

Company number 06368740

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

Development Initiatives Poverty Research Limited (Company)

2nd October 2015 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

SPECIAL RESOLUTION

THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed by:

Date:

Antony German



9/10/15

Judith Randel



9/10/15

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods

By hand delivering the signed copy to the Company's Registered Office

Post returning the signed copy by post to the Company's Registered Office

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Sarah Bratton@TLTsolicitors.com Please type "DIPR Written resolutions" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

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COMPANIES HOUSE

3. Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

The Companies Acts 1985 to 2006

**Company Limited by Guarantee
and not having a Share Capital**

**Articles of Association
of
Development Initiatives Poverty Research Limited
Company number 06368740**

1 Definitions and Interpretation

- 1 1 In these Articles, unless the context otherwise requires, expressions defined in the Companies Act 1985 (as amended) shall bear the meanings so defined and, unless the context otherwise requires, the following words have the following meanings

"the Act" the Companies Act 1985, including any statutory modification or re-enactment thereof and as superseded by the Companies Act 2006;

"address" in relation to electronic communications, includes any number or address used for the purposes of such communications,

"these Articles" these articles of association of the Company (including as from time to time altered or added to by special resolution,

"the Committee" or "the Directors" the directors of the Company, or their alternates, present at a duly convened meeting of Directors at which a relevant quorum is present,

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is

	given or on which it is to take effect,
"communication"	means the same as in the Electronic Communications Act 2000;
"the Company"	Development Initiatives Poverty Research Limited,
"Electronic communication"	has the same meaning as ascribed to it in the Electronic Communications Act 2000;
"Member"	a member of the Company;
"Memorandum"	the Company's Memorandum of Association;
"month"	a calendar month,
"Secretary"	the person appointed as Company Secretary;
"the United Kingdom"	Great Britain and Northern Ireland (but excluding the Channel Islands and the Isle of Man).

1.2 In these Articles, unless the context otherwise requires:

- 1.2 1 words importing the singular only shall include the plural and vice versa;
- 1 2 2 words importing the masculine gender only shall include the feminine gender;
- 1.2.3 words importing persons shall include corporations,
- 1 2 4 reference to any statute or statutory provision includes a reference to that statute or statutory provision as from time to time amended, extended or re-enacted, and
- 1.2.5 words and phrases defined in the Act, the Companies Acts 1989, 2004 and 2006 or the Regulations (but excluding any statutory modification thereof not in force on the date of adoption of these Articles) and in these Articles bear the same respective meanings
- 1 2.6 all headings and explanatory notes are included for convenience only and do not form part of the Articles, and shall not be used in the interpretation of the Articles.

2. **Objects**

The Company is established for the objects expressed in the Memorandum.

3 Members

- 3 1 The subscribers to the Memorandum and such other persons as the Committee shall admit to membership shall be members of the Company,
- 3 2 Every person admitted to membership of the Company shall either sign a written consent to become a member or sign the register of members;
- 3.3 An application for membership may be approved or rejected by the Committee. The Committee shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made;
- 3 4 Unless the members of the Committee or the Company in general meeting shall make other provision pursuant to the powers contained in article 21, the Committee members may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than one

4. General meetings

- 4 1 The Company shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year The Annual General Meeting shall be held at such time and place as the Committee shall appoint All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings,
- 4.2 The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act

5 Notice of general meetings

- 5 1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing Other meetings shall be called by at least 14 clear days' notice in writing The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner mentioned below or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed
 - 5 1 1 in the case of the Annual General Meeting, by all the members entitled to attend and vote, and

- 5.1 2 in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the members;
- 5.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting
- 6 Proceedings at general meetings**
- 6.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors;
- 6 2 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; two members present in person shall be a quorum except where there is only one member Where there is only one member, quorum for the transaction of business at a general meeting is one. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine,
- 6.3 The Chair, if any, of the Committee shall chair every general meeting of the Company, or if there is no such Chair, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to chair the meeting;
- 6.4 If at any meeting no Committee member is willing to act as Chair or if no Committee member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting,
- 6 5 A Committee member shall, notwithstanding that he is not a member of the Company, be entitled to attend and speak at any general meeting;
- 6 6 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting;
- 6.7 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

6.7 1 by the Chair, or

~~6.7 2 by at least 2 members present and having the right to vote at the meeting;
or~~

6.7 3 by any member or members present in person and representing not less than one-third of the total voting rights of all the members having the right to vote at the meeting,

6 8 Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution,

6 9 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chair. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made;

6.10 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall not be entitled to a second or casting vote,

6 11 A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the Chair of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded;

6 12 Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at general meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of 2 or more documents in like form each signed by one or more members.

7. Votes of members

7 1 Every member shall have one vote,

7.2 No member shall be entitled to vote at any general meeting unless all money presently payable by him to the Company has been paid;

7 3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

8. Organisations acting by representatives at meetings

Any organisation which is a member of the Company may by resolution of its committee or other governing body authorise such person as it thinks fit to act as its

representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company

9 Committee of management

- 9.1 The maximum and minimum number of Committee members shall be determined by the Company in general meeting, but unless and until so fixed there shall be no maximum number and the minimum number of Committee members shall be one.
- 9.2 The first Committee members shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have appointed under these Articles. Future Committee members shall be appointed as provided subsequently in these Articles.
- 9.3 Each Committee member shall have the power at any time to appoint an alternate director. Every appointment and renewal of an alternate director shall be in writing and signed by the appointor. An alternate director so appointed shall not be entitled as such to receive any remuneration from the Company and shall be subject to the provisions of these Articles with respect to Directors. An alternate director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor. An alternate director shall (subject to his giving to the Company address at which notices may be served upon him) be entitled to receive notices of all meetings of the Committee and of any sub-committee of which his appointor is a member and to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.

