

978651

No. of  
Company

## THE COMPANIES ACTS 1948 TO 1967

Declaration of Compliance with the Requirements of the  
Companies Acts 1948 to 1967, on Application for  
Registration of a Company.

*Pursuant to Section 15 (2) of the Companies Act, 1948.*

Company

\_\_\_\_\_ Limited. \*

\*Delete "Limited" if not applicable.

ed by \_\_\_\_\_

ors reference \_\_\_\_\_

PUBLISHED AND SOLD BY  
WATERLOW & SONS LIMITED  
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
85 & 86 London Wall, London, E.C.2  
5 & 7 New York Road, Leeds, 2

24 APR 1970

I TREVOR ARTHUR GREENWOOD

of 5 ASH GROVE, HARWOOD, NEAR BOLTON, LANCASHIRE

(a) "A Solicitor of  
the Supreme Court (or  
in Scotland a Solicitor)  
engaged in the forma-  
tion."

or

"A Person named in  
the Articles of Asso-  
ciation as a Director  
or Secretary."

Do solemnly and sincerely declare that I am <sup>(a)</sup> a person named in  
the Articles of Association as a Director (10)

of

AMALGAMATED FIRE ALARM COMPANY

Limited

And that all the requirements of the Companies Act, 1948,  
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 Manchester in the

County of Lancaster.

the 7 day of April

one thousand nine hundred and seventy

Before me,

Banka

\* Delete as  
inapplicable

\*A Commissioner for Oaths.  
~~-Notary Public.~~  
~~-Justice of the Peace.~~

*T A Greenwood*

978651/2

No. of Company.....

£3.

AMALGAMATED FIRE ALARM COMPANY

LIMITED

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

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

The NOMINAL CAPITAL of the above-named Company is £.600

Signature

Description

Date

Presented for registration by

Stamps  
LCS 303



£ 20.00

THE COMPANIES ACTS 1948 to 1967  
REGISTRATION

COMPANY LIMITED BY SHARES

978651

3

# Memorandum of Association



- of -

## AMALGAMATED FIRE ALARM COMPANY LIMITED.

1. The name of the Company is "AMALGAMATED FIRE ALARM COMPANY 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 all or any of the following businesses, namely:- To carry on business as manufacturers, installers, assemblers and vendors of and dealers in, whether as a whole or in component parts, all appliances, machines, apparatus and devices for use or connected with fire alarms, burglar alarms and systems for or in connection with warning alarms.
  - (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the company or to further any of its objects.
  - (C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person firm or company in doing any of the things aforesaid.
  - (D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
  - (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) 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 undertaking property and assets of the Company, both present and future, including its uncalled capital.
  - (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret

or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so directly or indirectly to benefit the Company.

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or their families, dependants or connections, and to grant pensions, gratuities and allowances to any such persons and to make payments towards insurance for

the benefit of any such persons, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(O) To promote, finance, or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants, and other transferable or negotiable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.

(T) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(U) 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 declared that in the construction of this Clause each sub-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 £600, divided into 600 shares of £1 each.

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company

may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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 (in words)
<i>P. Greenwood</i> 5, Ash Grove, Harwood, Near Bolton, Lancashire.	ONE
<i>B. Greenwood</i> 5, Ash Grove, Harwood, Near Bolton, Lancashire. <i>wife</i>	ONE

DATED the *FIFTH* day of *April* 1970.

WITNESS to the above Signatures:-

*G. J. Keed*

*22. Sanderson Road*

*Darbyhulme*

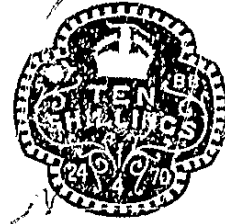
*Worsley*

*Manchester*

978651/7

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES



# Articles of Association

- of -

AMALGAMATED FIRE ALARM COMPANY LIMITED.

## PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in or made applicable by Part II of Table A in the First Schedule of the Companies Act 1948 (hereinafter called "Table A") shall apply to the Company.
2. Regulations 22, 23, 24, 39, 53, 62, 75, 79, 84(2), 88, 96, 97 and 130 of Part I of Table A and Regulations 3 and 6 of Part II of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations contained in or made applicable by Part II of Table A shall constitute the regulations of the Company.

## PRIVATE COMPANY

3. The Company is a private company within the meaning of Section 28 of the Act and Regulation 2 of Part II of Table A shall accordingly apply to the Company.

## CAPITAL AND SHARES

4. The original share capital of the Company is £500, divided into 500 ordinary shares of £1 each.
5. In Regulation 3 of Part I of Table A the words "with the sanction of an ordinary resolution" shall be deemed to be omitted.

## LIEN

6. The liens conferred by Regulation 11 of Part I of Table A shall attach to fully paid 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.

## TRANSFER OF SHARES

7. The instrument of transfer of any share shall be executed by or on behalf of the transferor and the transferor shall be deemed to be the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Subject to such restrictions in these presents as may be applicable, any member may transfer all or any of his shares by instrument in writing in the form provided by the Stock Transfer Act 1963 or such other form as the Directors shall from time to time approve.



8. A member may at any time transfer any of his shares to another member of the Company, but save as herein otherwise provided no share shall be transferred to a person who is not a member so long as any member is willing to purchase the same at the fair value.
9. In order to ascertain whether any member is willing to purchase a share, the person proposing to transfer the same, whether or not a member of the Company (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "a transfer notice") to the Company that he desires to transfer the same. Every transfer notice shall specify the sum which the proposing transferor fixes as the fair value and shall constitute the Company the agent of the proposing transferor for the sale of any of the shares comprised therein to any member at the price so fixed or at the option of a member desiring to purchase the same at the fair value as certified by the auditor for the time being of the Company. The cost of obtaining such auditor's certificate shall be borne by the proposing transferor. A transfer notice shall not be withdrawn except with the sanction of the Directors.
10. Upon receipt of a transfer notice, the Directors shall offer the shares comprised thereon to the remaining members (or, if the proposing transferor is not a member, to all the members) in proportion as nearly as may be to their respective holdings of shares in the Company and shall limit a time within which such offer if not accepted will be deemed to be refused. The Directors shall, if necessary, make such further arrangements for finding a member or members willing to purchase any shares comprised in the transfer notice and not accepted as aforesaid as they shall consider fair and reasonable.
11. If the Company shall within 28 days after being served with a transfer notice find a member willing to purchase any share comprised therein (hereinafter called "a purchasing member") and shall give notice thereof to the proposing transferor, the proposing transferor shall be bound upon payment of the fair value as aforesaid to transfer the share to the purchasing member who shall be bound to complete the purchase within 7 days after the service of such notice by the Company.
12. If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any of the shares the Company may receive the purchase-money and the Directors shall thereupon appoint some person to execute a transfer of the shares on behalf of the proposing transferor and shall cause the name of the purchasing member to be entered in the register of members as the holder of the shares and the Company shall hold the purchase-money in trust for the proposing transferor. No purchase-money so held shall carry interest against the Company. The receipt of the Company for the purchase-money shall be a good discharge to the purchasing member, and after his name has been entered in the register of members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.
13. If the Company shall not within the space of 28 days after being served with a transfer notice find a member willing

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to purchase the shares and give notice in manner aforesaid, the proposing transferor shall at any time within a further period of three calendar months be at liberty subject to Article 14 to sell and transfer the shares comprised in the transfer notice (or such of them as shall not have been sold to a purchasing member) to any person and at any price.

14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share to a person not already a member of the Company whether or not it is a fully paid share and shall so decline if the registration of the transfer would result in a breach of Regulation 2(b) of Part II of Table A.

#### NOTICE OF GENERAL MEETINGS

15. Every notice of a General Meeting of the Company shall contain a statement that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.

