



SUPPLEMENT
TO THE
BOMBAY GOVERNMENT GAZETTE.

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PROCEEDINGS OF THE LEGISLATIVE DEPARTMENT, BOMBAY.

THE following Bill, which it is intended to introduce into the Council of the Governor of Bombay for the purpose of making Laws and Regulations, is, together with Statement of Objects and Reasons accompanying it, published for general information :—

A Bill for the Re-incorporation and Re-constitution of the Bank of Bombay.

WHEREAS the provisions of Act No. III. of 1840, whereby the Bank of Bombay was incorporated and constituted, having been found to be in many respects inconvenient and imperfect, or unnecessarily restrictive, it is expedient to repeal the said Act, and also Act No. XXI. of 1854, intituled "An Act to amend the law relating to the several Banks of Bengal, Madras, and Bombay," and Act No. XXVII. of 1855, intituled "An Act to enable the Banks of Bengal, Madras, and Bombay to transact certain business in respect of Government Securities and Shares in the said Banks;" but as to such two last mentioned Acts, so far only as the same are concerned with the said Bank of Bombay, and to substitute for the provisions in the same Acts respectively contained, so far as the same relate to the said Bank, the provisions in this Act contained. And whereas it is also expedient to confer upon, or confirm, or continue to the Bank of Bombay, as continued or re-incorporated and re-constituted by this Act, such and the same powers and authorities as under or by virtue of Act No. XXIV. of 1861, intituled "An act to enable the Banks of Bengal, Madras, and Bombay to enter into arrangements with the Government for managing the issue, payment, and exchange of Government Currency Notes, and certain business hitherto transacted by the Government Treasuries," are now possessed or exercisable by the Bank of Bombay, as incorporated and constituted under

or by virtue of the said Act III. of 1840, of entering into the arrangements and agreements, and of transacting the business in this behalf in the said Act XXIV. of 1861 mentioned: It is enacted as follows :—

I. Upon and from the day of in the former Acts repealed. year of our Lord 186 , the said Act No. III. of 1840, Act No. XXI. of 1854, and Act No. XXVII. of 1855, but as to the said two last mentioned Acts, so far only as they relate to the Bank of Bombay shall respectively cease and determine, and the same are hereby from the said day repealed.

II. The persons who at the time of the determination in manner aforementioned of the said three last mentioned Acts shall, by virtue of, and in accordance with, the provisions of the said Act III. of 1840, be the proprietors of the capital stock of the Bank of Bombay, or who shall at any time thereafter, by virtue and in pursuance of the provisions of this Act become proprietors of any such stock then created or to be thereafter created as hereby provided, and their successors respectively, proprietors for the time being of the same stock respectively, shall, notwithstanding the determination of the said Acts, continue to be and be a corporation body, corporate or politic, with perpetual succession under the name of the Bank

of Bombay, and shall possess and enjoy all the rights, powers, and immunities incident by Law to a corporation aggregate, subject nevertheless to the provisions of this Act.

III. All the property, movable and immovable, and all the things in action, claims, and demands whatsoever, which immediately before the determination as aforesaid of the said Acts shall be vested in or might be made or asserted by the said Bank of Bombay as incorporated and constituted under the same Acts, shall, immediately upon the determination as aforesaid of the same Acts, become vested in and devolve on, and may be made and asserted by the Bank of Bombay as re-incorporated and re-constituted by this Act, and the said Bank of Bombay so re-incorporated and re-constituted as aforesaid, shall be liable and subject to all debts, demands, claims, and liabilities outstanding, or which might be made or asserted against the said Bank at the time of such determination as aforesaid, and no suit or proceeding at Law or in Equity then pending shall cease, or abate, or become defective by reason or in consequence of such determination as aforesaid, and of such re-incorporation and re-constitution of the said Bank by virtue of this Act.

IV. The said Bank of Bombay, so as aforesaid re-incorporated and re-constituted, shall, upon the determination as aforesaid of the said Acts, be authorised and empowered to transact all or any of the business which the said Bank is hereby authorised or empowered to transact, and shall and may sue and be sued by its said corporate name, and shall and may use such corporate seal as shall have been theretofore in use, or as the Directors of the said Bank shall have appointed in this behalf, or shall from time to time thereafter appoint, and shall be competent to acquire and hold either absolutely or conditionally, and either in perpetuity or for a term of years, any description of property whatsoever, and shall have power to convey and transfer the same.

V. And whereas it was enacted by the said Act III. of 1840 that the capital stock of the Bank of Bombay, by the same Act incorporated, should in amount not be less than fifty lakhs of rupees, nor unless increased as thereunder provided, more than fifty-six lakhs of rupees, and whereas the capital stock of the said Bank now amounts to rupees fifty-two lakhs and twenty-five thousand, the whole amount of which has been paid up: it is hereby enacted, that it shall be lawful for the proprietors, at a general meeting, and they are hereby empowered, at such time or times after the determination as aforesaid of the said Acts, and from time to time thereafter, to increase the capital stock of the said Bank, so as aforesaid re-incorporated and re-constituted by a certain amount, but so nevertheless as that the whole capital stock of the same Bank shall not at any time exceed the sum of rupees two crores and ten lakhs, and the Directors shall thereupon cause to be issued such and so many new shares upon such conditions and in such manner as to them may seem expedient for raising the amount of capital which at such general meeting may have been authorised to be raised.

