

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

WEST MIDLANDS CLOTHING RESOURCE CENTRE LIMITED

TUESDAY



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20/01/2009

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- 1 The name of the Company is "West Midlands Clothing Resource Centre Limited".
- 2 The registered office of the Company will be situate in England.
- 3 The objects for which the Company is established are:-
  - +(1) (A) To provide all forms and manner of services of whatsoever nature to the clothing and garment industry including, inter alia, commercial, financial, credit, leasing, hire, hire purchase, financing, banking, insurance, consultancy, advisory, advertising, marketing, managerial, administrative, educational, training, computer, broking, surveying, export, computer, transport, investment, storage, forwarding, equipment hire and garage services.
  - (B) To establish a centre in the County of West Midlands and such other centres as may from time to time be determined within the County of West Midlands at which such services may be provided.
  - (C) To act as and/or carry on business as bankers and financiers and as a guarantee and indemnity company and to carry on and to transact every kind of banking, guarantee, counter-guarantee, indemnity and counter-indemnity business and financial operations and in connection therewith (but without limiting the generality of the foregoing):
    - (a) To finance and invest in and to guarantee the payment of money by, and the discharge of liabilities and obligations of every description of any person, firm or company including (without limiting the

\* By Special Resolution passed 28<sup>th</sup> November 1985 and Certificate of Incorporation dated 8th January 1986 the name of the Company was changed from "Ingleby (118) Limited" to "West Midlands Clothing Resource Centre Limited."

+ Amended by Special Resolution passed 28<sup>th</sup> November 1995

generality of the foregoing) any company which is for the time being a subsidiary or the holding company (both as defined by Section 736 of the Companies Act 1985) of the Company or another subsidiary of any such holding company; and

- (b) To effect any such guarantees and indemnities either by personal covenant or by mortgaging, charging or otherwise creating security over all or any part of the undertaking, property and assets both present and future of the Company and its uncalled capital or by both such methods; and
- (c) To borrow money, negotiate loans, grant credit facilities and other accommodation, advance and lend money with or without security to discount and deal in bills of exchange and other negotiable instruments and securities of every description, and
- (d) To take or accept deposits.

(D) All or any of the above activities may be carried on as principal agent or in any other capacity whatsoever and by way of trade or business with a view to profit or otherwise as the Board of Directors shall determine.

- \*(2) To carry on any other trade business or activity whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to the Company's business or activities or which in their opinion will enhance the value of or render profitable any of the Company's property or assets.
- \*(3) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any land, buildings, easements, rights, privileges, concessions, patents, know-how, licences, secret processes, machinery, plant, stock-in-trade, and any other real or personal property of any kind for the purposes of or in connection with the Company's business or activities or any branch or department thereof.
- \*(4) To construct any shops, offices, warehouses, workshops, factories or other buildings or structures, roads, railways, port or harbour installations, runways or landing strips, plant, machinery and equipment, and to execute and carry out civil engineering works of all kinds for the purposes of the Company's business or activities.
- (5) To apply for, register, purchase, or by any other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, inventions, brevets d'invention, licences, secret processes, trade marks, designs, copyrights, concessions, franchises, confidential information, know-how, computer systems and programs and any and all types of computerised data and information and to disclaim, alter, modify, use and turn to account, and to manufacture under or grant licences or privileges in respect of, the same and to expend money in research upon,

testing, and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

- \*(6) To take such steps as are appropriate or as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of grants, donations, annual payments or otherwise.
- \*(7) To carry on or promote any other company or companies for the purpose of carrying on the business of any investment company and for that purpose to acquire and hold either in the name of the company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company whenever incorporated or carrying on a business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any Government or authority, sovereign, supreme, dependant, municipal, local or otherwise in any part of the world.
- \*(8) To take any gift of property from any person or body including the County Council of West Midlands, whether subject to any special trust or not, for any one or more of the objects of the company.
- \*(9) To print and publish any newspapers, periodicals books or leaflets that the Company may think desirable for the promotion of its objects.
- \*(10) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business or activities, 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.
- (11) To mortgage and charge the undertaking and all or any of the real or 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 and subject to such rights, powers, privileges and conditions as may be thought fit, Securities of every kind including debentures, debenture stock, loan stock and warrants to subscribe the same, whether or not convertible into any other security or share capital of the Company and whether or not secured by any form of charge on any assets of the Company and either permanent or redeemable or repayable, and collaterally or further to secure any such securities of the Company by a trust deed or other assurance.
- (12) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than, the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (13) To receive money on deposit or loan upon such terms as the Company may approve.

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\* Inserted by Special Resolution passed 28th November 1985