#### PROCEEDINGS AT GENERAL MEETINGS

16. In Regulation 4 of Part II of Table A the words "save as herein otherwise provided" shall be deemed to be omitted.

#### VOTES OF MEMBERS

17. Subject to any special rights as to voting upon which any shares for the time being are held, on a show of hands every member entitled to vote who (being an individual) is present in person or (being a corporation) is present by proxy or by a duly authorised representative shall have one vote and on a poll every member shall have one vote for every share held by him.

#### DIRECTORS

18. Unless and until otherwise determined by the Company in general meeting the number of Directors shall be not less than 2 nor more than 5 and Trevor Arthur Greenwood and Betty Greenwood shall be the first Directors and shall not be subject to retirement by rotation nor taken into account in determining the rotation of retirement of Directors and Regulations 89 and 90 of Part I of Table A shall be modified accordingly.

19. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, or by extraordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and without prejudice to the powers of the Directors under Regulation 95 of Part I of Table A the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had

become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

20. Subject to the provisions of Section 199 of the Act, a Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the Directors at which such contract or arrangement is considered.

21. The office of Director shall be vacated:-

- (a) if he ceases to be a Director by virtue of Section 182 of the Act.
- (b) if he becomes bankrupt or enters into any arrangement with his creditors.
- (c) if he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act.
- (d) if he becomes of unsound mind.
- (e) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that he vacate office.
- (f) if by notice in writing to the Company he resigns the office of Director.

22. A person may be appointed elected or re-elected a Director although at the date of such appointment election or re-election he may have attained the age of seventy; and no Director shall be required to retire or vacate his office by reason of his attaining or having attained the age of seventy or any other given age.

#### AUDIT

23. Auditors shall be appointed and their duties regulated in accordance with sections 159, 160 and 161 of the Act (save to the extent that the same have been repealed or amended by the Companies Act 1967) and by sections 13 and 14 of the Companies Act 1967.

#### BORROWING POWERS

24. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### ACCOUNTS AND REPORTS

25. There shall be added at the end of Regulation 126 of Part I of Table A the following words: "So far as concerns the form and contents of accounts, the directors shall have regard to Sections 149, 151 and 152 of the Act and sections 3 to 12 (inclusive) of the Companies Act 1967. In addition to the

matters mentioned in subsection (1) of section 157 of the Act, the Directors' report shall contain information with regard to all such matters as are mentioned in sections 16, 17, 18, 19, 20 and 22 of the Companies Act, 1967 and the directors shall cause their report to be sent to all persons entitled to receive the same under section 24 of the last mentioned Act".

26. All directors' service contracts, or memorandums thereof, shall be open to inspection by members as provided by section 26 of the Companies Act 1967. Every director shall notify the Company of his interests, and those of his wife and infant children, in shares in or debentures of the Company or any other company being the Company's subsidiary or holding company, or the subsidiary of such holding company, as required by section 27 of the said Act; and the Directors shall take such steps as required by section 29 of the said Act to record and make available information with regard to such interests.

#### NOTICES

27. In Regulation 131 of Part I of Table A the words from and including the words "and in any other case" down to the end of the said Regulation shall be deemed to be omitted.

Names, Addresses and Descriptions of Subscribers	
<i>J A Greenwood</i>	5, Ash Grove, Harwood, Near Bolton, Lancashire. <i>Manufacturer</i>
<i>B. Greenwood</i>	5, Ash Grove, Harwood, Near Bolton, Lancashire. <i>wife</i>

DATED the *FIFTY* day of *APRIL*. 1970.

WITNESS to the above Signatures:-

*G. P. Road*  
*22. Sanderson Road*  
*Davy Hulme*  
*Wormston*  
*Manchester*



## CERTIFICATE OF INCORPORATION

No. 978651

I hereby certify that

**AMALGAMATED FIRE ALARM COMPANY LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 4TH MAY, 1970.

(E. J. KNIGHT)  
Assistant Registrar of Companies

# THE COMPANIES ACTS 1948 to 1967

102 MAY 1971

## Notice and Statement\* of Increase in Nominal Capital

To the REGISTRAR OF COMPANIES

*AMALGAMATED FIRE ALARM. COMPANY*

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a † ORDINARY Resolution of the Company dated the 19TH day of MARCH 1971 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 800 beyond the registered capital of £ 200.00



The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each share
800	ORDINARY	£1 EACH

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

\*If any of the new shares are Preference Shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.

