

TUESDAY



A21 *A66JH9Z7* 16/05/2017 #289
COMPANIES HOUSE



Dear Sirs,

Overseas Development Institute - Company number: 661818 Charity number: 2282248

I, Helen Wailling certify that the following special resolution was duly passed as a written resolution on 12/05/2017 in accordance with the Companies Act 2006:

**Company number: 661818
Charity number: 228248**

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

OVERSEAS DEVELOPMENT INSTITUTE

("Company")

Circulation date: 21st April 2017

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

By special resolution

1. THAT the existing articles of association of the Company be amended as follows.
 - a. The provisions of Articles 3.3 to 3.6 (inclusive) be deleted and replaced with the following provisions:
 - 3.3 *A Trustee may not act as a Trustee unless he/she:*
 - 3.3.1 *is a Member or has consented in writing to become a Member in accordance with these Articles; and*
 - 3.3.2 *has signed a written declaration of willingness to act as a charity trustee of the Institute.*
 - 3.4 *A Trustee (if eligible and willing to act) may be appointed at any time by a decision of the Trustees. Trustees shall hold office for a term of three years and shall then (subject to reappointment) retire from office.*
 - 3.5 *Subject to Article 3.6, a retiring Trustee (if eligible and willing to act) may be reappointed for no more than two further terms in accordance with Article 3.4.*
 - 3.6 *In exceptional circumstances, notwithstanding Article 3.5, having regard to the special skills or knowledge of a particular Trustee, that Trustee may be reappointed for a further term or terms in accordance with Article 3.4.*
 - b. The provisions of Article 3.8 be deleted.

- c. In Article 4.4 the following words be deleted:

and Member

- d. The following provisions be inserted as a new Article 4.6:

4.6 *In addition to any other meetings of the Trustees the Trustees shall hold an annual trustee meeting each year and not more than 15 months shall pass between one annual trustee meeting and the next one. At each annual trustee meeting the Trustees shall:*

4.6.1 *receive the accounts of the Institute for the previous financial year;*

4.6.2 *receive a written report on the Institute's activities;*

4.6.3 *be informed of the retirement of those Trustees who wish to retire or whose term of office is due to expire in accordance with these Articles;*

4.6.4 *appoint new or additional Trustees in accordance with these Articles;*

4.6.5 *appoint reporting accountants, auditors or independent examiners for the Institute; and*

4.6.6 *consider any other business of the Institute.*

- e. The provisions of Articles 5.3 and 5.4 be deleted and replaced with the following provisions:

5.3 *The Chairman and, if appointed, the Deputy Chairman shall be appointed to serve for his or her current term as a Trustee and may be reappointed as Chairman if reappointed as a Trustee. The Chairman and, if appointed, the Deputy Chairman shall cease to hold office if he or she ceases to be a Trustee for any reason.*

5.4 *To confer on any individual (with his/her consent) the honorary title of Patron, President or Vice-President of the Institute.*

- f. In Article 7.3 the following words be deleted:

and may be made available for inspection by Members who are not Trustees if the Trustees so decide

- g. The provisions of Article 8.2 be deleted and replaced with the following provisions:

8.2 *The Trustees shall be the Members and each Trustee from time to time shall be admitted to Membership upon appointment as a Trustee. Membership is terminated if the Member concerned resigns by notice in writing to the Institute or ceases to be a Trustee for any reason.*

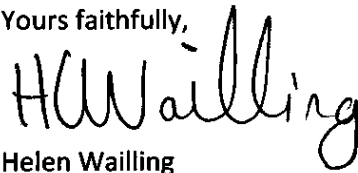
- h. The provisions of Article 9.2 be deleted and replaced with the following provisions:

9.2 *General meetings are called on at least 14 and not more than 28 clear days' written notice indicating the date, time and place of the meeting and the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution and stating that it is proposed as a special resolution. Notice shall be sent to every Member and the Institute's auditor.*

- i. The provisions of Articles 9.8 and 9.9 be deleted.

- j. In Article 15.2 the defined term 'AGM' and its definition be deleted.
- k. In Article 15.2 the defined terms be reordered in alphabetical order.
- l. In the Articles all typographical errors be corrected.
- m. In the Articles all paragraph numbering and cross-references be renumbered, as appropriate.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'H Wailling'. The signature is written in a cursive, flowing style with a large initial 'H'.

Helen Wailling
Company Secretary