• Amended by Special Resolution passed 28<sup>th</sup> November 1985

- (14) To make advances or give credit to customers and others having dealings with the Company either with or without security, and upon such terms as the Company may approve, and generally to act for customers and such others as aforesaid as bankers.
- \*(15) To enter into any arrangements with the European Economic Community or any Government or authority, supreme, dependant, municipal, local or otherwise, and to obtain from the European [Union] or any such Government or authority any rights, concessions and privileges that may seem conducive to the Company's objects or any of them.
- \*(16) To transfer, convey, assign or lease to any local authority government body, quasi-government body or agency or any charity for any or no consideration any land, building or other property the transfer, conveyance, assignment or lease of which may appear to the Company to be conducive to the attainment of the Company's objects or any of them.
- (17) To grant pensions, allowances and gratuities to directors or ex-directors, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons, to establish and maintain or concur in establishing and maintaining and/or from time to time vary trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid and their dependants and to support or subscribe to any charitable trusts, funds or institutions, the support of which may, in the opinion of the Directors of the Company for the time being, benefit the Company or its employees and to institute and maintain any club or other establishment or profit-sharing scheme for the benefit of the Company or its directors or employees.
- (18) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- \*(19) To invest and deal with the moneys of the Company not immediately required for the purposes of its business or activities in or upon such investments or securities (other than the shares of the Company or its holding company (if any)) and in such manner as may from time to time be decided.
- (20) To pay either wholly or in part for any property or assets acquired by the Company, either in cash or fully or partly paid up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue and generally on such terms as the Company decides.
- (21) To accept payment for any property or asserts 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 other securities (which such company or corporation is empowered to issue) of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend, interest or repayment of capital or otherwise, or partly in cash

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<sup>+</sup> Inserted by Special Resolution passed 28<sup>th</sup> November 1985

<sup>\*</sup> Amended by Special Resolution passed 28<sup>th</sup> November 1985

and partly in shares or securities and generally on such terms as the Company decides, and to hold, dispose of or otherwise deal with any shares or securities so acquired.

- \*(22) To enter into any partnership, joint-venture or arrangement for sharing profits, merger or amalgamation of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business or activity within the objects of this Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such person, firm or company.
- (23) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which will in any manner advance the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of, and to guarantee the payment of the dividends, interest or capital of, any shares, stock or securities issued by, or any other obligations of, any such company.
- \*(24) To purchase or otherwise acquire and manage all or any part of the business, activities, property, assets, liabilities or transactions of any person, firm or company carrying on any business or activity which this Company is authorised to carry on.
- (25) To sell, improve, manage, develop, turn to account, exchange, let or hire 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.
- (26) To accept any securities which any company is empowered to issue in payment or part payment for services rendered or goods sold to or any debt owing from any such company.
- (27) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership or any arrangement of the nature of partnership, or in any other manner.
- \*(28) Subject to the provisions of Clause 4 hereof, 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 shall be made except with the sanction (if any) for the time being required by law.
- (29) To adopt such means of making known or advertising the business, products and services of the Company as may seem expedient.

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\* Amended by Special Resolution passed 28 November 1985

- (30) To procure the Company to be registered or recognised in any country or place outside the United Kingdom.
- (31) To carry out all or any of the objects of the Company and to do all or any of the above acts matters or things and to exercise all or any of the above powers in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees or otherwise.
- (32) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and that they shall not be limited or restricted by reference to or inference from any other such paragraph, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the paragraphs defined the object of a separate and distinct company.

\*4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company, as set forth in this Memorandum of Association and no proportion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise, howsoever by way of profit to the members of the Company PROVIDED THAT nothing herein shall prevent:

- \*(1) The payment in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company, or the reimbursement to any such person of expenses properly incurred by him in connection with the Company's business or undertaking and, without limitation, such an officer, servant or member shall be entitled as follows namely:-
  - (a) to reimbursement of expenses incurred by him as a Director to the extent to which reimbursement is authorised by the Articles of Association for the time being in force
  - (b) to any indemnity which may be payable to him in accordance with any of the Articles of Association for the time being in force
  - (c) to any security or indemnity to which he may be entitled by virtue of any arrangement made with him as a Director in respect of any obligations undertaken by him as a Director for the benefit of the Company and
- (2) Payments, distributions or transfers to a holding company of the Company (within the meaning of Section 736 of the Companies Act 1985) if that holding company has objects which contain a prohibition in the same terms as this Clause 4 (but with or without the inclusion of this proviso (2)).

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\* Inserted By Special Resolution passed 28<sup>th</sup> November 1985

• Amended by Special Resolution passed 12<sup>th</sup> September 1988 and by Written Resolution passed 9 January 2009 and having effect on 12 January 2009

<sup>++</sup>5. [Deleted]

6. The liability of the members is limited.

7. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

<sup>\*</sup>8. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall be paid to or distributed among only those members of the Company who are or who hold shares as nominee for a holding company of the Company (within the meaning of Section 736 of the Companies Act 1985) which has objects which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof. In the event that there is no such holding company, any such property shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

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<sup>++</sup> Deleted by Written Resolution passed 9 January 2009 and having effect on 12 January 2009

<sup>+</sup> Inserted by Special Resolution passed 28<sup>th</sup> November 1985 and amended by Special Resolutions passed 12<sup>th</sup> September 1988 and 11<sup>th</sup> March 1991 and by Written Resolution passed 9 January 2009 and having effect on 12 January 2009

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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF  
SUBSCRIBERS

Number of Shares (in words)  
taken by each Subscriber

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INGLEBY HOLDINGS LIMITED  
Bank House,  
8 Cherry Street,  
Birmingham,  
B2 5JY

Signed John H. Duncombe (Director)  
For and on behalf of Ingleby  
Holdings Limited

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INGLEBY NOMINEES LIMITED  
Bank House,  
8 Cherry Street,  
Birmingham,  
B2 5JY

Signed John H. Duncombe (Director)  
For and on behalf of Ingleby  
Nominees Limited

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Dated this 13th day of September 1985

WITNESS to the above Signatures:

David W. Hamlett

Bank House  
8 Cherry Street,  
Birmingham,  
B2 5JY



