

THE COMPANIES ACTS 1948 TO 1980

# Declaration of compliance with the requirements on application for registration of a company

41a

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

\*Insert full name of Company

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

--	--	--	--

1725643

Name of Company

PREMIER HAZARD SYSTEMS (UK) LIMITED

Bryn James Tennant

I,

of 50 Lane End,  
Pudsey,

West Yorkshire.

a person named in the statement delivered

do solemnly and sincerely declare that I am

under Section 21 of the Companies Act 1976 as a Director  
of PREMIER HAZARD SYSTEMS (UK) LIMITED

of \*

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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

Pudsey West  
Yorkshire

Signature of Declarant

the

31<sup>st</sup>

day of

March

One thousand nine hundred and

Eighty-three

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and reference (if any):

PARAMOUNT COMPANY  
FORMATIONS LIMITED  
41 WADESON ST.  
LONDON E2 9DP

For official use

New companies section

Post room



COMPANY LIMITED BY SHARES

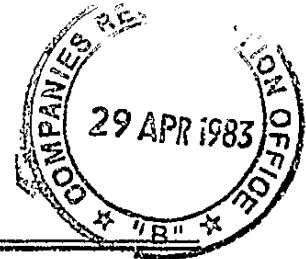
1725643 3

Memorandum of Association

OF

PREMIER HAZARD SYSTEMS (UK)

LIMITED



1. The name of the Company is " PREMIER HAZARD SYSTEMS (UK) 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 business as motor garage proprietors, motor car, motorcycle and cycle manufacturers, motor car agents and dealers, manufacturers of and dealers in caravans and caravan equipment and accessories, motor engineers, general engineers and electricians, motor car and cab proprietors, metal and alloy makers, refiners, and workers, joiners and cabinet makers, wood and timber merchants; refreshment caterers, confectioners, and to manufacture, own, buy, sell either for cash or credit, hire purchase or deferred payment or otherwise let on hire, repair, cellulose paint, and generally deal in motor cars, coaches, vans, lorries, omnibuses, motor cycles, cycles, boats, aircraft, agricultural machinery and mechanically propelled vehicles and vessels of every description, engines, bodies, hulls, tyres petrol and oil, and all kinds of fuel, accessories, components and requisites concerned with the manufacture and upkeep of such vehicles and machinery.

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.



Midland  
£1,300/P26  
373277.

779  
9583  
Paramount

- (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 subsidise 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, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (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 or debenture stock, 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 make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees 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 benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.

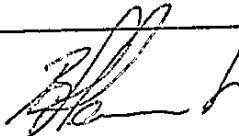

- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (L) 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 or special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (M) 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any 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.
- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (O) To purchase or otherwise acquire, take over 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 the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or 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.

- (q) 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.
- (r) 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, trustees, sub-contractors or otherwise.
- (s) 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 £ 10,000, divided into 10,000 shares of £ 1 each.

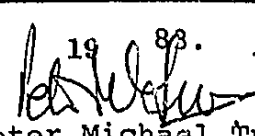
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 Bryn James Tennant 50 Lane End, Pudsey, West Yorkshire. Director	Ninety Nine 99
 Edith Tennant 21 Hough Top, Leeds. Director	One

Dated this 28TH day of MARCH

19 88.

Witness to the above Signatures—

  
 Peter Michael Turner  
 26 Park Row,  
 Leeds.  
 Accountant

**COMPANY LIMITED BY SHARES**

**Articles of Association**

OF

**PREMIER HAZARD SYSTEMS (UK)**

**LIMITED**

1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") as amended by the Companies Act 1980 shall apply to the Company.

2. Regulations 24, 53, 75, 77 and 88 of Part I of Table A shall not apply to the Company.

3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article

4. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" shall be omitted.

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Part I of Table A shall be modified accordingly.

7. The proviso to regulation 32 of Part I of Table A shall be omitted.

8. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than seven. The following shall be the first Directors of the Company, that is to say—

BRYN JAMES TENNANT AND EDITH TENNANT

9. The qualification of a Director shall be the holding of ~~ONE~~ share in the Company.

10. The proviso to regulation 79 of Part I of Table A shall be omitted.

11. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

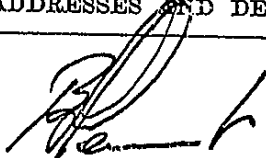
12. The office of a Director shall be vacated—

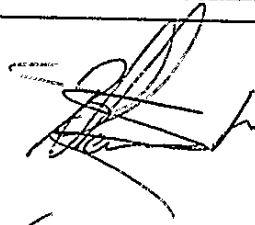
- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under section 188 of the Act or section 28 of the Companies Act 1976.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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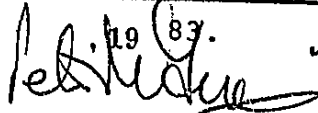
  
Bryn James Tennant  
50 Lane End,  
Pudsey,  
West Yorkshire.  
Director

  
Edith Tennant  
21 Hough Top,  
Leeds.