VI. The capital stock of the Bank of Bombay, so as aforesaid incorporated and constituted under the said Act III. of 1840, shall on the determination as aforesaid, of the said Acts, continue to be and be the capital stock of the Bank of Bombay so as aforesaid re-incorporated and re-constituted under this Act, and shall continue to be divided into shares of rupees one thousand each; and such shares shall continue to bear the same numbers as theretofore; and the shares which at the time aforesaid shall be registered in the name of the Governor in Council of Bombay shall be the property of the said Governor in Council for the time being, and the shares which at the time aforesaid shall be registered in the name of the individual proprietors, shall continue to be the property of such proprietors, but shall be deemed to be shares in the capital stock of the said Bank so as aforesaid incorporated and constituted under this Act; and in case the capital stock of the said Bank shall at any time thereafter be increased by virtue and in pursuance of the provisions of this Act, the new or additional capital stock so created shall in like manner be divided into shares of rupees one thousand each, and such shares shall be numbered in continuation of the numbers of the then existing shares, and no separate interest or share in or of the said capital stock of less amount than rupees one thousand shall be created or held by any proprietor, nor shall any proprietor or other person be entitled to claim a share of such new or additional capital stock of less amount than rupees one thousand.

VII. The said Bank so re-incorporated and re-constituted by this Act or the Directors thereof, shall cause to be kept in one or more books at their principal office in Bombay, a register of proprietors of shares in the capital stock of the said Bank, and there shall be entered therein the following particulars:—

1. The names, addresses, and occupations (if any) of the said proprietors, and the shares held by each of them, distinguishing each share by its number.
2. The amount paid on the shares of each proprietor.
3. The date at which the name of any person was entered in the register as a proprietor of shares or a share.
4. The date at which any person ceased to be a proprietor of any share, and as soon as conveniently may be after the determination as aforesaid of the said Acts, the Directors shall register in manner aforesaid the persons who at the time of such determination shall be the proprietors of the capital stock of the said Bank, as incorporated and constituted under the said Acts so as aforesaid determined.

VIII. A certificate, signed by three of the Directors of the said Bank, as re-incorporated and re-constituted under this Act, shall, after the determination as aforesaid of the said Acts, and on request being made in this behalf by the proprietors or any of them of shares or a share in the capital stock of the said Bank then created or thereafter to be created, be given to such proprietors or proprietor, and such certificate shall specify the number of the share in respect of which the same

shall be granted; and any person being the proprietor of more than one of such shares may, at his option, require such certificate as aforesaid in respect of each of such shares, or one certificate for all the shares of which such person is proprietor, and according to such requisition, such certificate, signed as aforesaid, shall be delivered to such proprietor. Such certificate, signed as aforesaid, and specifying any share or shares held by any proprietor, shall be *prima facie* evidence of the title of the proprietor to the share or shares therein specified; provided always that such certificates shall not be granted to persons who shall be proprietors of shares or a share in the said Bank at the time of the determination as aforesaid of the said Acts, or their successors, unless they shall deliver up to be cancelled the certificates or certificate of such shares or share theretofore granted, or shall satisfy the Directors of the loss or destruction of such certificates or certificate.

IX. No notice of any trust, express, implied, or constructive, shall be entered on the register, or be receivable by the said Bank, nor shall the Bank in any case recognise or be affected with notice express or otherwise of any trust, charge, lien, estate, or interest whatsoever, reversionary or otherwise, of, upon, in, or in respect of any of the said shares in the said Bank, other than the estates or interest therein of the person or persons in whose name or names the said shares or share shall be registered. Provided always that nothing in this Section contained shall be construed to restrict the operation which any judgment, decree, order, writ, or other process of any Court of Justice would, in the absence of this Section, have had.

X. The shares in the capital stock of the said Bank, so as aforesaid re-incorporated and re-constituted under this Act, shall be of the nature of personal estate, and shall not be of the nature of real estate, and the same shall be transferable by a deed in the form set forth in Schedule A hereto annexed, and which deed shall be executed both by the transferor and transferee, and may be either a separate deed or a deed indorsed on the share certificate; provided always that no such separate or indorsed deed of transfer shall be effectual to transfer the share or shares thereby intended to be transferred until such separate or indorsed deed of transfer shall have been registered at the Bank of Bombay in manner aforesaid, and such registration shall have been duly noted on such separate or indorsed deed of transfer, or duly certified in writing, under the hand of an officer appointed for that purpose by the Directors of the said Bank; but the transferrer shall be deemed to remain the proprietor of such shares or share until such registrations and notification or certificate as last mentioned shall have been made or given.

XI. The executors or administrators of a deceased proprietor shall be the only persons recognised by the said Bank as having any title to his shares or share, and any person becoming entitled to shares or a share in the capital stock of the said Bank, in consequence of the death, bankruptcy, or insolvency of any proprietor, or in consequence of the marriage of any female proprietor, or in any way other than by indorsement or transfer, may be registered as a share-

holder upon the production of such evidence of title as may be required by the Directors.

