

Copy

SPECIAL RESOLUTION

of

A. & E. SQUIRE LIMITED

Passed the 14 TH day of NOVEMBER 1972

At an Extraordinary General Meeting of the Members of
the above named Company duly convened and held on the
14 TH day of NOVEMBER 1972, the following
Special Resolution was duly passed :-

- i) That Article 15 of the Articles of Association
of the Company shall be deleted, and
- ii) In substitution thereof the following Article
Numbered 15 shall be inserted :

Article 15

'The following persons shall be Permanent Directors
of the Company : Alzo Squire, Elroy Squire, Derek
Elroy Squire and Keith Squire. They shall be
subject to the provisions of Clause 88 in Part I
of Table A, and each of them shall be entitled
to hold such office so long as he shall live
unless he shall be removed from office under the



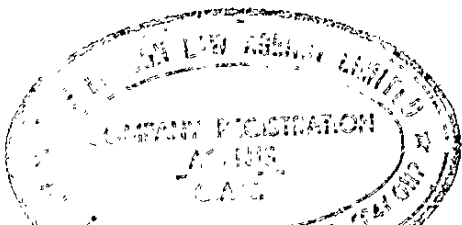
GRP/WHL/BAK

provisions of Clause 86 of Part I of Table
A : Accordingly Clauses 89 to 94 in Part I
of Table A shall not apply to any Permanent
Director

Signed

..... *Elroy S. G. ...*

Chairman



Number of Company: 654330

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THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum

and

Articles of Association

— of —

A. & E. SQUIRE LIMITED.

Incorporated the 29th day of March, 1960.

SOLICITORS:
J. H. BAXTER & SON,
WILLENHALL.

JORDAN & SONS. LIMITED.
COMPANY REGISTRATION AGENTS, SEAL ENGRAVERS & PUBLISHERS
CHANCERY LANE, LONDON, W.C.2.
& 13 BROAD STREET PLACE, E.C.4.

31 JAN 1973

Presented by:
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON. E.C.4.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

A. & E. SQUIRE LIMITED.

1. The Name of the Company is "A. & E. SQUIRE 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 acquire and take over as a going concern and carry on the business of Cabinet Lock Manufacturers now carried on by Alzo Squire and Elroy Squire at 1, Little Lane, Short Heath Willenhall, in the County of Stafford, under the style of "A. & E. Squire", together with all or any of the real and personal property and assets of the proprietors of that business used in connection therewith or belonging thereto and with a view thereto to enter into and carry into effect (either with or without modification) an Agreement which has been already prepared and engrossed and is expressed to be made between the said Alzo Squire and Elroy Squire of the one part and the above-named Company of the other part, a copy whereof has for the purpose of identification been signed by two of the Subscribers hereto.
 - (B) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the businesses of Cabinet Lock Manufacturers and Designers, Manufacturers and Merchants of and Dealers in Cabinet Locks, Padlocks and Locks and Locking Devices of all kinds and of and in all materials, substances, tools, appliances and things used in connection therewith or required in the Manufacture thereof, Locksmiths, Metal Workers, Wire Workers, Wire Drawers, Tube Makers, Machinists, Founders, Metal Merchants, Wire Manufacturers and Merchants, Woodworkers, Manufacturers, Repairers, Maintainers, Hirers, Letters on Hire, Importers and Exporters of, Agents for, and Dealers in Engineering Products, Specialities and Supplies of every description, and Plant, Machinery, Precision, Machine and other Tools, and Models, Mechanical Apparatus, and Electrical Apparatus of all kinds, Iron, Steel, and Brass Founders, Converters, Smelters, Forgers, Rollers, Moulders, and Casters, Metallurgists, Boiler Makers, Millwrights, Smiths, Fitters, Welders, Galvanisers, Platers, Annealers, Enamellers, Forge Masters, Ironmongers, Manufacturers and Repairers of and Dealers in Motor and other Vehicles and all Components,

Parts, Engines, Machinery, Accessories, and Fittings required in connection therewith, Motor, Marine, Electrical, Mechanical, and General Engineers, Garage Proprietors, Haulage and Cartage Contractors, Railway, Shipping, and Forwarding Agents, Insurance and Commission Agents, Importers and Exporters of, Agents for, and Dealers in Goods, Wares and Merchandise of every description, and General Merchants, Traders, Agents, and Contractors; and to buy, sell, hire, let on hire, import, export, manufacture, repair, and otherwise deal in plant, machinery, tools, apparatus, materials, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses.

- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest

in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures, or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled Capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (M) To apply for, promote and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise) or any companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents.

(T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(W) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.

(X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is £40,000, divided into 40,000 Shares of £1 each.

WE, the several persons whose Names, Addresses and Descriptions 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.	No. of Shares taken by each Subscriber
<p>Alzo Squire, Ashwood, 75 Sneyd Lane, Essington, Near Wolverhampton.</p> <p>Lock Manufacturer.</p> <p>Elroy Squire, Glenroy, 53 Bloxwich Road North, Short Heath, Willenhall.</p> <p>Lock Manufacturer.</p>	<p>One</p> <p>One</p>
TOTAL SHARES TAKEN.	Two

Dated this 9th day of March, 1960.

