

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CALIBRE AUDIO



1. INTERPRETATION

- 1.1 In these Articles, the words in the first column of the table below, shall bear the meanings set opposite to them in the second column, if not inconsistent with the subject or context:

<b>address</b>	a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a text message number; in each case registered with the Charity.
<b>the or these Articles</b>	the Charity's articles of association.
<b>Board</b>	the Board of Directors.
<b>Chair</b>	the person selected from time to time to chair meetings of the Directors in accordance with Article 19.11.
<b>the Charity</b>	the above named company regulated by these Articles.
<b>clear days</b>	<p>in relation to the period of notice, a period excluding:</p> <ul style="list-style-type: none"><li>• the day when the notice is given or deemed to be given, and</li><li>• the day for which it is given or on which it is to take effect.</li></ul>
<b>Charity Commission</b>	the Charity Commission for England and Wales .
<b>Companies Acts</b>	the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Charity.
<b>Connected Person</b>	<p>includes:</p> <ul style="list-style-type: none"><li>(a) any child, parent, grandchild, grandparent, brother or sister of a Director (and includes any step-child);</li><li>(b) the spouse, civil partner of a Director or any person falling within (a) (and includes</li></ul>

	<p>any person with whom a Director lives as partner in an enduring relationship);</p> <p>(c) a person carrying on business in partnership with a Director or with any person falling within (a) or (b);</p> <p>(d) an institution which is controlled: (i) by a Director or by any person falling within (a), (b) or (c), or (ii) by two or more persons falling within (d)(i), when taken together; and</p> <p>(e) a body corporate in which (i) a Director or any connected person falling within any of paragraphs (a) to (c) has a substantial interest, or (ii) two or more persons falling within (e)(i) when taken together, have a substantial interest;</p> <p>and 'controlled' and 'substantial interest' have the meaning provided in sections 51 to 352 Charities Act 2011.</p>
<b>Director</b>	A director of the Charity, and includes any person occupying the position of director, by whatever name called. The directors are Charity trustees as defined by Section 177 of the Charities Act 2011.
<b>Document</b>	Includes, unless otherwise specified, any document sent or supplied in electronic form.
<b>Electronic Form</b>	As stated in section 1168 of the Companies Act 2006.
<b>Eligible Directors</b>	all Directors who would be entitled to vote on a resolution at a Board meeting.
<b>Financial Expert</b>	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000.
<b>Member</b>	The members of the Charity for the purposes of company law.
<b>month</b>	Calendar month.
<b>the Objects</b>	has the meaning given to it in Article 4.
<b>the Office</b>	The registered office of the Charity.
<b>Officers</b>	The directors and the secretary.
<b>Ordinary Resolution</b>	As stated in section 282 of the Companies Act 2006.
<b>OSCR</b>	Office of the Scottish Charity Regulator, or any successor body.
<b>Proxy notice</b>	As stated in Article 12.1.

<b>Special resolution</b>	As stated in section 283 of the Companies Act 2006.
<b>United Kingdom</b>	Great Britain and Northern Ireland.
<b>in writing</b>	The representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless specifically stated otherwise:

- 1.2.1 Words or expressions bear the same meaning as set out in the Companies Acts in force on the date when these Articles become binding on the Charity;
- 1.2.2 Words denoting the singular include the plural and vice versa;
- 1.2.3 Words denoting any one gender include all genders;
- 1.2.4 Each reference to **person** includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund and trust (in each case, whether or not having separate legal personality); and
- 1.2.5 General words shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things.

1.3 The Companies (Model Articles) Regulations 2008 shall not apply to the Charity.

**2. NAME AND OFFICE**

2.1 The name of the Charity is Calibre Audio (or such other name as the Directors shall from time to time decide).

2.2 The Office of the Charity will be situated in England.

**3. LIABILITY OF MEMBERS AND GUARANTEE**

3.1 The liability of members is limited.

3.2 Every Member undertakes that if the Charity is wound up while they are a Member, or within one year after they cease to be a Member, that Member will contribute to the assets of the Charity such amount as may be required for the payment of the debts and liabilities of the Charity contracted before they ceased to be a Member, payment of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves not exceeding £1.