Director

Dated this 28<sup>TH</sup> day of MARCH

Witness to the above Signatures—

  
Peter Michael Turner  
26 Park Row,  
Leeds.  
Accountant

## THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and  
secretary and intended situation  
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\* delete if  
inappropriate

Company number

1725643/5

Name of Company

PREMIER HAZARD SYSTEMS (UK)

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below26 PARK ROW,  
LEEDS LS1 5QB.If the memorandum is delivered by an agent for the subscribers of  
the memorandum please mark 'X' in the box opposite and insert the  
agent's name and address below

X

PARAMOUNT COMPANY  
FORMATIONS LIMITED  
41 WADESON ST.  
LONDON E2 9DPIf the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statementPresentor's name, address and  
reference (if any):PARAMOUNT COMPANY  
FORMATIONS LIMITED  
41 WADESON ST.  
LONDON E2 9DPFor official use  
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



# **Important**

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Bryn James Tennant	Business occupation	Director
Former name(s) (note 3)	/	Nationality	British
Address (note 4)	50 Lane End, Pudsey, West Yorkshire.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
TENNANT MOTOR SERVICES (LEEDS) LTD.			
I hereby consent to act as director of the company named on page 1			
Signature		Date 28-3-1983	

Name (note 2)	Edith Tennant	Business occupation	Director
Former name(s) (note 3)	/	Nationality	British
Address (note 4)	21 Hough Top, Leeds.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
TENNANT MOTOR SERVICES (LEEDS) LTD.			
I hereby consent to act as director of the company named on page 1			
Signature		Date 28-3-1983	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not  
write in this  
binding margin



**important**

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	Edith Tennant
Former name(s) (note 3)	
Address (notes 4 & 7)	21 Hough Top, Leeds 13.
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Edith Tennant</i> Date 28-3-1983

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

\* as required by  
section 21(3) of  
the Companies  
Act 1976

† delete as  
appropriate

Signed by or on behalf of the subscribers of the memorandum\*

Signature	<i>[Signature]</i>	[Subscriber] [Agent]†	Date	28-3-1983
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Signature	<i>Edith Tennant</i>	[Subscriber] [Agent]†	Date	28-3-1983
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# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1725643

I hereby certify that

PREMIER HAZARD SYSTEMS (UK) LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration  
Office, Cardiff the 23RD MAY 1983

A handwritten signature in dark ink, appearing to read 'D. C. H. Busher'.

D. C. H. BUSHER

an authorised officer

**A**

Company number

172 5643

For official use

007

Name  
Registered  
office  
address

PREMIER HAZARD SYSTEMS (UK) LTD.  
26 PARK ROW  
LEEDS  
LS 1 5QB

No fee payable

The Companies Act 1948 to 1976

**Notice of accounting reference date**

Pursuant to section 2 (1) of the Companies Act 1976  
To the Registrar of Companies

**Notes**

\*Delete if  
inappropriate  
Please complete  
in block letters  
in bold black ink  
or type.

**Important**

The Accounting  
reference date to be  
entered alongside should  
be completed as in the  
following examples:

31 March —  
Day Month

3	1	0	3
---	---	---	---

5 April —  
Day Month

0	5	0	4
---	---	---	---

31 December  
Day Month

3	1	1	2
---	---	---	---

†Delete as appropriate

Name of Company

PREMIER HAZARD SYSTEMS (UK)

Limited\*

hereby gives you notice in accordance with subsection (1) of  
Section 2 of the Companies Act 1976 that the accounting  
reference date on which the company's accounting reference  
period is to be treated as coming to an end in each  
successive year is as shown below:

Please mark X in the box  
below if a public company

Company number

Day Month

172 5643				3	1	0	5
----------	--	--	--	---	---	---	---

Signed

x B5T Date

5/10/83

†Director/Secretary

For official use only

Presenter's  
name and ref:  
VICTOR WALTON CROUDSON  
a G  
CHARTERED ACCOUNTANTS  
26 PARK ROW  
LEEDS  
LS 1 5QB.  
PMT/TSC

