

# MEMORANDUM AND ARTICLES OF ASSOCIATION OF

DENBY DALE SHIRT CO., LIMITED

Incorporated 29 October 1965

Registration Number. 00862857

Incorporated under the Companies Act 1948  
as a private company limited by shares



## YORK PLACE<sup>®</sup>

COMPANY FORMATION INFORMATION  
ADMINISTRATION PROPERTY SEARCHES

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# THE COMPANIES ACT, 1948

## COMPANY LIMITED BY SHARES

### MEMORANDUM OF ASSOCIATION

#### OF

### DENBY DALE SHIRT CO., LIMITED

(As altered by Special Resolution dated 30 November 1965)

- 1 " The Name of the Company is "DENBY DALE SHIRT CO , 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 businesses of Shirt and Pyjama Manufacturers and Merchants, Factors and Importers of, Agents for, and Dealers in Shirts, Pyjamas, Ties, Braces, Socks, Stockings, Hose, Pants, Vests, Shawls, and Ladies', Men's and Children's Hosiery, Underwear, and Lingerie, Knitted Wear and Knitted Articles, Overalls, Cotton, Linen, Worsted, Artificial Silk and Silken Garments, and Articles of Personal Wear of all kinds, and of and in Millinery, Drapery, and Textile Goods, Fabrics and substances of every description, Drapers, General Clothiers, and Outfitters, Dressmakers, Furriers, Feather Dressers, Glovers, Hatters, Boot and Shoe Makers and Dealers, Haberdashers, Hosiers and Mercers, Weavers, Spinners, and Doublers, Yarn Merchants, Hosiery and other Dyers and Bleachers, Machinists, Finishers, and Makers-up of Underwear, Garments, and Fabrics of every description, Sericulturists, Throwsters, and Weightsters, Commission Agents, and General Merchants, Factors and Traders
  - (B) To manufacture, weave, spin, knit, machine, make up, dress, colour, dye, renovate, repair, alter, finish, and prepare for use, and to buy, sell, and deal, either by wholesale or retail, in hosiery, silks, artificial silks, woollen, worsted, cotton, and other goods and yarns of all kinds connected with hosiery, and underwear, garments, and Fabrics, and generally to exchange, let on hire, export, and deal in all or any, plant, machinery, appliances, apparatus, materials, wares, articles, trimmings, accessories, things, or effects which can be conveniently or advantageously dealt with in connection with the above-mentioned businesses, or any of them, or are likely to be required by customers of

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The name of the company was changed from SEEUS LIMITED with effect from 14 December 1965

or persons having dealings with the Company

- (C) To carry on any other business 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, or for subsidising or otherwise assisting 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 and 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 as 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 employees, 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 dependants 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 part of the world

(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 One Hundred Pounds, divided into One Hundred Shares of One Pound each

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The share capital of the company was increased to £2 000 divided into 2,000 shares of £1 00 each by resolution dated 30 November 1965 to £10 000 divided into 10 000 shares of £1 00 each by resolution dated 10 June 1970 to £250,000 divided into 250,000 shares of £1 00 each by resolution dated 20 November 1992 and as later re-designated into 1018 'A' Ordinary shares of £1 00 each and 248 982 Ordinary shares of £1 00 each by resolution dated 15 August 2011

# **THE COMPANIES ACT, 1948.**

## **COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION**

#### **OF**

### **DENBY DALE SHIRT CO., LIMITED**

(As altered by Special Resolutions dated 15 May 1998 and 15 August 2011)

- 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 24, 53 and 75 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 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 it 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
- 4 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
- 5 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"
- 6 Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than five but need not exceed one. If and so long as there is a sole Director he shall have authority to exercise all the powers by Table A or these Articles vested in the directors generally
- 7 The first Director of the Company shall be appointed by the Subscribers hereto by an instrument in writing under their hands

- 8 Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom
- 9 A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall 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
- 10 If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively. Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions

#### **Purchase of own shares**

Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares

#### **Calculation of dividends**

- 11 (1) Except as otherwise provided by the articles or the rights attached to shares, all dividends must be
  - (a) declared and paid according to the amounts paid up on the shares on which the dividend is paid, and
  - (b) apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid
- (2) If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly
- (3) If and so long as the share capital is divided into different classes of shares, the directors may, subject to the provisions of the Act, pay interim dividends at variable rates on the different classes of shares, and the company, on the recommendation of the Directors, may declare dividends at variable rates on the different classes of shares