**4. OBJECTS**

4.1 The Charity's Objects are to enrich the life quality and opportunities for people of all age groups with a print disability by providing access to audio books and content, and to raise awareness of related issues affecting such people

4.2 Nothing in the Articles shall authorise an application of the property of the Charity whether in pursuance of its powers or upon dissolution for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

## **5. POWERS**

5.1 In furtherance of the Objects but not further or otherwise, the Charity shall have the following powers (but only to the extent to which they may lawfully be exercised by a company having exclusively charitable objects):

- 5.1.1 to raise funds and organise appeals and invite and receive contributions from any person whatsoever by way of subscription (whether or not under deed of covenant), donation and otherwise, and whether or not subject to any special trusts or conditions, provided that the Charity shall not undertake any permanent trading activities in raising funds, the profits of which are liable to tax, otherwise than for carrying out the Objects;
- 5.1.2 to set aside funds for special purposes or as reserves against future expenditure in accordance with any reserves policy (if any) maintained by the Charity from time to time;
- 5.1.3 to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary for the promotion of the Objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Charity;
- 5.1.4 subject to such consents as may be required by law (including without limitation sections 117 to 129 of the Charities Act 2011), to sell, exchange, let, mortgage, charge, grant or create security over, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Charity;
- 5.1.5 subject to such consents as may be required by law, to borrow and raise money and secure or discharge any debt or obligation of the Charity in such manner as may be thought fit and in particular by mortgages of, or charges upon or security over, the undertaking and all or any of the real and personal property or assets (present and future) of the Charity or by the creation and issue of debentures, debenture stock or other obligations or securities of any description;
- 5.1.6 to establish, support, act as trustee of or aid in the establishment and support of any charitable associations, institutions or trusts and to subscribe or guarantee money for charitable purposes in any way connected with the Objects or which shall further the Charity's interests or any of them;
- 5.1.7 to subscribe to, support, affiliate, become a member of, transfer all or any of the Charity's property to, amalgamate with or cooperate with any other charitable organisation, institution, society or body not formed for or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are, wholly or in part, similar to those of the Charity and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Charity;
- 5.1.8 to employ staff and to make provision for the payment of pensions and superannuation to or on behalf of employees and former employees of the Charity and their spouses, civil partners, widows, widowers and other dependants and to provide life, health, accident and other insurances and other benefits (financial or otherwise) to or for the benefit of any of them;
- 5.1.9 to invest the monies of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit and to vary the investments in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, provided that in all cases the exercise of this power must be consistent with any investment policy of the Charity adopted from time to time (if any);
- 5.1.10 to delegate the management of investments to a Financial Expert but only on terms that:

- (a) the investment policy is set down in writing for the Financial Expert by the Directors;
  - (b) every transaction is reported promptly to the Directors;
  - (c) the performance of the investments is reviewed regularly with the Directors;
  - (d) the Directors are entitled to cancel the delegation arrangements at any time;
  - (e) the investment policy and the delegation arrangement are reviewed at least once a year;
  - (f) all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
  - (g) the Financial Expert must not do anything outside the powers of the Directors.
- 5.1.11 to arrange for investments or other property or assets of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales or Scotland) acting under the control of the Directors or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
- 5.1.12 to provide indemnity insurance to cover the personal liability of the Directors, in accordance with and subject to the conditions in section 189 Charities Act 2011;
- 5.1.13 to insure the property and assets of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 5.1.14 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them;
- 5.1.15 to use any form of media and communication including but not limited to printing and publishing any newspaper, periodicals, books, articles or leaflets using films, television, video and the internet;
- 5.1.16 to purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Charity of any one or more charitable organisations, institutions, societies or bodies having objects altogether or in part similar to the Objects
- 5.1.17 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 5.1.18 to undertake or support research in furtherance of the Objects and to publish the useful results of such research;
- 5.1.19 in so far as is permitted by law, to give all kinds of indemnities and to guarantee the performance of the obligations and liabilities of any person in each case either with or without the Charity receiving any consideration or advantage;
- 5.1.20 to arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- 5.1.21 to provide financial assistance, to make grants or loans of money, to give guarantees and donations to and to provide equipment and apparatus;
- 5.1.22 to make applications for consent under bye-laws or regulations and other like applications;

- 5.1.23 to enter into contracts and provide services to or on behalf of other bodies;
- 5.1.24 to establish or acquire subsidiary companies to assist or act as agents for the Charity;  
and
- 5.1.25 to do all such other lawful and charitable things as shall further the attainment of the Objects.