XII. The Directors of the said Bank so re-incorporated and re-constituted as aforesaid may, by giving fourteen days' notice by advertisement in the official *Bombay Government Gazette*, close the register of proprietors for any time or times not exceeding in the whole twenty-one days in each year, and the period during which the register is closed shall not be reckoned as part of the time within which a transfer is to be registered.

XIII. The said Bank of Bombay as re-incorporated and re-constituted under this Act shall consist and be composed of the registered proprietors for the time being of the said shares of the capital stock of the said Bank, and of no other person or persons whatsoever.

XIV. The business of the said Bank shall, until the appointment in manner hereinafter provided of new Directors, be managed by the persons who at the time of the determination in manner aforesaid of the said Acts shall by virtue and in pursuance of the same Acts, or any of them, be the Directors of the said Bank as thereby incorporated and constituted, and such persons shall be the first Directors of the said Bank so as aforesaid re-incorporated and re-constituted by this Act; and after the appointment in manner hereinafter respectively provided of new Directors, the business of the said Bank shall be managed by ten Directors, of whom four shall from time to time be appointed and removable by the Governor in Council of Bombay, and the remaining six shall in manner hereinafter provided and from time to time be elected by a general meeting of the proprietors of said Bank, and shall be removable by vote of the majority of a general meeting of the said proprietors.

XV. The election of such Directors as are to be elected as aforesaid by the proprietors shall be made at a general meeting of the proprietors, to be held on the second Monday in December, or any adjournment thereof; and such election shall be made by the proprietors of shares in the capital stock of the said Bank, who shall be present at such meeting or adjourned meeting, and shall vote at such election, or who shall vote at such election by proxy.

XVI. Two of the six elective Directors for the time being shall in rotation go out of office on the second Monday in the month of December in every year, on which day in every year a general meeting of the proprietors shall be held for the election of two Directors in their stead; and the six persons who at the time of the passing of this Act shall be Directors shall retire by rotation in such manner as they would have retired if this Act had not been passed; provided always that any Directors going out by rotation as aforesaid may not be re-elected at the election which takes place thereupon.

XVII. The appointment of any Directors to be elected by the proprietors as aforesaid shall be deemed to

have taken place on the result of such election being declared by the President of the meeting at which such election shall take place, and they and the said other Directors, from time to time to be nominated as aforesaid, shall thenceforth be Directors of the said Bank, and have the powers and authorities of Directors; provided always that if at any such meeting or adjourned meeting of proprietors held for election of Directors no such election shall be had, the persons who previously to such meeting or adjourned meeting were Directors shall continue to be and act as Directors till such election shall be duly had; and such meeting or adjourned meeting shall be adjourned to any day at a distance of not more than one month for the election of Directors as aforesaid.

XVIII. In case of death, resignation, or absence from Bombay for more than three months, or disqualification under Section XXI., or removal as aforesaid of any Directors or Director to be elected by the proprietors as hereinbefore provided, the surviving or continuing Directors or Director, or the Directors or Director other than the Director or Directors so being absent or being disqualified, or having been removed, shall, in manner hereinafter provided in the cases of extraordinary general meeting, call a general meeting of the proprietors, to be held within fifteen days of the day of the notice for that purpose, of electing in manner aforesaid a successor or successors to such Directors or Director so dying, resigning, being absent, becoming disqualified, or being removed, and such successors shall, in regard to the rotation abovementioned, be deemed to be in place of the Director in whose stead he shall have been so appointed.

XIX. No person shall be capable of serving as a Director by election of the proprietors who shall not be proprietor in his own right of twelve unincumbered shares of 12,000 Rupees of the capital stock of the Bank of Bombay, or who shall be Director of any other Bank having a place of business within the town or island of Bombay; and in case of more than one member of any mercantile firm or company (being other than a joint stock company) being elected Directors, or where any Director shall become a member of such firm or company, there being already a member of the same firm a Director, only one of such members shall act as a Director.

XX. At all general meetings of the proprietors every election and other matter in question shall be decided by a majority of votes; and no person shall be allowed to vote at any such meeting, in respect of any shares or share of the said capital stock, until six calendar months after the time when he shall have become a registered proprietor of such shares or share, unless such share or shares shall be acquired, or shall have come by bequest, marriage, or succession to an intestate's estate, or by any deed of settlement after the death of any person who shall have been entitled for life to the dividends of such shares. If more persons than one are jointly entitled to a share or shares, the person whose name stands first in the register of shareholders as one of the holders of such share or shares and no other, shall be entitled to vote in respect of the same.

XXI. At all such general meetings the proprietors, having a right to vote at such meeting, shall vote according to the following scale:—

The Proprietor of		
4 shares of 1,000 Rs.	shall be entitled to..	1 vote.
20 " " " "		.. 2 "
40 " " " "		.. 3 "
60 " " " "		.. 4 "
80 " " " "		.. 5 "
120 " " " "		.. 6 "
160 " " " "		.. 7 "

And no proprietor shall be entitled to more than seven votes.

XXII. It shall be lawful for the Governor in Council of Bombay, by writing signed by one of the Secretaries to Government, to appoint any person as a proxy to attend any general meeting of the proprietors; and such proxy shall be entitled to give seven votes upon all matters or questions that may be submitted to such meeting, except upon the election or removal of such Directors as are elected by the said proprietors.

