

No. 8415

The Companies Acts 1985 and 1989

Company Limited by Shares

THE MANOR PARK CEMETERY COMPANY LIMITED

The following resolutions were passed by the Company at an Extraordinary General Meeting held on 20th June 2001:-

1. SPECIAL RESOLUTION

THAT the Company's Memorandum of Association should be and is hereby amended by the insertion between sub-clauses 3(15) and 3(16) of the following new sub-clause 3(15)(A):

3(15)(A) Subject to and in accordance with Chapter VI, Part V, Companies Act 1985 the giving, whether directly or indirectly, of financial assistance for the acquisition of shares or other securities of the company, or of any other company, or for the reduction or discharge of any liability incurred in respect of such acquisition

2. SPECIAL RESOLUTION

THAT Article 3 of the Company's Articles of Association (Prohibition on the giving by Company of financial assistance for the purchase of shares in the Company etc) should be deleted in its entirety and is hereby replaced by the following:

3 Subject to the provisions of the Companies Act 1985 the Company may purchase its own shares (including any redeemable shares) and for so long as it remains a private company it may 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.

3. SPECIAL RESOLUTION

THAT Article 4 of the Company's Articles of Association (Power to pay commissions in return for subscription for shares etc) should be and is hereby repealed.

4. SPECIAL RESOLUTION

THAT Article 6 of the Company's Articles of Association (Power to issue redeemable Preference Shares) should be deleted in its entirety and is hereby replaced by the following:

6 Subject to the provisions of the Companies Act 1985 Shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company may by Ordinary Resolution determine.



5. SPECIAL RESOLUTION

THAT Articles 10 and 11 of the Company's Articles of Association (Payment for additional and replacement Share Certificates) should be deleted in their entirety and are hereby replaced by the following:

- 10 If a Share Certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the Directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

6. SPECIAL RESOLUTION

THAT Article 13 of the Company's Articles of Association should be and is hereby amended by the deletion in lines 3 and 4 of the words "... exceed one fourth of the nominal amount of the Share, or ...".

7. SPECIAL RESOLUTION

THAT Article 19 of the Company's Articles of Association should be and is hereby amended by the deletion in line 2 of the words "... and the transferee ...".

8. SPECIAL RESOLUTION

THAT Article 21 of the Company's Articles of Association should be and is hereby amended by the deletion of the final sentence of that Article (beginning, "If within three months ...").

9. SPECIAL RESOLUTION

THAT the Company's Articles of Association should be and are hereby amended by the insertion after Article 21 of the following new Article 21 (A):

- 21(A) In fixing a fair price for such Shares the Auditor of the Company for the time being shall multiply the average earnings per Share of the Company over the Company's last three accounting periods (as disclosed by the audited accounts of the Company for those periods) by the average price-earnings ratio of the Financial Times Stock Exchange Top 100 Index (or its nearest equivalent index if publication of such index ceases for any reason) over the three months preceding the date of valuation, which shall be discounted by the lesser of 70% (in the case of shareholdings representing 10% or less of the issued share capital for the time being of the Company) and such percentage as the Auditor shall (acting as an expert) deem appropriate, having regard to the proportion of the issued share capital for the time being of the Company represented by the Shares to be valued. If within twelve months from the date of receipt by the Directors of a request pursuant to Article 21 the Directors fail to find a purchaser for such Shares, then the Directors shall, subject to the provisions of these Articles, register the proposed transfer.

10. SPECIAL RESOLUTION

THAT Article 22 of the Company's Articles of Association should be and is hereby amended by the deletion of the second sentence of that Article (beginning, "The Directors may decline ...") and its replacement by the following:

No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any Share but the Directors may decline to recognise any instrument of transfer unless it is accompanied by the Certificate for the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

11. SPECIAL RESOLUTION

THAT Article 23 of the Company's Articles of Association (Charge for registration of probate etc) should be and is hereby repealed.

12. SPECIAL RESOLUTION

THAT Article 59 of the Company's Articles of Association should be and is hereby amended by the insertion in line 2 between the words "shall" and "be" of the word "not" ("... the Chairman shall not be entitled to a second or casting vote.").

13. SPECIAL RESOLUTION

THAT the Company's Articles of Association should be and are hereby amended by the insertion after Article 61 of the following new Article 61(A):

61(A) A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form, each executed by or on behalf of one or more Members.

14. SPECIAL RESOLUTION

THAT Article 66 of the Company's Articles of Association should be and is hereby amended by the deletion in line 3 of the words "... under the hand of an officer or attorney so authorised" and their replacement by the words "... under the hands of any two officers of that corporation".