## **6. APPLICATION OF INCOME AND PROPERTY**

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members and no Director shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity, provided that this Article shall not prevent any payment in good faith by the Charity:
  - 6.1.1 to any Director of reasonable out-of-pocket expenses;
  - 6.1.2 of an indemnity to any Director in respect of any liabilities properly incurred in running the Charity in accordance with Article 28; and
  - 6.1.3 of the payment of any premium in respect of any indemnity insurance to cover the liability of the Directors as permitted under Article 5.1.12.

## **7. CONFLICTS OF INTEREST**

- 7.1 To the extent required by law every Director must disclose to the Charity all matters in which they or a Connected Person has an interest which could, directly or indirectly, conflict with the interests of the Charity.
- 7.2 To the extent required by law every Director is obliged to avoid situations in which they have (or could have) a direct or indirect interest that conflicts (or could conflict) with the interests of the Charity. Where a Director is unable to avoid such a situation, this obligation is not infringed if:
  - 7.2.1 the situation could not reasonably be regarded as likely to give rise to a conflict of interest; or
  - 7.2.2 the matter has been proposed and authorised by the Directors in the manner set out in Article 7.3.
- 7.3 A matter proposed to the Directors, in relation to which a Director(s) is/are conflicted, may only be authorised by the Directors pursuant to Article 7.2.2 where:
  - 7.3.1 subject to Article 7.4, any requirements as to the quorum at the Board meeting at which the matter is considered is met without counting the Director(s) in question;
  - 7.3.2 the matter is authorised without the Director(s) in question voting on the matter (or would have been agreed to had their vote not been counted); and
  - 7.3.3 the Director(s) in question is absent from the Board meeting for that item unless expressly invited to remain to provide information.
- 7.4 Where there are insufficient Eligible Directors to form a quorum at a Board meeting (or part of it) the Eligible Directors present shall be deemed to form a quorum for the purposes of authorising the matter proposed to them under Article 7.2.2 provided that:
  - 7.4.1 they are satisfied that the Director(s) in question will not receive any direct or indirect benefit other than one permitted by these Articles; and

- 7.4.2 the total number of Eligible Directors is at least two.
- 7.5 Subject to Article 7.6, where a Director or Connected Person is determined to have a direct or indirect interest in any proposed transaction or arrangement with the Charity, the relevant Director must:
- 7.5.1 declare the nature and extent of that interest either at a Board meeting or by written notice before the Charity enters into the transaction or arrangement;
  - 7.5.2 be absent from the Board meeting for that item unless expressly invited to remain in order to provide information;
  - 7.5.3 not be counted in the quorum for that part of the Board meeting; and
  - 7.5.4 be absent during any vote and have no vote on the matter (whether in a Board meeting or by written resolution).
- 7.6 Notwithstanding Article 7.5, a Director who is interested in a proposed transaction or arrangement with the Charity may participate in the decision-making process and count towards the quorum for that part of the Board meeting, and be permitted to vote, if the proposed transaction or arrangement is one falling within Article 7.7 (**a permitted cause**).
- 7.7 This Article applies when a Director's interest in a proposed transaction or arrangement cannot reasonably be regarded as likely to give rise to a conflict of interest, or the Director's conflict of interest arises from any of the following permitted causes:
- 7.7.1 where the proposed transaction or arrangement is one which applies to the Director(s) in question in common with other third parties and there is no benefit to the Director(s) in question over and above that afforded to such third parties;
  - 7.7.2 any transaction or arrangement with a charity of which a Director is a charity trustee or with which they are otherwise connected and which is in furtherance of the objects of the Charity and which does not confer a personal benefit on the Director;
  - 7.7.3 any transaction or arrangement with a company limited by shares or a company limited by guarantee which is wholly owned by the Charity (or the Charity and other charities) and in which a Director does not have an interest otherwise than as an unpaid director and which does not confer a personal benefit on the Director; and
  - 7.7.4 where the benefit is so negligible or minimal that it could not reasonably be regarded as giving rise to a conflict of interest.
- 7.8 Subject to Article 7.9, if a question arises at a Board meeting as to the right of a Director to participate in the Board meeting (or part of the Board meeting) for voting or quorum purposes, the question may, before the conclusion of the Board meeting, be referred to the Chair whose ruling in relation to any Director other than the Chair shall be final and conclusive.
- 7.9 If any question as to the right to participate in the Board meeting (or part of the Board meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Directors at that Board meeting, for which purpose the Chair shall not be counted as participating in the Board meeting (or that part of the Board meeting) for voting or quorum purposes.
- 8. MEMBERS**
- 8.1 Members shall automatically be the persons appointed from time to time as the Directors, and no person who is not a Director may be a Member.
- 8.2 Membership is not transferable, and a Member shall cease to be a Member automatically upon ceasing to be a Director.