XXIII. Any proprietor or proprietors entitled to vote in person at any general meeting may, by writing under his, her, or their hand, or the hand of his, her, or their attorney, duly authorised, or if the appointor is a corporation, under their common seal, appoint any other registered proprietor, as his, her, or their general or special proxy on his, her, or their behalf, to attend, take part, and vote at any general meeting or meetings, according to the terms and instructions contained in the instrument of appointment; and such proxy shall have the same number of votes and such powers as are given by such instrument, being such as the person or persons so appointing him would have possessed if personally present, provided the instrument of appointment shall be deposited at the chief place of business in Bombay of the said Bank not less than forty-eight hours before the same can be acted on. Any vote or act otherwise valid of any person appointed to act as such proxy shall not be afterwards objected to or questioned merely on the ground of the revocation, whether by operation of law or otherwise, of the authority of such person to act as such proxy, unless notice in writing of such revocation shall have been served at the last mentioned place at least forty-eight hours before the time when such vote or act shall have been given or done, unless at such last mentioned time such objection or question shall have been raised.

XXIV. At the first meeting of the Directors in every year, they shall choose a president from among themselves; and if the office of the president shall become vacant, they shall at their next meeting choose a successor for the remainder of the current year; and during any vacancy, or in the absence of the president, the senior Director for the time being, other than such president, shall be vice-president for the time being, and such president or vice-president, as the case may be, shall preside at such general meeting of the proprietors and at such meeting of the directors; and in all cases of an equal

XXV. The Governor in Council may vote by Proxy.

XXVI. The President shall choose a president from among themselves; and if the office of the president shall become vacant, they shall at their next meeting choose a successor for the remainder of the current year; and during any vacancy, or in the absence of the president, the senior Director for the time being, other than such president, shall be vice-president for the time being, and such president or vice-president, as the case may be, shall preside at such general meeting of the proprietors and at such meeting of the directors; and in all cases of an equal

division of votes at such meetings, either of proprietors or directors, such president or vice-president shall have a casting vote in addition to any votes or vote he may be entitled to give in his own right or as a proxy.

XXV. If at any meeting of proprietors such president, vice-president, or any Chairman at meetings, director shall not any of them be present at the time of holding the same, the proprietors present shall choose some one of their number to preside at such meeting, and the person so as aforesaid presiding at such meeting shall, in case of an equality of votes, have a casting vote. The person presiding over any such meeting may with its consent adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the time from which the adjournment took place.

XXVI. At any general meeting, unless a poll is demanded by at least five proprietors, a declaration by the president for the time being that any resolution, regulation, or other matter has been arrived at, made, or concluded, and an entry to that effect in the minutes of proceedings of the said Bank shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution, regulation, or other matter; and if a poll shall be demanded in manner aforesaid, the same shall be taken in such manner as such president shall direct, and the result of such poll shall be deemed to be the resolution of the said proprietors in general meeting.

XXVII. The persons for the time being holding the offices of Secretary and Treasurer, or of Secretary alone, or of Deputy Secretary of the Bank of Bombay as re-incorporated and re-constituted under this Act, are hereby respectively authorised and empowered, for and on behalf of the said Bank, to indorse and execute transfers of Government and other securities standing in the name of the said Bank, to draw, accept, and indorse bills of exchange, promissory notes, bank post bills, and letters of credit connected with the current and ordinary business of the Bank, and to sign all other documents connected with such business, except documents under seal, other than such documents under seal, as may be required to be executed for the purpose of transferring Government or other securities standing in the name of the said Bank.

XXVIII. No person who shall hold or act in the office of Secretary, and Treasurer, Deputy Secretary, Head Accountant, or Head Shroff of the Bank of Bombay, shall engage in any other Banking or commercial business either on his own account or as agent for any other person or persons, or act as a broker for the sale or purchase of Government securities; and every person appointed to hold or act in any one or more of the said offices, and all such other officers from whom the Directors may from time to time think fit to require it, shall give security to the Directors for the faithful discharge of his duty to the satisfaction of the Board of Directors, and in such amount and in such manner as they shall think proper. Provided always that

the security to be given as aforesaid by the person holding or acting in the offices of Secretary or Treasurer or both, shall not be in a less amount than Rs. 50,000.

XXIX. The Directors, by letter of attorney, or other deed or writing, may delegate their powers. Directors may delegate their powers. Local Committees, Inspectors, Managers, Agents, and other officers respectively, any of the powers of the Directors for the due conduct, management, and regulation of any of the business or affairs of the company, and for any of such purposes may authorise the Secretary and Treasurer, or the Secretary alone, to depute or delegate any of the powers hereby conferred on him by Section XXVII. to any person or persons for carrying on any branch business or agency of the Bank of Bombay.

