

Number of }
Certificate }

Form No. 41.

THE COMPANIES ACTS 1908 to 1917.



A 5s.
Companies'
Registration
Fee Stamp
to be
impressed
here.

DECLARATION of Compliance with the requirements of the Companies

(Consolidation) Act 1908, on behalf of a Company proposed to be

registered as

B. Burgers & Sons

LIMITED.

REGISTERED
10664
17 JAN 1924

Pursuant to Section 17 (2) of the Companies (Consolidation) Act 1908.

Presented for filing by

R. Astley Trench
Solicitor

W. G. G. G. G.



The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C. 2; 27 & 28 Walbrook, E.C. 4;
49 Bedford Row, W.C. 1; 45 Tothill Street, S.W. 1; 15 Hanover Street, W. 1.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6c.—7310.20-4-23 W127

I, Richard Artley French
of Spring Head, Wednesbury, in the
County of Stafford, Solicitor,

(a) Here insert:
"A Solicitor of
the High Court
engaged in the
formation,"
or
"A Director' or
Secretary named
in the Articles of
Association."

Do solemnly and sincerely declare that I am (a) a solicitor of
the High Court engaged in the
formation

of B. Burgers & Sons

Limited, and that all and every 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 Wednesbury in
the County of Stafford.

the 15th day of January

One thousand nine hundred and twenty four.

Before me,

J. G. Alexander

Richard Artley French

Number of
Certificate

1951/5

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)

COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

B. Burgess & Sons

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, and by Section 39 of the Finance Act 1920.

NOTE.—The Stamp Duty on the Nominal Capital is One Pound for every £100 or fraction of £100.

REGISTERED
10663
17 JAN 1924

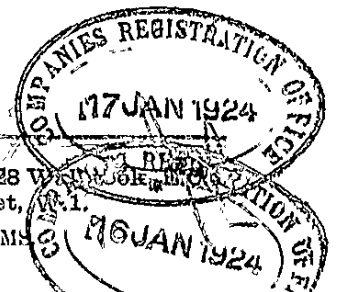
This Statement is to be filed with the Memorandum of Association or other Document, when the Company is registered.

Presented for filing by

*H. Astle, Trench
Solicitor*

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2, 27 & 28 W. 1. 49 Bedford Row, W.C.1, 45 Tothill Street, S.W.1, 15 Hanover Street, W.1.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



THE NOMINAL CAPITAL

OF

B. Burgess & Sons _____, Limited,

is £ 8000 _____, divided into 8000 ordinary

Shares of £ 1 _____ each.

Signature Benjamin Burgess

Officer Director

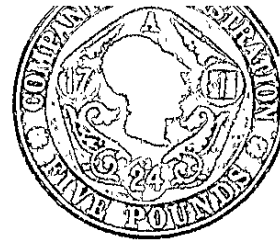
Dated the 15th day of

January 1924

This Statement should be signed by an Officer of the Company.



105145



The Companies Acts 1908 to 1917.

COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

B. BURGESS & SONS LIMITED.

1. The name of the Company is "B. BURGESS & SONS LIMITED."

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are—

(A) To carry on and develop in the United Kingdom and elsewhere all or any of the businesses in all their respective branches of hardware manufacturers; merchants, and general factors of locks, keys and builders' hardware; ironfounders, general brass founders, pressers, platers, polishers, designers, manufacturers, exporters, importers, contractors, factors or dealers, wholesale or retail, of locks, keys, window casements, fittings, hinges, screws, bolts, nuts and latches; manufacturers of and workers in iron, steel, brass, copper, bronze, tin and other metals; and to manufacture articles in metal, iron, steel, wood, bronze and other materials; general dealers; and factors in lock furniture, and all classes of hardware articles, and merchandise; and to undertake and transact every kind of agency business, either with or without commission.

(B) To carry on business and to manufacture, buy, sell, alter, repair, convert, improve, trade, and deal in

REGISTERED

1066

17 JAN 1924



all plants, machinery, apparatus, tools, articles, products, substances and things capable of being used in any of the above businesses, or required or likely to be required by customers or other persons dealing with the Company; and any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as ancillary to any the above businesses or the general business of the Company.

- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidize the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of

such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company.

- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (J) To grant pensions, allowances, gratuities and bonuses to employés or ex-employés of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support, of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise,

or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of and company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (o) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company. and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company.
- (p) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.
- (q) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or to promote any company or companies for the above purpose.
- (r) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights of and over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (s) To amalgamate with any other company whose objects are or include objects similar to those of

this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (T) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (V) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £8,000, divided into 8,000 ordinary shares of £1 each, with such rights as are defined by the Articles of Association registered herewith, subject however to the right and power to modify or vary the same contained in Clause 4 of Table A in the First Schedule to the Companies (Consolidation) Act 1908.

Any new shares from time to time to be created may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except in manner provided in Clause 4 of Table A aforesaid.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum 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 AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
Benjamin Burgess. Rosedale Dorsett Road Barnstow. Manufacturers.	One.
Clara Burgess. " Rosedale " Dorsett. Road. Barnstow. - Married Woman	One.

Dated this 15th day of January 1924.

Witness to the above Signatures—

P. H. H. H. H.
Director.
Whitcomb.



195145



The Companies Acts 1908 to 1917.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

B. BURGESS & SONS LIMITED.

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies (Consolidation) Act 1908 (hereinafter referred to as "Table A") shall apply to the Company.

2. Clauses 2, 5, 20, 31 to 40 (both inclusive), 49, 51, 53, 54, 56, 67, 68, 69, 70, 77, 88 and 96 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 the Companies Acts 1908 to 1917, 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 (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 be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in 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.

REGISTERED.

10663

17 JAN 1924



SHARES.