- 8.3 The Directors may from time to time establish other categories of membership, including informal or supporter membership, and may set out the rights and duties of such Members (and may vary or revoke such rights and duties from time to time) and may from time to time require the payment of a subscription fee.

## **9. GENERAL MEETINGS**

The Directors may call a general meeting at any time.

## **10. NOTICE OF GENERAL MEETINGS**

- 10.1 The minimum periods of notice required to hold a general meeting of the Charity are:
- (a) twenty-one clear days' notice for an annual general meeting or a general meeting called for the passing of a special resolution; and
  - (b) fourteen clear days for all other general meetings.
- 10.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 10.3 The notice must specify the date, time and place of the meeting, and the general nature of the business to be transacted. If the meeting is to be an annual general meeting the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 12.
- 10.4 The notice must be given to all the Members, Directors and the Charity's auditors.
- 10.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

## **11. PROCEEDINGS AT GENERAL MEETINGS**

- 11.1 No business shall be transacted at any general meeting unless a quorum is present.
- 11.2 A quorum is three Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 11.3 If:
- 11.3.1 a quorum is not present within thirty minutes from the time appointed for the meeting; or
  - 11.3.2 during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Directors shall determine.
- 11.4 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting unless agreed otherwise on the passing of the proper short notice specified in Article 10.2.
- 11.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 11.6 General meetings shall be chaired by the Chair.
- 11.7 If there is no Chair, or he or she is not present within fifteen minutes of the time appointed for the meeting, a Director nominated by the Directors shall chair the meeting.



- 11.8 The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person who is chairing the meeting which has been adjourned under this Article 11.8 must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 11.9 No business shall be conducted at any reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 11.10 Any vote at a meeting shall be decided by a show of hands, and a declaration by the Chair (or such other individual nominated under Article 11.7) that a resolution has been passed shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 11.11 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 11.12 Any of the Members can take part in a general meeting by way of:
- 11.12.1 video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or
  - 11.12.2 a series of video conferences or telephone calls from the Chair (of such other person as is chairing the meeting having been nominated in accordance with Article 11.7).
- 11.13 Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chair will be treated as taking place where the Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chair is unless the Directors decide otherwise. For the purposes of this Article 11.13, reference to the Chair shall be references to the Chair or a person nominated to chair the relevant general meeting in accordance with Article 11.7.