XXX. The Directors of the said Bank for the time being shall be at liberty, and they are hereby authorised and empowered to execute and exercise all such powers and authorities of the said Bank as re-incorporated and re-constituted by this Act, as are not by any of the provisions hereof declared to be exercisable only by the proprietors in general meeting, subject nevertheless to the provisions of this Act, and to the regulations or bye-laws contained in Schedule B to this Act, or such modified, substituted, or additional regulations, resolutions, or bye-laws, not being inconsistent with the aforesaid provisions, as may be prescribed in manner hereinafter mentioned by the proprietors in general meeting; and any of the Acts of the said Directors, or any of them done in pursuance of and in accordance with such resolutions, regulations, or bye-laws for the time being in force, shall be as valid as if all the Directors joined therein. Provided always that no such resolutions, regulations, or bye-laws, made by the proprietors in general meeting, shall invalidate any prior act of the Directors which would have been valid if no such resolution, regulation, or bye-law had been made. And in particular, the said Directors are authorised and empowered to exercise and execute as well the powers and authorities following:—(A) To provide suitable offices and buildings for the use of the said Bank, and to do all acts necessary or proper for that purpose. (B) To sell or exchange all or any of the movable or personal, or immovable or real property or estate of the said Bank, and to apply the moneys produced by any such sale as capital of the Bank. (C) To continue the persons who at the time of the determination as aforesaid of the said Acts shall hold the respective offices of Secretary and Treasurer, Secretary, Deputy Secretary, Accountant, or Shroff, or shall be acting as agents, or be otherwise in the employment of the said Bank as incorporated and constituted by the said Acts in such respective offices or as such agents, or in such employment, or at such time, or at any other time, and from time to time to appoint persons to fill or hold such offices or any of them, or to act as such agents or in such employment of, for, or on behalf of the said Bank as re-incorporated and re-constituted by this Act, and to appoint such other officers, clerks, or servants as the Directors may consider necessary for the conduct and carrying on of the business of the said Bank, and from time to time to remove any such officers, clerks, or servants as aforesaid, and to fix and appoint the salaries, remuneration, or wages of such offi

cers, clerks, or servants. (D) To institute, conduct, defend, and compromise or abandon as they may think expedient any legal proceedings relating to the property or affairs of the said Bank, and to submit to arbitration any matter in difference between the said Bank and any other persons or person. (E) To compound for or abandon any debt, claim, or demand due to or maintainable by the said Bank, and to give time for payment or satisfaction thereof. And subject as hereinbefore mentioned to exercise the entire management, superintendence, and control of and over the business and affairs of the Bank, and in such manner as shall appear to them, the said Directors, most advantageous to the said Bank, and for the purposes of the exercise and execution by them of any of the powers and authorities hereby vested in them or made exercisable by them, the said Directors may (if necessary) cause the common seal of the said Bank to be affixed to any deed or other instrument, and any deed or instrument having affixed to it the said common seal, and bearing the signature of three Directors of the said Bank for the time being, shall be deemed to be a deed or instrument duly executed by the said Bank.

XXXI. The said Bank of Bombay as re-incorporated and re-constituted under this Act may, and is hereby authorised and empowered to carry on and transact the business hereinafter specified, but shall not engage in or carry on or transact any other adventure, trade, or business than such particular kinds of business, that is to say:—

1st. The advancing and lending money on Government securities, or on the security of shares in any of the incorporated Indian Railway, or other public companies in India.

2nd. The discounting, buying, and selling of bills of exchange, and other negotiable securities payable in India.

3rd. The making of investments of the moneys of the said Bank in Government securities, and from time to time altering, converting, and transposing such investments for others of a like nature.

4th. The making, issuing, and circulating of bank post bills and letters of credit made payable in India to order or otherwise than to the bearer on demand.

5th. The buying and selling of gold or silver bullion.

6th. The receiving of deposits, keeping cash accounts, and granting cash credits.

7th. The granting loans and making advances upon any goods, wares, merchandise, or other property or securities of the description above mentioned which, or the documents of title to which, shall be deposited with or assigned to the said Bank as security for such loans and advances, and the selling and realization of the proceeds of sale of any such goods, wares, merchandise, or other property or securities which, or the documents of title to which, have been so deposited or assigned, or which shall be held by the said Bank and over which the said Bank shall be entitled to any lien or charge in respect of any such loan or advance, or any debt or claim of the said Bank, and which said goods, wares, merchandizes, property, security, or documents of title, so as aforesaid deposited with, assigned to, or held by the

said Bank, shall not in due time in accordance with the terms and conditions (if any) of such deposit or assignment have been redeemed.

8th. The acting as agents either for commission or profit or otherwise in the transaction of the following kinds of business:—The taking charge of any Government or other securities or shares in any Railway, Bank, or Joint Stock Company. The receiving of the interest or dividends on any such securities or shares. The investment of any money deposited in the said Bank of Bombay in any of the said securities or shares. To sell or transfer any such securities or shares deposited with the said Bank, or to receive any principal money that may be payable thereon. To invest the principal and interest and dividends so received or the proceeds of such sale as last aforesaid in any such securities or shares, or according to the instruction of their constituents to hold or pay such principal, interest, dividends or proceeds, or at the risk of such constituents to remit the same by public or private bills either payable in India, or in Great Britain or Ireland, and to do all acts necessary or proper for the purpose of effecting such remittances, provided that if any such remittance be made in a bill of the said Bank, such bill shall be payable in India; and provided also that notwithstanding any thing hereinbefore contained, it shall be lawful for the said Bank, if and when specially authorized so to do by the Governor in Council of Bombay, to draw bills of exchange and grant letters of credit payable out of India for the use of their constituents in the Agency Department, and to buy bills of exchange payable out of India for the purpose of remitting funds to meet such bills or letters of credit.