*PARI PASSU WITH THE EXISTING ORDINARY SHARES.*

Signature.....*G. E. [Signature]*

State whether Director } *DIRECTOR*  
or Secretary }

Dated the 19TH day of MARCH 1971.

Presented by

Presenter's Reference.....

Form No. 10/108  
OFFICE

No: 978651

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The Companies Acts 1948 to 1980

Company Limited by Shares

MEMORANDUM AND NEW ARTICLES OF ASSOCIATION

of

AMALGAMATED FIRE ALARM COMPANY LIMITED

---

Nabarro Nathanson  
76 Jermyn Street  
London SW1Y 6NR

Tel: 01-930-8444

property of the company or to further any of its objects.

- (C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person firm or company in doing any of the things aforesaid.
- (D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) 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 undertaking property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of or otherwise turn to account any rights and information so acquired.



- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (I) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- (J) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the

purposes of the Company or any other company.

- (L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so directly or indirectly to benefit the Company.
- (M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or their families, dependants or connections, and to grant pensions, gratuities and allowances to any such persons and to make payments towards insurance for the benefit of any such persons, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- (N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (O) To promote, finance, or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

- (P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (Q) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.
- (R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants, and other transferable or negotiable instruments.
- (S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.
- (T) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (U) 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 declared that in the construction of this Clause each sub-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 £1,400 divided into 800 Ordinary Shares of £1 each and 600 Deferred Shares of £1 each.

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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 (in words)
<p>T.A. Greenwood 5 Ash Grove Harwood Near Bolton Lancashire</p> <p>Manufacturer</p>	<p>One</p>
<p>B. Greenwood 5 Ash Grove Harwood Near Bolton Lancashire</p> <p>Wife</p>	<p>One</p>

DATED the Fifth day of April 1970.

WITNESS to the above Signatures:-

G.F. Teader  
22 Landsend Road  
Davyhulme  
Urmston  
Manchester.

The Companies Acts 1948 to 1980

Company Limited by Shares

NEW

ARTICLES OF ASSOCIATION

OF

AMALGAMATED FIRE ALARM COMPANY LIMITED

(Adopted on 26th August 1981)

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1. The following regulations and (subject as hereinafter provided) the regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall constitute the regulations of the Company.

2. Regulations 5, 22, 24, 77 and 89 to 93 (inclusive) of Table A shall not apply to the Company.

3. The Company is a private Company and accordingly:-

(a) The Directors may, without assigning any reason, decline to register any transfer of shares.

(b) The number of 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) is limited to fifty; provided that where two or more persons hold one or more Shares in the Company jointly they shall, for the purpose of this Article, be treated as a single member.

(c) Any invitation to the public to subscribe for any shares of debentures of the Company is prohibited.

4. (a) The share capital of the Company at the date of the adoption of these Articles is £1,400 divided into 800 Ordinary Shares of £1 each and 600 Deferred Shares of £1 each.

(b) The Deferred Shares of £1 each do not confer to the holders thereof any right to dividend or (on a return of capital or winding up) to receive more than the amount paid up per Share (and in any event not to receive payment until the holders of the Ordinary Shares of £1 each have received £1 per share) or any right to attend or vote at any general meeting of the Company.

5. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in Regulation 53 of Table A and the words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in Regulation 54 of Table A.

6. A Resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held and

may consist of several documents in the like form each signed by one or more members.

7. The instrument of transfer of a Share shall be signed by or on behalf of the transferor and in the case of a partly paid or nil paid share by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Register of Members in respect thereof.

8. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be more than four.

9. A Director shall not require a share qualification but nevertheless shall be entitled attend and speak at any General Meeting of and at any separate meeting of the holders of any class of shares in the Company.

10. (a) The proviso to Regulation 79 of Table A shall not apply to the Company.

