

278391

COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

- of -

BRITAX AIRCRAFT INTERIORS UK LIMITED

**(Adopted by Special Resolution passed on 28 December 1966
and amended by Special Resolutions passed on
28 December 1995, 22 August 2001 and 7 February 2001)**



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INTRODUCTORY

- 1 The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part 1 of Table A") together with regulations 2 and 3 in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall constitute the regulations of the Company.
- 2 Regulations 10, 11, 12, 13, 14, 24, 53, 62, 77, 79 and 87 and 95 inclusive of Part 1 of Table A and regulations 1, 4, 5 and 6 of Part II of Table A shall not apply to the Company.
- 3 In these Articles the expression "the controlling Company" means Bristol Street Group Limited.

SHARES

- 4 The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.
- 4A Notwithstanding any of the other provisions of these Articles, the Directors must register any transfer of any share in the capital of the Company made pursuant to the terms of a debenture granted by, among others, the Company's ultimate parent company, Seton House Group Limited, in favour of Lehman Commercial Paper

Inc. as security agent and trustee for itself and for each of the Secured Parties (as defined therein) to which the Company will accede.

GENERAL MEETINGS

- 5 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business. One member holding not less than 50% of the issued share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting, but, save as aforesaid, two members present in person or by proxy or representative shall be a quorum.
- 6 Regulation 54 in Part 1 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

- 7 Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member who (being an individual) is present in person or (being a corporate body) is present by a representative or proxy not being himself a member, shall have one vote and on a poll, every member shall have one vote for each share of which he is the holder.

BORROWING POWERS

- 8 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.

DIRECTORS

- 9 In these Articles the words "the Directors" means the Directors of the Company for the time being but shall not include a "Departmental Director" or "Departmental Directors" (as hereinafter defined) unless expressly stated.
- 10 Unless and until otherwise determined by this Company in General Meeting, the number of the Directors shall not be less than two nor more than fifteen. The following persons only shall be eligible for appointment and for continuance in office as Directors, namely:-
- (a) any person who is a Director of the controlling Company for so long only as such person is a Director of the controlling Company; and
 - (b) any other person approved by the Board of Directors of the controlling Company for so long only as such person is approved by such Board.

The certificate of the Secretary or the Assistant Secretary of the contracting Company as to whether or not any person is approved by the Board of Directors of

the controlling Company shall be conclusive for all purposes under paragraph (8) of this Article.

- 11 A Director shall not be required to hold any share qualification but shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company.
- 12
- (a) the Directors may, from time to time, appoint any Manager or other officer or person in the employment of the Company to be a Departmental Director of the Company;
 - (b) a Departmental Director shall not be required to hold any share qualification;
 - (c) the appointment of a person to be a Departmental Director shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment by the Company, whether as regards duties, remuneration, pension or otherwise, and his office as a Departmental Directors shall be vacated if he becomes of unsound mind, or bankrupt or suspends payment or compounds with his creditors, or becomes prohibited from being a Director by reason of any order made under Sections 188 or 332 of the Act, or any statutory modification or re-enactment thereof for the time being in force, or if he resigns his office or in the event of his ceasing to be in the employment of the Company in some capacity other than that of a Departmental Director, or in the event of his being removed from office by a Resolution of a majority of the directors;
 - (d) the appointment, removal and remuneration of the Departmental Directors shall be determined by the Directors with full power to make such arrangements as the Directors may think fit: and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of the Departmental Directors, excepting that no act shall be done that would impose any personal liability on any or all of the Departmental Directors except with his or their knowledge and consent;
 - (e) in calculating the number to form a quorum at any meeting of the Directors the Departmental Directors present shall not be counted. A Departmental Director shall not be entitled to receive notice of or to attend or vote at a Board Meeting, except when expressly invited by the Directors so to do.
- 13 Without prejudice to the provisions of regulations 96 and 97 of Part 1 of Table A the Company may by Extraordinary Resolution remove any Director from the Board and may by Ordinary Resolution appoint any person eligible under Article 12 hereof to be a Director in his stead.
- 14 The Directors shall have power at any time, and from time to time, to appoint any person eligible under Article 12 hereof to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Director shall not at any time exceed the number fixed in accordance with these regulations.

- 15 In addition and without prejudice to Regulation 76 of Part 1 of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.
- 16 Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

POWERS AND DUTIES OF DIRECTORS

- 17 A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulations 84 of Part 1 of Table A, which paragraphs shall not apply to the Company.
- 18 The Directors may give or award pensions, annuities, gratuities and superannuations or other allowances or benefits to any persons who are or have at any time been employed by or in the service of the Company or who are or have at any time been Directors of officers of the Company and holding or who held any salaried employment or office in the Company, and to the wives, widows, children and other relatives and dependants of any such persons, and may set up, establish, support and maintain pension, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them. The Directors may exercise the powers contained in paragraph (b) of the proviso to Sub-section (1) of Section 54 of the Act, and also the powers contained in paragraph (c) of the said proviso. Any Directors shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors notwithstanding that he is or may be or become interested therein.

DISQUALIFICATION OF DIRECTORS

- 19 The office of a Director shall be forthwith vacated:-
- (1) If by notice in writing to the Company he resigns the office of Director.
 - (2) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
 - (3) If he becomes of unsound mind.
 - (4) If he is removed from office by a resolution duly passed under Section 184 of the Act.

- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office under Article 15.
- (7) If he ceases to be eligible under Article 12.

20 The Directors shall not be liable to retirement by rotation and accordingly the second sentence of Regulation 97 of Part 1 of Table A shall not apply to the Company.

PARTICIPATION IN DIRECTORS' MEETINGS

21 Any Director (including an Alternate Director) may participate in a Meeting of the Directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the Meeting can hear each other and participation in a Meeting in this matter shall be deemed to constitute presence in person at such Meeting and, subject to these Articles and the Companies Act 1985, he shall be entitled to vote and be counted in the quorum accordingly. Such a Meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the Meeting then is.