XXXII. The said Bank of Bombay as re-incorporated and constituted under this Act shall and may have and exercise the same powers and authorities as under and by virtue of Act XXIV. of 1861 were conferred upon or made exercisable by the Bank of Bombay as incorporated and constituted under Act III. of 1840, of entering into and carrying out the arrangement and agreements in the said Act XXIV. of 1861, in this behalf mentioned, and of the transacting in addition to the modes of business in which the said Bank might at the time of passing such last-mentioned Act be by law engaged and in manner in this behalf in Section II. of the same Act mentioned, all or any of the business in this behalf in the same Section mentioned.

XXXIII. The Directors of the said Bank, as re-incorporated and re-constituted under this Act, shall make no loan or advance of money or securities for money to any person or persons on the security of any shares or share or certificate of shares or a share in the capital stock of the Bank of Bombay; nor shall they make any loan or advance on the mortgage, or in any other manner on the security of any lands, houses, or other immovable property, or on the title deeds relating thereto.

XXXIV. The Directors of the said Bank shall cause the books of the said Bank to be balanced on the 30th day of June and the 31st of December in every year, or at such other times as may from time to time be determined by

the Directors, and a statement of such balance, showing generally how the same is arrived at, signed by a majority of the said Directors shall be forthwith transmitted to one of the Secretaries to the Governor in Council of Bombay, and the Governor in Council of Bombay shall at all times be entitled to require of the said Directors any information touching the affairs of the said Bank, and the production of any documents of the said Bank, and the said Directors shall comply with every such requisition.

XXXV. An account of the profits and losses of the said Bank shall be taken half-yearly on the 1st day of January and the 1st day of July in every year, or at such other times as may from time to time be determined by the Directors, and a dividend thereof shall be made so soon thereafter as conveniently may be, and the amount of such dividend shall be determined and declared by the Directors of the said Bank on the ground of the actual profits made by the said Bank during the six calendar months preceding the day up to which such half-yearly account shall be taken; provided that the said Directors shall have power from time to time and whenever they see fit, to set apart from such profits such sum or sums as they may consider necessary or expedient in this behalf, and add or appropriate the same to the reserve fund which may from time to time have been set apart to answer contingent or extraordinary purposes or liabilities.

XXXVI. Unless otherwise prescribed by the proprietors of the capital stock of the said Bank, on the first Monday of the month of August in every year, a general meeting of the said proprietors shall be held, at such place and time as may be determined by the Directors, due notice of such place and time being published by advertisement in the official *Bombay Gazette*, at which meeting the Directors of the said Bank shall submit to the said proprietors a statement of the property and liabilities of the said Bank, and of its income and expenditure during the preceding year, ending on the preceding thirtieth of June, or such other day as shall be determined on by the Directors, and such ordinary general meeting shall be competent to pass resolutions and regulations, and frame rules and directions relative to the affairs, management, and conduct of the said Bank, which shall be binding on the Directors and officers of the Bank, and on the proprietors thereof, until rescinded or modified respectively by any subsequent general meeting.

XXXVII. At the first general meeting in every year one or more auditor or auditors shall be appointed for the current year by a majority of the votes at the meeting, and in case of any casual vacancy occurring in such office the vacancy shall be filled forthwith by a special general meeting to be summoned for the purpose. No Director or other officer shall be eligible as an auditor. An auditor shall be re-eligible on his quitting office.

XXXVIII. The above mentioned general meetings shall be called ordinary meetings, all other general meetings shall be called extraordinary or special general meetings.

XXXIX. An extraordinary general meeting of the proprietors of the said Bank shall from time to time be held, whenever three or more of the Directors of the said Bank, or any ten or more of the proprietors may require it; provided that fifteen days' previous notice of any such extraordinary meeting, and of the particular purpose or purposes for which the same is held, shall be published in the *Bombay Government Gazette*, and that a like notice, in writing under the hands of the proprietors, not being such Directors as aforesaid, and requiring such meeting, shall be given to the Directors of the said Bank, and such notice as last aforesaid shall be deemed to have been sufficiently given if the same is delivered to some officer or servant of the said Bank at its place of business for the time being in Bombay.