(b) The words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be deleted from Regulation 86 of Table A.

11. A Director may from time to time by writing under his hand appoint another Director or any other person to be his alternate and revoke such appointment but no such appointment of any person not being a Director shall be operative unless and until approved by the Directors. Every such alternate shall be entitled to attend and vote as a Director at any meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise



all the powers, rights, duties and authorities of the Director appointing him to sign on his behalf a Resolution in writing of the Directors. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last-mentioned remuneration as shall be agreed between such alternate and the Director appointing him.

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted. The provisions of Article 84(2) of Table A shall not apply to the Company.

Company No: 978651

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The Companies Acts 1948 to 1980

Company Limited by Shares

SPECIAL RESOLUTIONS

of

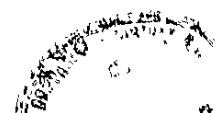
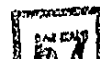
AMALGAMATED FIRE ALARM COMPANY LIMITED

(Passed 26th August 1981)

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 76 Tennyson St London SW1 on the 26th day of August 1981 the following Resolutions were passed as Special Resolutions.

RESOLUTIONS

1. That subject to and contingent upon the allotment of 400 Ordinary Shares of £1 each in the capital of the Company pursuant to the Resolution numbered 3 below each of the fully paid Ordinary Shares of £1 each in the capital of the Company in issue immediately prior to the passing of the Resolution be converted into one Deferred Share of £1 each having attached thereto the rights set out in the document referred to in the Resolution numbered 2 below.
2. That the regulations contained in the document produced to the Meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for



and to the exclusion of all existing Articles of Association of the Company.

3. That the sum of £400 being part of the amount now standing to the credit of the capital reserve of the Company be capitalised and that the same be applied in paying up in full at par 400 unissued Ordinary Shares of £1 each in the capital of the Company, such shares to be distributed as fully paid to and among the persons who were registered as holders of the Ordinary Shares on the day prior to the date of this Meeting, in the proportion of two such Ordinary Shares of £1 for every three Ordinary Shares of £1 then held by them respectively.

A handwritten signature in dark ink, appearing to read 'C. Heach', followed by a long horizontal flourish.

Company No. 978651

The Companies Acts 1948 to 1980

Company Limited by Shares



NEW

ARTICLES OF ASSOCIATION

OF

AMALGAMATED FIRE ALARM COMPANY LIMITED

(Adopted on *26th August* 1981)

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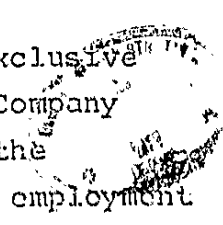
1. The following regulations and (subject as hereinafter provided) the regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall constitute the regulations of the Company.

2. Regulations 5, 22, 24, 77 and 89 to 93 (inclusive) of Table A shall not apply to the Company.

3. The Company is a private Company and accordingly:-

(a) The Directors may, without assigning any reason, decline to register any transfer of shares.

(b) The number of 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



Company No. 978651

The Companies Acts 1948 to 1980

Company Limited by Shares

NEW

ARTICLES OF ASSOCIATION

OF

AMALGAMATED FIRE ALARM COMPANY LIMITED

(Adopted on 26th August 1981)

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1. The following regulations and (subject as hereinafter provided) the regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall constitute the regulations of the Company.

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3. The Company is a private Company and accordingly:-

(a) The Directors may, without assigning any reason, decline to register any transfer of shares.

(b) The number of 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) is limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purpose of this Article, be treated as a single member.

(c) Any invitation to the public to subscribe for any shares of debentures of the Company is prohibited.

4. (a) The share capital of the Company at the date of the adoption of these Articles is £1,400 divided into 800 Ordinary Shares of £1 each and 600 Deferred Shares of £1 each.

(b) The Deferred Shares of £1 each do not confer to the holders thereof any right to dividend or (on a return of capital or winding up) to receive more than the amount paid up per Share (and in any event not to receive payment until the holders of the Ordinary Shares of £1 each have received £1 per share) or any right to attend or vote at any general meeting of the Company.

5. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in Regulation 53 of Table A and the words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in Regulation 54 of Table A.

6. A Resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held and

may consist of several documents in the like form each signed by one or more members.

7. The instrument of transfer of a Share shall be signed by or on behalf of the transferor and in the case of a partly paid or nil paid share by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Register of Members in respect thereof.

8. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be more than four.

9. A Director shall not require a share qualification but nevertheless shall be entitled attend and speak at any General Meeting of and at any separate meeting of the holders of any class of shares in the Company.

10. (a) The proviso to Regulation 79 of Table A shall not apply to the Company.

(b) The words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be deleted from Regulation 86 of Table A.

11. A Director may from time to time by writing under his hand appoint another Director or any other person to be his alternate and revoke such appointment but no such appointment of any person not being a Director shall be operative unless and until approved by the Directors. Every such alternate shall be entitled to attend and vote as a Director at any meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise

all the powers, rights, duties and authorities of the Director appointing him to sign on his behalf a Resolution in writing of the Directors. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last-mentioned remuneration as shall be agreed between such alternate and the Director appointing him.

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted. The provisions of Article 84(2) of Table A shall not apply to the Company.



AMALGAMATED FIRE ALARM CO. LTD

NUMBER OF COMPANY: 978 651

THE COMPANIES ACTS 1985 - 1989



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

pursuant to Section 378 of the Companies Act 1985  
of

Passed the first day of NOVEMBER 1993.

At an Extraordinary General Meeting of the Members of the above-named  
Company, duly convened and held at SYSTEMS HOUSE, DANBORN STREET, SWINTON  
on the first day of NOVEMBER 1993, the following SPECIAL  
RESOLUTION was duly passed:-

18/11/93

THAT the name of the Company be changed to

AMALGAMATED LTD

.....  
(Chairman/Director/Secretary)

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 978651

I hereby certify that

AMALGAMATED FIRE ALARM COMPANY LIMITED

having by special resolution changed its name,

is now incorporated under the name of

AMALGAMATED LTD

Given under my hand at the Companies Registration Office,  
Cardiff the 18 NOVEMBER 1993

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

an authorised officer

Number of  
Company } 978651

*The Companies Act 1985*

COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION**

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

OF

**AMALGAMATED LIMITED**

*Passed 25<sup>th</sup> March 1997*

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Systems House, Dawson Street, Swinton, Manchester, M27 4FJ, on the twenty fifth day of March, 1997, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

**RESOLUTION**

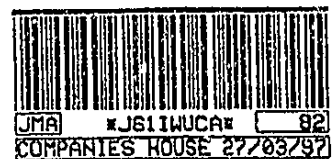
That the Company hereby gifts to Mr G. Teader, the director of the Company, a dwelling property built on Plot 6, Withnell Fold, Chorley, Lancashire at a cost to the Company of £220,000, in consideration for the services rendered to the Company by Mr Teader in his capacity as director, for the year ending 31<sup>st</sup> March 1997.

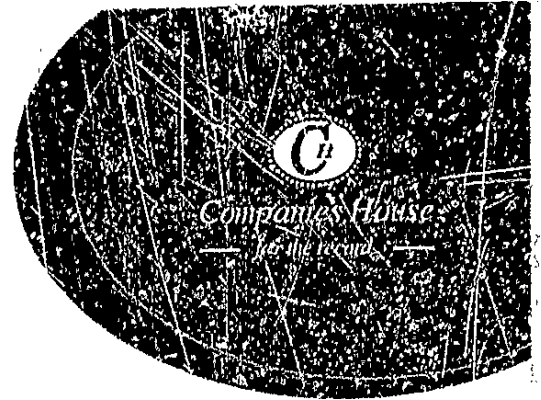
*Signature*

..... G. M. Teader .....

) 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).





## NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company contain some documents which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

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



Cert No. FS 31059  
Personnel & Training



AWARDED FOR EXCELLENCE



INVESTOR IN PEOPLE

015 514 67 00