such number shall be valid and the Directors shall refuse to recognise or register any transfer which would increase said number.

(c) No invitation shall be made to the public to subscribe for any shares or debentures of the Company and its Directors, Officials, Agents and all others acting, or that may act, on its behalf are hereby prohibited from making any such invitation to the public.

(d) A Shareholder who for any reason ceases to be a member of Clydebank Town Council or Clydebank District Council shall *ipso facto* cease to have any interest in the Company or in the profits thereof, and if by death, resignation, withdrawal, or otherwise he ceases to be a Member of Clydebank Town Council or Clydebank District Council he or his executors or administrators shall be bound upon the request in writing of the Directors to transfer at par value such share or shares held by him to such person or persons being a member or members of the Town Council of Clydebank or Clydebank District Council as the Directors may nominate. In the event of a shareholder ceasing to be a member of the Town Council or District Council and the Directors failing or refusing to nominate a purchaser within 30 days after the expiry of that event the person ceasing to be a member of the Town Council or District Council may nominate his own purchaser for the share or shares held by him or her.

(e) The Directors shall be bound to, and may, offer such share or shares to any other Member of the Town Council or District Council as they may choose. Shares shall be transferable only to Members of the Town Council of Clydebank or Clydebank District Council.

(f) If any person who ought in conformity with (d) of this Clause to transfer any share or shares makes default in transferring the same the Directors may by writing under the Common Seal appoint a person to make the transfer on behalf of the person in default and a transfer by such appointee shall be as effective as if it were duly executed by the person so in default. A Certificate under the Common Seal that such power of appointment has arisen shall be conclusive for all purposes.

(g) Subject to the provisions of Article (d) the Directors may (in their absolute and uncontrolled discretion) refuse to register any proposed transfer of shares in that event and shall not be bound to assign or give any reason for said declinature and shall refuse to register a transfer of shares to any person or persons not being a Member or Members of the Town Council of Clydebank or Clydebank District Council.

7. The business of the Company may be commenced as soon after the incorporation of the Company as the Directors shall think fit, and notwithstanding that part only of the shares may have been allotted.

8. With the consent in writing of all the Members for the time being General Meetings may be convened on shorter notice than seven days, and in any manner they think fit and Clause 49 of Table A shall be modified accordingly.

9. Until otherwise resolved upon by the Company the number of Directors shall not be less than three or more than fifteen.

10. The qualification of a Director shall be the holding of at least one share in the Company, and his being a member of the Town Council of Clydebank or Clydebank District Council.

11. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

12. The Directors shall receive no remuneration for their services, but shall be entitled to be repaid any outlays incurred by them from time to time in connection with the Company's business.

13. At any meeting of the Company where a poll is demanded every shareholder present personally or by proxy shall be entitled to one vote only notwithstanding the number of shares held by him and Clause 60 of Table A shall be altered accordingly.

Dated the day of Nineteen hundred and twenty-one.

Witness to the above signatures—

Crown Way Cardiff CF14 3UZ
www.companieshouse.gov.uk

NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.