



THE COMPANIES ACT, 1929.



380987

COMPANY LIMITED BY SHARES.

Articles of Association
OF
BENNETTS (BRENTWOOD) FUNERAL
FURNISHERS LIMITED.



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COMPANIES HOUSE

PRELIMINARY.

REGISTERED

5 JUN 1943

1. Subject as hereinafter provided, the regulations contained in the Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as Table A) shall apply to the Company so far as the same are applicable to a private Company.

2. Clauses 19, 26, 30, 31, 32, 33, 35, 45, 47, 48, 50, 59, 64, 65, 72, 78, 82 and 90 of Table A shall not apply to the Company but the clauses hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act 1929 and accordingly

- (1) No invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock of the Company.
- (2) The number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been



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formerly in the employment of the Company were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purpose of this provision, where two or more persons hold one or more shares of the Company jointly they shall be treated as a single member; and

- (3) The right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

SHARES.

4. In Clause 2 of Table A the words "Ordinary Resolution" shall be substituted for the words "Special Resolution".

5. All shares shall be at the disposal of the Directors and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Clause 3 hereof, and provided that no shares shall be issued at a discount, except as provided by the Companies Act 1929, Section 47.

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed five per cent of the price at which such shares are issued or an amount equivalent thereto, and such commission may be paid in whole or in part, in cash or fully or partly paid-up shares of the Company, as may be arranged. The statement required by Section 43 of the Companies Act, 1929 to be filed shall be duly filed, and Section 42 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Sections 44 and 108 of the same Act.

TRANSFER OF SHARES

7. In the event of any of the shareholders of the Company (and it shall not be necessary to give any reason therefor) being desirous of disposing of his or her shares in the capital of the Company or any part thereof, the person so desiring to sell his or her said shares, or any part thereof, shall in the first instance offer the said shares or so many as he or she may be desirous of disposing of to the Directors or remaining Directors of the Company in the same proportions as such Directors may hold shares in the Company amongst those willing to purchase the same, and such Directors shall have the option of purchasing their proportion of the said shares, or any less number at a price to be agreed upon by the Vendor and the Purchaser, or in case of difference, at a price which the Auditor of the Company for the time being shall certify, by writing under his hand, to be in his opinion the fair selling value thereof as between a willing Vendor and a willing Purchaser, such option to be exercised within the period of thirty days from notice in writing to be given to them by the shareholder so desiring to dispose of his or her said shares or any part thereof, and in the event of no such Director desiring to purchase and purchasing the said shares, then such shareholder may dispose of the same, or such of them as may not be so purchased, to such person as he or she may think fit, subject to the Directors' right to decline to accept any transfer as stated in Clause 10 hereof. Provided that the provisions of this clause hereinbefore contained shall not apply to a transfer of shares merely for the purpose of effectuating the appointment of new trustees, nor to a transfer by executors or administrators to a legatee under the Will of, or to the husband, wife or next-of-kin of a deceased member, nor to a transfer by a trustee to a beneficiary, provided that it is proved to the satisfaction of the Board that the transfer bona fide falls within one of these exceptions.

8. In the event of the disqualification of a Director (under the provisions of Clause 22 hereof) the Directors or the remaining Directors of the Company shall have the option of purchasing his or her shares or any part thereof in the same proportions as such Directors or remaining Directors may hold shares in the Company at a price which

the Auditor of the Company for the time being shall certify by writing under his hand, to be in his opinion the fair selling value thereof as between a willing Vendor and a willing Purchaser, such option to be exercised within the period of three months after the disqualification of any such Director and in the event of no Director desiring to purchase and purchasing the said shares then the disqualified Director may dispose of the same or such of them as may not be so purchased to such person as he or she may think fit subject to the Directors' right to decline to accept any transfer as stated in Clause 10 hereof.

9. For the purpose of Clauses 7 and 8 hereof the Chairman for the time being of the Directors of the Company or failing him one of the Directors duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed attorney of the proposing transferor with full power to execute, complete and deliver in the name and on behalf of the proposing transferor a transfer of the shares to the purchasing member.

10. No transfer of any share in the capital of the Company to any person not already a member of the Company shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, and in their absolute discretion, decline to give any such sanction and shall so decline in the case of any transfer the registration of which would involve a contravention of Clause 3 hereof. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (a) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (b) the instrument of transfer is accompanied by the Certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the Transferor to make the transfer. The Directors may decline to register any transfer of any shares on which the Company has a lien. If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal, as required by Section 66 of the Companies Act 1929.