4. In Clause 3 of Table A the words "Extraordinary Resolution" shall be substituted for the words "Special Resolution."

5. The 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, unless and until allowed by law, no shares shall be issued at a discount.

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 5 per cent. on such shares, or an amount equivalent thereto, and such commission may be paid in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 89 of the Companies (Consolidation) Act 1908 to be filed shall be duly filed, and the amount of any such commission shall be stated in the annual lists and balance sheets of the Company as required by Sections 26 and 90 of the same Act.

7. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

TRANSFER OF SHARES.

8. 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, 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 a transfer of any shares on which the Company has a lien.

PROCEEDINGS AT GENERAL MEETINGS.

9. Seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day and the hour of the meeting, and in case of special business the general nature of such business, shall be given in manner provided by Table A, or in such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons as are under the regulations of the Company entitled to receive such notices from the Company; but the accidental omission to give such notice to or the non-receipt of such notice by any of such persons shall not invalidate the proceedings at any General Meeting. A 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 and in such manner as such members think fit. Where a Special Resolution is proposed to be passed the two meetings may be convened by one notice, and it shall be no objection to that notice that it only convenes the second meeting contingently on the resolution being passed at the first meeting by the necessary majority.

10. 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 by or by virtue of these presents otherwise provided, two members personally present shall be a quorum.

11. 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.

12. 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 at least two members or by the holder or holders in person or by proxy of at least one twentieth part of the issued

ordinary share capital of the Company, 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, or lost, or not carried 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.

VOTES OF MEMBERS.

13. An instrument appointing a proxy may be in the following form. or in any other form which the Directors shall approve:—

“ B. BURGESS & SONS LIMITED.

“ I, ,
 “ ~~appoint~~ ,
 “ of ,
 “ in the County of , being a
 “ member of B. BURGESS & SONS LIMITED, hereby
 “ ~~appoint~~ ,
 “ of ,
 “ or failing him, ,
 “ of ,
 “ as my proxy to vote for me and on my behalf at
 “ the [Ordinary or Extraordinary or Adjourned, as
 “ the case may be] General Meeting of the Company
 “ to be held on the day of ,
 “ and at any adjournment thereof.
 “ Signed this day of .”

DIRECTORS.

14. 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—Benjamin Burgess and Clara Burgess, and they shall be “ permanent Directors.”

15. The remuneration of the Directors shall be fixed by the Company at any General Meeting. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

16. The qualification of a Director shall be the holding of shares of the Company of the aggregate nominal value of at least £200, and it shall be his duty to comply with the provisions of Section 73 of the Companies (Consolidation) Act 1908. A Director may act before acquiring his qualification.

POWERS AND DUTIES OF DIRECTORS.

17. Clause 72 of Table A shall be varied by omitting therefrom all the words therein after the words "from any cause to be a Director."

18. The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents, and may fix their remuneration. The Company may exercise the powers conferred by Sections 34 and 79 of the Companies (Consolidation) Act 1908, and those powers shall accordingly be exercisable by the Directors.

19. 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 as the Directors may think fit, and may include a power to sub-delegate, 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.

20. 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 (Consolidation) Act 1908, Section 73.
- (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 found lunatic or becomes of unsound mind.

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

22. A Director shall be capable of contracting and participating in the profits of any contract or arrangement with the Company in the same manner as if he were not a Director, subject nevertheless to the following provisions, namely: (1) Before the contract or arrangement is entered into, or so soon thereafter as he becomes interested therein, he shall disclose in writing to the Board his interest therein, and (2) after he has become so interested he shall not vote as a Director in respect of the contract or arrangement 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 proposed allotment of shares or debentures to a Director, and it may at any time be suspended or removed to any extent and on any terms or conditions by the Company in General Meeting.

PROCEEDINGS OF DIRECTORS.

23. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

24. 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 duly convened and constituted.

SECRETARY.

25. John Benjamin Burgess, of "Rosedale," Dorsett Road, Darlaston, shall be the first Secretary of the Company. The Company may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall, while so acting, be deemed for all purposes to be the Secretary of the Company.

DIVIDENDS.

26. 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.

27. 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 and confirmed pursuant to Section 192 of the Companies (Consolidation) Act 1908.

NOTICES.

28. Clause 114 of Table A shall be modified by omitting therefrom the words "(including bearers of share warrants)."

29. The Company shall pay all costs, charges, and expenses incident to the promotion, formation and registration of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Benjamin Burgess.
 "Rosedale"
 Dorset Road.
 Darlaston
 Manufacturer.

Clara Burgess.
 "Rosedale"
 Dorset Road.
 Darlaston.

Married Woman

Dated this 15th day of January 1924.

Witness to the above Signatures—

Robert Finch.
Solicitor
Wednesbury.

DUPLICATE FOR THE FILE.

No. 195145



Certificate of Incorporation

I Hereby Certify, That the

B. BURGESS & SONS LIMITED

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

Given under my hand at London this Seventeenth day of January

One Thousand Nine Hundred and Twenty-four.

Fees and Deed Stamps £7:5:0.

Stamp Duty on Capital £0.

A. E. Campbell-Taylor
Assistant Registrar of Joint Stock Companies.

Certificate received by *E. Langman*



Date *21/1/24*

221

DORMANT COMPANY RESOLUTION

Company No: 195145

Companies Act 1985, Section 250 as amended by Section 14 of the Companies Act 1989 and by SI No: 1992/3003.

Special Resolution of B. Burgess & Sons Limited

At a general meeting of the above company, held on the 16th day of September 1994 the following resolution was passed.

The accounts of the company for the financial year ending 31st December 1993 having been sent out in accordance with Section 238 of the Companies Act 1985, and the company, having been dormant since the end of that year, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

Signed



.....
Director/~~Secretary~~

Dated 16th September 1994