10 Borrowing powers

- 10.1 The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, 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

11. Powers and duties of the Committee

- 11.1 The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in general meeting, but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made,
- 11.2 The Committee shall cause minutes to be made:
- 11.2.1 of all appointments of officers made by the Committee,
 - 11.2.2 of the names of the Committee members present at each Committee meeting;

- 11.2.3 of all resolutions and proceedings at all meetings of the Company, and of the Committee.

12 Disqualification of Committee members

12.1 The office of Committee member shall be vacated if the member

- 12.1 1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 12 1 2 ceases to be a Committee member by virtue of any provision in the Act or is disqualified from acting as a Committee member by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision), or
- 12 1 3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs, or
- 12 1 4 resigns his office by written notice to the Company; or
- 12 1.5 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act, or
- 12 1 6 is absent without the permission of the Committee members from either three consecutive Committee meetings or three out of five consecutive Committee meetings and the Committee members resolve that his office be vacated; or
- 12 1.7 is removed by notice in writing to the Company signed by a majority of the Committee members

12 2 Subject to the provisions of the Act and provided that he has disclosed to the Committee the nature and extent of any material interest of his, a Director notwithstanding his office

- 12.2.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is in any way interested,
- 12 2.2 may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested,
- 12 2 3 may, or any firm or company of which he is a principal may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested,
- 12 2 4 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body

corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

12.2 5 shall be entitled to vote and be counted in the quorum on any matter concerning paragraph 12 2.1 to 12 2 4 above

12 3 For the purposes of this Article:

12.3 1 a general notice to the Committee that a Director is to be regarded as having an interest in a particular transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and to the extent specified in such general notice,

12.3 2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

12 3 3 an interest of a person who is, for any purpose of the Act, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without the prejudice to any interest which the alternate director has otherwise.

13. Election of Committee members

13 1 The members of the Committee shall not be required to retire by rotation,

13 2 Unless recommended by the Committee no person shall be eligible for election to the Committee at any general meeting unless, not less than 3 nor more than 21 days before the date set for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected;

13 3 Subject to article 9 1 the Company may from time to time by ordinary resolution increase or reduce the number of Committee members,

13.4 The Committee shall have power at any time to appoint any person to be a Committee member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Committee members shall not at any time exceed any maximum number fixed in accordance with these Articles;

13 5 The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Committee member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Committee member removed under this article;

13 6 No person may be appointed as a Committee member

- 13 6.1 unless he has attained the age of 18 years,
- 13 6 2 in circumstances such that, had he already been a Committee member, he would have been disqualified from acting under the provisions of article 12.

14. Proceedings of the Committee

- 14.1 The Committee may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit Questions arising at any meeting shall be decided by a majority of votes In the case of an equality of votes the Chair shall not have a second or casting vote. A Committee member may, and the Secretary on the request of a Committee member shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the United Kingdom;
- 14.2 The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and, unless so fixed, shall be two;
- 14 3 The Committee may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Company, but for no other purpose,
- 14 4 The Committee may elect a Chair of its meetings and determine the period for which he is to hold office; but, if no such Chair is elected, or if at any meeting the Chair is not present within 5 minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting,
- 14.5 The Committee may delegate any of its powers to sub-committees consisting of such persons as it thinks fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee fully and promptly,
- 14 6 A sub-committee may elect a Chair of its meetings, if no such Chair is elected, or, if at any meeting the Chair is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;
- 14.7 A sub-committee may meet and adjourn as it thinks proper Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote,
- 14 8 All acts done by any meeting of the Committee or of a sub-committee, or by any person acting as a Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee member;

- 14 9 A resolution in writing, signed by all the Committee members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Committee members.

15 Secretary

- 15 1 Subject to Section 293 of the Act, a Secretary may be appointed by the Committee for such term at such remuneration and on such conditions as the Committee think fit; and any Secretary so appointed may be removed by it provided that no Committee member may occupy the salaried position of Secretary,

- 15 2 A provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Committee member and as, or in place of, the Secretary.

16 The seal

The Committee shall provide for the safe custody of the seal, if any, which shall be used only by the authority of the Committee or of a sub-committee authorised by the Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Committee member and shall be countersigned by the Secretary or by a second Committee member or by some other person appointed by the Committee for the purpose.

17. Accounts

Accounts shall be prepared in accordance with the provisions of the Act.

18 Notices

- 18.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Committee need not be in writing,

- 18 2 The Company may give any notice to a member either personally or by sending it by post to him or to his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company,

- 18 3 Notice of every general meeting shall be given in any manner authorised by these Articles to

18 3 1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

18 3.2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting,

18.3.3 the auditor for the time being of the Company; and

18.3.4 each Committee member

No other person shall be entitled to receive notice of general meetings,

18.4 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called;

18.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

19 **Indemnity**

Subject to the provisions of the Act every Committee member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

20 **Dissolution**

Clause 7 of the Memorandum relating to the winding-up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

21 **Rules or byelaws**

21.1 The Committee may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the above, it may by such rules or byelaws regulate.

21.1.1 the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,

21.1.2 the conduct of members of the Company in relation to one another, and to the Company's employees;

21.1.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,

- 21.1 4 the procedure at general meetings and meetings of the Committee and sub-committees in so far as such procedure is not regulated by these articles; and
- 21.1 5 generally all such matters as are commonly the subject matter of Company rules;
- 21 2 The Company in general meeting shall have power to alter or repeal the rules or byelaws and to make additions to them, and the Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Company all such rules or byelaws, which so long as they shall be in force, shall be binding on all members of the Company provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of association of the Company.