PROCEEDINGS AT GENERAL MEETING.

11. A General Meeting may, with the written consent of all the members for the time being entitled to receive notice of meetings be convened by a shorter notice than that prescribed by Clause 42 of Table A and in such manner as such members think fit.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided by the regulations of the Company two members personally present shall be a quorum at General Meetings.

13. The Chairman of the Board of Directors shall preside at every General Meeting but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the Chair they shall choose some member present to be Chairman of the Meeting.

14. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a Poll is (before or on the declaration of the result of the show of hands) demanded by any one member and unless a Poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

15. A resolution signed by all the shareholders of the Company shall be as valid and effectual as if it had been passed at a meeting of the shareholders of the Company duly called and constituted provided that this article shall not apply to any resolution which under the Companies Act for the time being in force must be passed by the Company in General Meeting.

VOTES OF MEMBERS.

16. The instrument appointing a proxy shall

be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he is appointed to act at that meeting as proxy for or representative of a corporation, but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appoints him.

DIRECTORS.

17. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The following shall be the first Directors of the Company that is to say: Arthur Charles Bennett and Hilda May Bennett and they shall respectively hold the office of Director for life.

18. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be repaid all travelling and hotel expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from Board Meetings.

19. Two Directors shall form a quorum at a meeting of Directors.

POWERS AND DUTIES OF DIRECTORS.

20. Clause 68 of Table A shall be modified by omitting therefrom all the words therein after the words "from any cause to be a Director".

21. The Directors from time to time, and at any time, may delegate to any Managing Director, Local Board, Head Manager, Manager, Attorney or Agent, any of the powers, authorities and discretions for the time being vested in the Directors, and any such appointment or delegation may be made in such terms and subject to such conditions, including power to sub-delegate, as the Directors may think fit, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

DISQUALIFICATION OF DIRECTORS.

22. The office of a Director shall be vacated :-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of the Companies Act 1929, Section 141.
- (3) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (4) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (5) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929, Section 217 or Section 275.
- (6) If he is found lunatic or becomes of unsound mind.

23. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board.

24. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director subject nevertheless to the following provisions namely :- (1) he shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act 1929 and (2) after he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising thereout, and if he do so vote his vote shall not be counted. The said prohibition against voting shall not, however, apply to any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, or to any offer or allotment of shares or debentures to a Director, and it may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the Company in General Meeting.

ROTATION OF DIRECTORS.

25. The provisions contained in Clauses 73 to 77 inclusive and 79 and 80 of Table A shall not apply to the first Directors appointed by these Articles but shall apply to all other Directors of the Company.

26. In Clause 73 of Table A the words "after this Article ceases to be in abeyance" shall be inserted between the words "the Company" and "the whole".

27. Any vacancy occurring in the Board of Directors may be filled up by the Directors, for such period and at such remuneration as may be determined by them.

PROCEEDINGS OF DIRECTORS.

28. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board properly convened and constituted.

DIVIDENDS.

29. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company according to the estimate formed by them thereof.

WINDING UP.

30. In a winding up the Liquidators may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929.

INDEMNITY AND RESPONSIBILITY.

31. Every Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses which any such officer or servant may, incur, or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant, or in any way in the discharge of his duties, including travelling expenses.

32. No Director or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage, or misfortune whatever, which shall happen in the execution of the duties of his office, or in relation thereto unless the same happen through his own dishonesty.

“33 1 Subject to the provisions of the Companies Act 1985, the Company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares

33 2 Regulation 6 of Table A shall not apply

33 3 The words “(other than shares of the Company)” in Regulation 93 of Table A shall not apply ”

Names, Addresses and Descriptions of
Subscribers.

Arthur Charles Bennett

28 Westbury Road

Brentwood

a.B.B. ~~Funeral~~ Funeral Furnisher

Wilda May Bennett

28 Westbury Road

Brentwood

Wife of Arthur Charles Bennett.

DATED this 27th day of May 1943

WITNESS to the above Signatures :-

Wm. N. W. W. W.
Solicitor
Brentwood.

OFFICE OF THE REGISTRAR OF COMPANIES

[To be filled in for the file]

380987

COMPANY NUMBER

BENNETT (BRENTWOOD) FUNERAL FURNISHERS LIMITED

is this day incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at Llandudno this fifth day of June
One
Thousand Nine Hundred and forty-three.


Registrar of Companies.

Certificate received by Post
Date 7 JUN 1943

[EVS]

INDISTINCT ORIGINAL