Witness to the above Signatures:-

J. W. Baxter,
Solicitor,
Willenhall.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

A. & E. SQUIRE LIMITED.

(As altered by Special Resolution passed 14th November 1972)

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 3, 24, 53, 60, 75, 77 and 118 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.
3. The Directors shall forthwith take into consideration and, if thought fit, shall, on behalf of the Company, enter into (either with or without modification) the Agreement referred to in Clause 3, Sub-Clause (A) of the Memorandum of Association. The Company is formed on the basis that the said Agreement shall be entered into with or without such modification as aforesaid, and no objection shall be taken to the said Agreement, nor shall any Promoter or Director of the Company be liable to account to the Company for any profit or benefit derived by him under the said Agreement, by reason of any Promoter or Director of the Company being a Vendor to the Company or otherwise interested in the said Agreement, or by reason of the purchase consideration having been fixed by the Vendors without any independent valuation having been made or of the Board of Directors not being in the circumstances an independent Board; but every Member of the Company, present and future, shall be deemed to have notice of the provisions of the said Agreement, including any such modification as aforesaid, and to have assented to all the terms thereof.

SHARE CAPITAL AND SHARES.

4. The original Share Capital of the Company is £40,000 divided into 40,000 Shares of £1 each, whereof 10,000 Shares are Preference Shares and 30,000 Shares are Ordinary Shares. The said Preference Shares and Ordinary Shares shall confer on the holders thereof the rights and privileges hereinafter declared, and such rights and privileges shall be subject to variation in the manner provided by Clause 4 in Part I of Table A, and not otherwise.

5. Subject to the provisions of the Agreement referred to in Article 3 hereof, the Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

6. Subject to the provisions of Section 58 of The Companies Act, 1948, any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed on such terms and in such manner as may be provided by the Articles of Association of the Company.

7. Subject as aforesaid each of the said 10,000 Preference Shares may, at the option of the Company, be redeemed at par at any time after the expiration of a period of 10 years from the date of the allotment of the Share, upon three calendar months' previous notice in writing being given by the Company to the holder of the Share to be redeemed; Provided that on the redemption of any such Share there shall be paid by the Company to the holder thereof, in addition to the par value of the Share, the arrears of Dividend (if any) thereon and interest on the amounts paid or credited as paid on the said Share at the rate of six per centum per annum from the close of the last preceding financial year up to the date of the redemption as aforesaid.

8. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS.

9. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

10. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

VOTES OF MEMBERS.

11. If at any General Meeting a poll is duly demanded on a resolution to remove a Permanent Director from office, such Permanent Director shall on the poll being taken be entitled to ten votes for each Ordinary Share of which he is the holder. Any motion for the removal of two or more Permanent Directors from office shall be submitted to the Meeting as a separate resolution in respect of each of such Directors.

12. The Holders of Preference Shares shall not have the right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting by virtue or in respect of their holding of Preference Shares unless the Cumulative Preferential Dividend on such Shares shall be six calendar months in arrear.

13. Clauses 62 and 134 in Part I of Table A shall be modified in accordance with the provisions of Articles 11 and 12 hereof.

DIRECTORS.

14. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

15. The following persons shall be Permanent Directors of the Company; Alzo Squire, Elroy Squire, Derek Elroy Squire and Keith Squire. They shall be subject to the provisions of Clause 88 in Part I of Table A, and each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under the provisions of Clause 96 in Part I of Table A. Accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

16. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notices of and to attend and speak at all General Meetings of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.

17. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

18. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising, and if he shall so vote his vote shall

be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration, and Clause 84 in Part I of Table A shall be modified accordingly.

PROCEEDINGS AT MEETINGS.

19. The Chairman of any Meeting of the Company or of the Board of Directors or of a Committee of Directors shall not be entitled to a second or casting vote, and in the case of equality of votes upon any proposition the meeting shall be adjourned and the matter referred to the decision of a person to be mutually agreed upon by the person or persons voting in favour of the proposition and the person or persons voting against the proposition or, if they cannot agree, then to the decision of a person to be nominated by the President for the time being of the Wolverhampton Chamber of Commerce and upon such decision being communicated to the Company the same shall be submitted for ratification at the adjourned Meeting and any vote then cast against the ratification of such decision shall not be counted, and Clauses 98 and 104 of Part I of Table A shall be modified accordingly.

DIVIDENDS..

20. The profits of the Company which it shall from time to time be determined to divide among the Members in respect of any year or other period shall first be applied in paying to the holders of Preference Shares a Cumulative Preferential Dividend to the close of such year or other period at the rate of six per centum per annum, and the balance shall be divided among the holders of Ordinary Shares. All Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the Dividend is paid, but no amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Article as paid on the Share. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.

WINDING UP.

21. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall be applied: First, in repaying to the holders of Preference Shares the amounts paid or credited as paid on such Preference Shares respectively, together with all arrears (if any) and accruals of the said Cumulative Preferential Dividend, whether earned or declared or not, down to the date of such repayment; Secondly, in repaying to the holders of Ordinary Shares the amounts paid or credited as paid on such Ordinary Shares respectively; and the balance (if any) shall be distributed among the holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Alzo Squire,
Ashwood,
75 Sneyd Lane,
Essington,
Near Wolverhampton.

Lock Manufacturer.

Elroy Squire,
Glenroy,
53 Bloxwich Road North,
Short Heath,
Willenhall.

Lock Manufacturer.

Dated this 9th day of March, 1960.

Witness to the above Signatures:-

J. W. Baxter,
Solicitor,
Willenhall.



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

NOTICE OF ILLEGIBLE DOCUMENTS

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

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

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

COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.