XL. It shall be lawful for the Directors of the said Bank of Bombay, and they are hereby authorized and empowered, with the sanction of the Governor in Council of Bombay, to form such business relations with, and to establish branch banks or agencies at such other places than Bombay as they may deem expedient for the interests of the said Bank, and the Directors of the said Bank shall have full power, as they may think fit, to suspend or discontinue such relations, branch banks, and agencies, and to make such regulations for, and impose such restrictions and conditions upon the conduct and transaction of business by such branches or agencies as they may think fit, such regulations not being inconsistent with the provisions of this Act, or the regulations and bye-laws for the time being in force and binding upon the said Bank. And for the carrying on, conduct, and management of the business and affairs of the said Bank, so far as the same shall fall to the part of the said branch banks or agencies hereby authorized to be established in accordance with such last mentioned regulations, restrictions, and conditions, the said Directors may from time to time, by letter of attorney, or other deed or writing, appoint, and from time to time remove such persons as may seem to them proper in that behalf to form a local board or committee of management, or to act as inspectors, managers, or agents of or at such branch banks or agencies, and may also from time to time appoint and again remove or dismiss such persons as may seem to them proper in that behalf to act as clerks or servants of or at such branch banks or agencies, and may fix the amount of the remuneration, salary, or wages to be paid to the members of such local board or committee, or to such inspectors, managers, agents, clerks, and servants, and the said Directors shall be at liberty, and they are hereby authorized and empowered by the instrument of appointment, or any other letter of attorney, deed, or other writing to delegate, or cause to be delegated to the said boards or committees, or any number of the members thereof, or the said inspectors, managers, or agents, any of the powers and authorities by this Act vested in or made exercisable by them the said Directors, or any of the powers and authorities by Section XXVIII. of this Act, vested in or made exercisable by the Secretary and Treasurer, or Secretary alone, or Deputy Secretary of the said Bank, such powers and authorities nevertheless not being inconsistent with and being

subject to the provisions of this Act, and the resolutions, regulations, and bye-laws for the time being in force and binding on the said Bank.

XL I. It shall be lawful for the Directors of the said Bank from time to time to enter into negotiations for and to purchase and take over the capital, assets, and business of any other Bank within Her Majesty's Indian Territories, of which the capital is divided into shares, and to grant and allot to the shareholders or proprietors in such Bank in full of their respective right, title and interest in such capital, assets, and business a sufficient number of shares in the capital stock of the said Bank of Bombay (which number shall be determined by the Directors), and for that purpose increase the capital stock of said Bank by the issue of such number of shares as may be so determined on. The shareholders or proprietors of the purchase Bank to whom such new shares shall be allotted, shall be proprietors of the Bank of Bombay, and be in all respects in the same possession as if they had respectively subscribed and paid for the shares as allowed to them; provided always that the business so purchased shall after the purchase be carried on by the said Bank of Bombay with and subject to the several restrictions contained in this Act.

XL II. If any of the said proprietors shall become indebted to the said Bank, it shall be lawful for the said Bank to withhold payment of the dividends on the share or shares of such proprietors until payment of such debt, and to apply such dividends towards payment, and after demand or default of payment, and notice in that behalf given either to such proprietors or his or her constituted agent, or by public advertisement in the official *Gazette*, it shall be lawful for the said Bank to refuse registration of the transfer of any such share or shares of such proprietors until payment of such debt, and if the same shall remain unpaid for the space of six months after such notice, to advertise for public sale, and to sell, and dispose of such share or shares, or so many of such shares as may be necessary, and to apply the proceeds thereof towards payment of such debt, with interest, at the rate of six per cent. per annum, paying over the surplus, if any, to such proprietors or his or her lawful representative, and the name of the purchaser or purchasers of such share or shares shall be registered as proprietor or proprietors thereof.

XL III. The provisions contained in Part III. of Act XIX. of 1857, intitled "An Act for the incorporation and regulation of Joint Stock Companies and other Associations, either with or without limited liability of the members thereof," so far as the same apply to the winding up and dissolution of limited companies, shall be held and deemed to be applicable to the Bank of Bombay as re-incorporated and re-constituted by this Act, so far as the circumstances of the case will admit of their being so applied as if the same provisions had been incorporated with this Act. Provided always, that the words "the Company" or "a Company" as used in the same provisions,

shall be construed to mean "the said Bank of Bombay as re-incorporated and re-constituted by this Act," that the said Bank, if wound up, shall be wound up by the Supreme Court of Judicature at Bombay, and that the words "the Court," as used in the said provisions, shall be construed to mean the said Supreme Court at Bombay, that regard being had to the fact that the said Bank is not a registered corporation, the words "registered offices," as used in the said provisions, shall be construed to mean "the principal place of business at Bombay of the said Bank," and that such of the said provisions as require notices, report, or return to be sent to the Registrar of Joint Stock Companies, shall not be deemed applicable to the said Bank of Bombay, but that for the purposes of Section 94 of the said Act XIX. (and which Section is comprised in the 3rd paragraph thereof), the said Bank of Bombay shall be deemed to have been registered at Bombay, and that for the purposes of Sub-Section II. of Section 95 of the said Act XIX. (also comprised in the 3rd part) the period of one month therein mentioned, on the expiration of which the said Bank of Bombay shall be deemed to be dissolved, shall commence on the date of publication by the liquidators in manner therein mentioned of such resolution as is therein referred to, that the words "Company in General Meeting," or "General Meeting of Shareholders," as used in the said provisions, shall be construed to mean "any extraordinary or ordinary general meeting of the proprietors of the said Bank of Bombay respectively, summoned and held in manner hereinbefore provided, or by the liquidators in manner mentioned in Sub-Section X. of the said Section 95, and provided lastly that the words "Articles of Association," or "Regulation of the Company," as used in the said provisions, shall be construed to mean the provisions of this Act or any resolutions, regulations, or bye-laws for the time being in force and binding on the said Bank of Bombay,