Data punch

General section

Post room



## THE COMPANIES ACTS 1948 TO 1976

# A

## Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

3

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold black lettering

To the Registrar of Companies

For official use

		8
--	--	---

Name of company

\*delete if  
inappropriate

Premier Hazard Systems (UK)	Limited*
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**Note**Please read  
notes 1 to 5  
overleaf before  
completing this  
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Company number	Day	Month
1725643	31	03

†delete as  
appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day	Month	Year
31	03	1984

See note 4(c) and  
complete if  
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

†delete as  
appropriate

The company is a [subsidiary] [holding company]† of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

§delete as  
appropriate

Signed

[Director] [Secretary] §Date

28.3.84

Presenter's name, address and  
reference: (if any)For official use  
Data punch

General section

Post room



PMT / TSC

VICTOR WALTON, CROUDSON & CO.  
CHARTERED ACCOUNTANTS  
26 Park Row, Leeds LS1, 5QB

172543

15

TELEPHONE 0532-435402

YOUR REF.

OUR REF. PMT/MC/T5c

DATE 30 November 1986

DAVID CROUDSON, COM, FCA.  
ROGER CROUDSON, FCA.  
JAIN LONGMAN, FCA.

P. M. TURNER, FCA.  
B. J. RANDESON, FCA.  
M. J. FRIEDMAN, COM, FCA.  
D. N. TOWNSEND, FCA.

Dear Sir

Premier Hazard  
Systems (UK)

Limited

We hereby submit our resignation as auditors of Premier Hazard Systems (UK) Limited with effect from 30 November 1986.

As required by Section 390 (2) of the Companies Act 1985, we confirm that there are no circumstances which we consider should be brought to the notice of the members or the creditors of the company.

Yours faithfully  
VICTOR WALTON, CROUDSON & CO

*Victor Walton Croudson Co.*

The Company Secretary  
Premier Hazard Systems (UK) Ltd.,  
Ilkley Road,  
Otley,  
LS21 3JN



Number of } 1725643  
Company }

*The Companies Act 1985*

COMPANY LIMITED BY SHARES

**Special Resolution**

*(Pursuant to s. 378 (2) of the Companies Act 1985)*

OF

Premier Hazard Systems (UK) Limited

Passed 23 January, 1995

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Moorfield Industrial Estate Yeadon Leeds

on the 23rd day of January, 1995, the subjoined SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTIONS

1. That the share capital of the company be and is hereby increased from £10,000 to £50,000 by the creation of 40,000 new ordinary shares of £1 each to rank pari passu with the existing ordinary shares.
2. To capitalise the sum of £49,900 being part of the amount standing to the credit of the Profit and Loss Account of the company and that the said sum of £49,900 be set free for distribution amongst the holders for the time being of the ordinary shares in proportion to the amount paid up or credited as paid up on the shares held by them respectively on condition that the said sum be not paid in cash but be applied in paying up 49,900 un-issued ordinary shares of £1 each to be allotted and distributed, credited as fully paid up, to and amongst the said holders in the proportion aforesaid, and that the director shall give effect to this resolution and may make such arrangements as he thinks fit for the case of shares becoming distributable in fractions.

Signature R. ....

To be signed by  
the Chairman, a  
Director, or the  
Secretary of the  
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5L5



EDX \*E368N001\* 1866

COMPANIES HOUSE 25/1/95

1985 EDITION  
1.86 F3902

5017408

\*\*



COMPANIES FORM No. 123

**Notice of increase  
in nominal capital**

**123**

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--	--

1725643

Name of company

* PREMIER HAZARD SYSTEM3 (UK) LIMITED
---------------------------------------

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 23 January 1995 the nominal capital of the company has been  
increased by £ 40,000 beyond the registered capital of £ 10,000.

A copy of the resolution authorising the increase is attached.<sup>5</sup>

<sup>5</sup> the copy must be  
printed or in some  
other form approved  
by the registrar

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

Ordinary Shares of £1 each to rank pari passu with the existing  
Ordinary Shares.

† delete as  
appropriate

Signed

[Director][Secretary]† Date

Please tick here if  
continued overleaf

--

Presenter's name address and  
reference (if any):

SAGAR CROUDSON  
Chartered Accountants  
ELIZABETH HOUSE,  
QUEEN STREET,  
LEEDS LS1 2TW.