15. SPECIAL RESOLUTION

THAT Article 74 (repealed by Special Resolution of the Company passed on 11th June 1997) should be replaced by the following new Article 74:

74(A) The Directors shall not be required to retire by rotation

74(B) No person shall be appointed a Director at any General Meeting unless either he is recommended by the Directors or not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

- 74(C) Subject to Article 74(B) above, the Company may by Ordinary Resolution appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- 74(D) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number Directors to exceed any number determined in accordance with Article 73 above as the maximum number of Directors and for the time being in force.
- 74(E) A single resolution for the appointment of two or more persons as Directors shall not be put at any General Meeting, unless a Resolution that it shall be so put has first been agreed to by the Meeting without any vote being given against it.

16. SPECIAL RESOLUTION

THAT Article 89 of the Company's Articles of Association should be and is hereby amended by the repeal of Article 89(C) and the deletion of Article 89 (E) in its entirety and the replacement of Article 89(E) by the following new Article 89(E):

- 89(E) ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director.

17. SPECIAL RESOLUTION

THAT Articles 90 – 97 of the Company's Articles of Association (Rotation of Directors) should be and are hereby repealed.

18. SPECIAL RESOLUTION

THAT pursuant to the repeal of Articles 90 – 97 of the Company's Articles of Association the following Articles should be and are hereby amended by the deletion of the words cited below:

- 50 In line 3, the words "... to elect Directors in place of those retiring, ..."
- 76 In lines 2 – 3 the words "... any Director retiring or liable to retire under the provisions of these Articles and ...", and in line 4 the words "... re-appointed or ...", and "... , as the case may be, ...", and in line 5 the words "... re-appointment or ..." and in line 6 the words "... the re-appointment or ..." and in line 9 the words "... re-appointed or ...".
- 104 In lines 11 – 14 the whole of the proviso to that Article (beginning " , Provided nevertheless," and ending "... as if he had not so retired.")
- 108 In lines 1 – 3 the words "... shall not, while he continues to hold that office, be liable to retire by rotation, and he shall not be taken into account in determining the rotation in which the other Directors shall retire or the number to retire, but he ...".

19. SPECIAL RESOLUTION

THAT the Company's Articles of Association should be and are hereby amended by the insertion after Article 98 of the following new Article 98(A):

- 98(A) (A) in this Article "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.
- (B) a person in communication by electronic means with the Chairman and with all other parties to a meeting of the Directors or of a committee of the Directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.
- (C) a meeting at which one or more of the Directors attends by electronic means is deemed to be held at such place as the Directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.

20. SPECIAL RESOLUTION

THAT Article 133 of the Company's Articles of Association should be and is hereby deleted in its entirety, and replaced by the following:

- 133 A Member who gives to the Company an address (whether inside or outside the United Kingdom) at which notices may be given to him shall be entitled to have notices given to him at that address, which shall be his registered address. The address of a Member which appears in the register of Members shall be that Member's registered address until he gives notice to the Company of a change in his registered address. The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. In the case of joint holders of a Share, all notices shall be given to the joint holder whose name stands first in the register of Members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.

21. SPECIAL RESOLUTION

THAT Article 136(A) of the Company's Articles of Association should be and is hereby deleted in its entirety, and replaced by the following:

- 136(A) Every Member except those Members who have not supplied to the Company an address for the giving of notices to them; and

22. SPECIAL RESOLUTION

THAT the Company's Articles of Association should be and are hereby amended by the insertion after Article 137 of the following new Article 137(A):


- 137(A) Subject to the provisions of the Companies Act 1985 the Directors may purchase and maintain insurance at the expense of the Company for the benefit of any

Director or other officer or Auditor of the Company against any liability which may attach to him or loss or expenditure which he may incur in relation to any thing done or alleged to have been done or omitted to be done by him as a Director, officer or Auditor.

23. SPECIAL RESOLUTION

THAT pursuant to the passing of some or all of the Special Resolutions for the amendment of the Company's Memorandum and Articles of Association set out in the foregoing notice the Memorandum and Articles of Association, as so amended, should and will be re-numbered (and all consequential amendments shall be made) to reflect the removal of those Articles which have been repealed, and the insertion of any new sub-clauses in the Memorandum and any new Articles, which shall bear their own distinctive numbers and not sub-numbers of existing sub-clauses or Articles notwithstanding the terms of any Special Resolution for their insertion.

Dated 22 June 2001


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(B.T. Cook, FCA)
Director and Secretary

Presented by:-
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