XL IV. Notwithstanding anything in this Act contained, it shall be competent to any ordinary or extraordinary general meeting of the proprietors of the capital stock of the said Bank, such meeting being duly summoned and held according to the provisions of the Act, or the resolutions or regulations for the time being in force in this behalf, and the said proprietors assembled in such meeting as aforesaid, are hereby authorized and empowered to make and pass regulations, resolutions, or bye-laws relative to the constitution, conduct, and management of the said Bank, and such regulations, resolutions, and bye-laws having been sanctioned and approved by the Governor in Council of Bombay, but not otherwise so far as they are intended to alter, vary, add to, or rescind any of the provisions of this Act, any of the said bye-laws in Schedule B hereto, or any regulations, resolutions, or bye-laws which by virtue and in pursuance of this present provision shall for the time being be in force have the effect and operation of altering, varying, adding to, or rescinding the same provisions, regulations, and resolutions, and until themselves altered, varied, added to, or rescinded, in manner aforesaid, shall be binding upon the said Bank and the Directors thereof, as if they had formed a portion of this Act.

Bye Laws.

SCHEDULE A above referred to.

I, A. B., of (in consideration of the sum of _____) of do hereby transfer to the said C. D. Share (or shares numbered respectively) (_____) in the Bank of Bombay, standing in my name in the books of the said Bank, to hold unto the said C. D., his executors, administrators, and assigns, subject to the several conditions on which I hold the same at the time of the execution hereof, and I, the said C. D., do hereby agree to take the said share (or shares), subject to the same conditions, as witness our hands the day of _____ 186 .

SCHEDULE B.

1st. Any three or more of the Directors shall form a quorum for the transaction of the business at any meeting of the Board, and such three or more Directors shall have the powers and authorities of the entire number of the Directors.

2nd. The Directors, with a view to the despatch of business, shall have power to name in rotation a committee of three of their number, consisting of one Government and two elected members, who shall attend at the Bank during a portion of each business day, for the purpose of superintending the affairs of the Bank, and of advising with the Secretary and Treasurer regarding the current business at the head office and branches, and the Directors may delegate any of the powers to such committee, or any other committee of their body, and appoint a remuneration to be paid them for serving on such committees, provided that the yearly remuneration to be paid to any such committee shall in no case exceed Rs.

3rd. All acts done by any meeting of the Directors, or of a Committee of Directors, or by any person acting as Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if any such person had been duly appointed and was qualified to be a Director.

4th. Whenever the conduct of any Director, on application for advances to any Director or to any person who with respect to him is a conjunct or confidant person, or to a partner in a company of which the Director may be a partner (except such company be a joint stock company, consisting of more than twenty members) shall form the subject of consideration or decision at any meeting of the Board or committee of the Board, (such director shall not be entitled to sit, judge, or vote in relation to the matter in which he is or may be so as aforesaid concerned.

5th. A list showing the name and designation of each party or firm at the head office or branches, having advances by discounted bills in excess of

three lakhs of rupees shall be read at every weekly meeting of the Board, and the instructions of the Board taken thereupon.

6th. The Directors shall have a discretionary power so to regulate the affairs of the head office and branches, as to maintain at all times a reserve in silver, gold, Government Currency Notes, and securities immediately available and sufficient to meet the claims against the Bank outstanding for the time being and payable on demand.

7th. The treasury balances from time to time deposited with the said Bank shall be held under and according to such separate and special agreements as may be from time to time entered into between the Government and the Bank.

8th. Bills payable within the Presidency, having a longer currency than three months, are not eligible for discount. The Bank, however, undertakes to make advances at the head office and branches under a separate obligation on approved Bills having a longer period than three months to run.

9th. No account shall be overdrawn, but it shall nevertheless be in the power of the Directors, at their discretion, to permit occasional advances by overdraft to parties of undoubted responsibility, on adequate collateral security, and for temporary purposes only.

10th. The seal of the Bank shall not be affixed to any deed or instrument except in the presence of three Directors, whose signatures shall be duly attested by neutral parties, and any document to which the seal of the Bank shall be so affixed, and shall be so executed and attested as aforesaid, shall bind the said Bank and operate as the act and deed of the Bank.

11th. The Directors shall have power to open drawing accounts with the Banks of Bengal and Madras, and to permit from time to time, and with or without the deposit of collateral security, such temporary advances to either of these Corporations as to said Directors shall appear to be expedient.

OBJECTS AND REASONS.

The object of the present Bill is to grant to the Bank a new Charter of Incorporation, similar in most respects to the old one, but adapted to the change in the business and to the altered circumstances of the Bank, consequent upon the withdrawal, in pursuance of Act XIX. of 1861, of the privilege to issue Bank Notes, payable to bearer on demand, and upon the transfer of the Bombay General Treasury to the Bank and the acceptance by the Bank of an agency of issue, payment, and exchange of the Government Notes, payable under the Currency Act, in accordance with the provisions of Act XXIV. of 1861.

As the Bill is not of a general character, and refers solely to the re-incorporation and re-constitution of a Joint Stock Bank, it is not necessary that a translation of it should be published in any of the vernacular languages.

A. D. ROBERTSON.

By order of His Excellency the Governor in Council.

R. WEST,

Officiating Under-Secretary to Government.

Bombay, 26th January 1863.