For official Use  
General Section

Post room

HLE	*H0V6X8CZ*
COMPANIES HOUSE 25/01/95	



*The Companies Acts 1948 to 1976*

COMPANY LIMITED BY SHARES

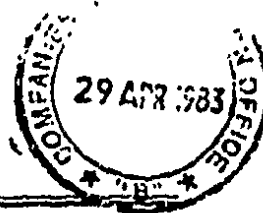
1725643/3

## Memorandum of Association

OF

PREMIER HAZARD SYSTEMS (UK)

LIMITED



The name of the Company is " PREMIER HAZARD SYSTEMS (UK) LIMITED."

The registered office of the Company will be situate in  
1d.

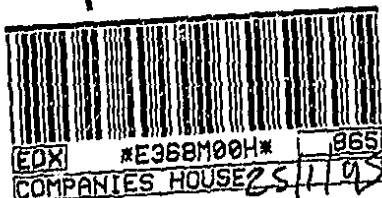
3. The objects for which the Company is established are—

(A) To carry on business as motor garage proprietors, motor car, motorcycle and cycle manufacturers, motor car agents and dealers, manufacturers of and dealers in caravans and caravan equipment and accessories, motor engineers, general engineers and electricians, motor car and cab proprietors, metal and alloy makers, refiners, and workers, joiners and cabinet makers, wood and timber merchants; refreshment caterers, confectioners, and to manufacture, own, buy, sell either for cash or credit, hire purchase or deferred payment or otherwise let on hire, repair, cellulose paint, and generally deal in motor cars, coaches, vans, lorries, omnibuses, motor cycles, cycles, boats, aircraft, agricultural machinery and mechanically propelled vehicles and vessels of every description, engines, bodies, hulls, tyres petrol and oil, and all kinds of fuel, accessories, components and requisites concerned with the manufacture and upkeep of such vehicles and machinery.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.



Midland  
£1,300/P26  
373277.



- (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 subsidise 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, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (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 or debenture stock, 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 make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees 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 benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.

- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) 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 investment, and in such manner as may from time to time be determined.
- (L) 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 or special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (M) 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any 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.
- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (O) To purchase or otherwise acquire, take over 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 the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or 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.

(Q) 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.

(R) 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, trustees, sub-contractors or otherwise.

(S) 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 £50,000, divided into 50 Ordinary shares of £1 each.

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
Bryn James Tennant 50 Lane End, Pudsey, West Yorkshire Director	Ninety Nine 99
Edith Tennant 21 Hough Top Leeds  Director	One 1

Dated this 28th day of March 1983

Witness to the above Signatures

Peter Michael Turner  
26 Park Row  
Leeds  
Accountant

**COMPANY LIMITED BY SHARES**

**Articles of Association**

OF

**PREMIER HAZARD SYSTEMS (UK)**

**LIMITED**

1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") as amended by the Companies Act 1980 shall apply to the Company.

2. Regulations 24, 53, 75, 77 and 88 of Part I of Table A shall not apply to the Company.

3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article

4. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" shall be omitted.

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Part I of Table A shall be modified accordingly.

7. The proviso to regulation 32 of Part I of Table A shall be omitted.

8. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than seven. The following shall be the first Directors of the Company, that is to say—

BRYN JAMES TENNANT AND EDITH TENNANT

9. The qualification of a Director shall be the holding of ~~one~~ share in the Company.

10. The proviso to regulation 79 of Part I of Table A shall be omitted.

11. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

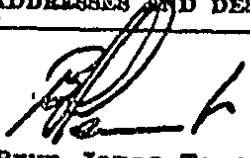
12. The office of a Director shall be vacated—

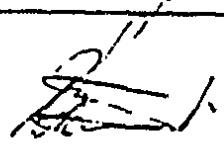
- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under section 188 of the Act or section 23 of the Companies Act 1976.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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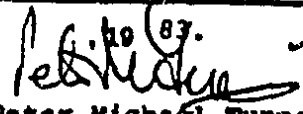
  
Bryn James Tennant  
50 Lane End,  
Pudsey,  
West Yorkshire.  
Director

  
Edith Tennant  
21 Hough Top,  
Leeds.

Director

Dated this 28TH day of MARCH

Witness to the above Signatures—

  
Peter Michael Turner  
26 Park Row,  
Leeds.  
Accountant