## **12. CONTENT OF PROXY NOTICES**

- 12.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- 12.1.1 states the name and address of the member appointing the proxy;
  - 12.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 12.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - 12.1.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 12.2 The Directors may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 12.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 12.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 12.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 12.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

- 12.5 A person appointed as a proxy who is also entitled to vote in his or her own right as a member will be entitled to vote twice, firstly on their own behalf and secondly on behalf of the person appointing them as proxy.
- 12.6 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 12.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 12.8 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person, provided that such proxy notice has been revoked in accordance with Article 12.7.
- 12.9 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

### **13. WRITTEN RESOLUTIONS OF MEMBERS**

- 13.1 Except in the case of a resolution to remove a Director or an auditor before the end of their term<sup>1</sup>, a resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 13.1.1 a copy of the proposed resolution has been sent to every eligible Member;
  - 13.1.2 in the case of a special resolution, it is stated on the resolution that it is a special resolution;
  - 13.1.3 a simple majority (or in the case of a special resolution a majority of not less than 75%) of the members has signified its agreement to the resolution;
  - 13.1.4 it complies with any other legal requirements in force from time to time; and
  - 13.1.5 it is contained in an authenticated document which has been received at the Charity's registered office within a period of 28 days beginning with the circulation date.
- 13.2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- 13.3 A resolution in writing is passed when the required majority of Members have signified their agreement to it

### **14. VOTES OF MEMBERS**

- 14.1 Subject to Article 12.5, every member shall have one vote.
- 14.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

### **15. DIRECTORS**

- 15.1 A Director must be a natural person aged 16 years or older.

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<sup>1</sup> NOTE: these decisions cannot as a matter of company law be taken by written resolution.

15.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 18.1.

15.3 Unless otherwise determined by an ordinary resolution of the Charity, the number of Directors shall not be less than three nor more than eleven.

## **16. POWERS OF DIRECTORS**

16.1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity, subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.

16.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

16.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

## **17. APPOINTMENT AND RETIREMENT OF DIRECTORS**

17.1 Subject to Article 15.2, the Directors shall have power at any time from time to time to appoint any person who is able and willing to act to be a Director, provided that such appointment does not cause the maximum number of Directors set out at Article 15.3 (as may be modified by an ordinary resolution of the Charity) to be exceeded.

17.2 The Directors at the date these Articles are adopted (the "**Existing Directors**") shall be the persons named below, who shall serve in office for the period specified opposite their name, subject to re-appointment in accordance with the provisions of this Article 17:

<b>Director</b>	<b>Expiry of term</b>
David Stephens	23 July 2025
Rebeca Gonyora	1 January 2026
Miles Stevens-Hoare	6 July 2026
Fraser Hutchinson	6 July 2026
Robert Aldous	6 July 2026
Howard Nead	6 July 2026
Richard Balkwill	24 July 2024
John James Godber	23 July 2025

17.3 Subject to Article 17.2 in the case of the Existing Directors, each Director shall be appointed for a three year term.

17.4 On the expiry of a Director's term of office, they shall retire from the Board but (subject to Article 17.5) may be eligible for re-appointment by the Board in accordance with Article 17.1, provided that no Director shall serve more than three consecutive three year terms of office.

- 17.5 Any director who has completed two or more terms of office prior to adoption of these Articles will only be eligible for re-appointment by the Board for one further three year term.
- 17.6 A person shall not be entitled to act as a Director, whether on a first or any subsequent entry into office, until they have signed a declaration of acceptance and willingness to act in accordance with the terms of these Articles.

## **18. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 18.1 A Director shall cease to hold office if he or she:

- 18.1.1 ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a Director;
- 18.1.2 is disqualified from acting as a charity trustee by virtue of sections 178 and 178A of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- 18.1.3 dies;
- 18.1.4 is the subject of a written opinion by a registered medical practitioner who is treating that Director, addressed to the Charity, stating that the Director has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 18.1.5 resigns as a Director by notice to the Charity (but only if at least three Directors will remain in office when the notice of resignation is to take effect);
- 18.1.6 is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated as a consequence;
- 18.1.7 the Directors pass a resolution to remove them from office on the basis that in their reasonable opinion, the Director in question's conduct or behaviour is detrimental to the interests of the Charity or otherwise in breach of any code of conduct in place from time to time, provided that the Director in question has had the opportunity to respond to any proposed removal before the Board meeting at which his or her removal is to be considered; or
- 18.1.8 the Members pass a resolution to remove them from office, provided that the Director in question has had the opportunity to respond to any proposed removal before the Members' resolution is considered.

## **19. PROCEEDINGS OF DIRECTORS**

- 19.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles and the Companies Acts.
- 19.2 Any Director may call a meeting of the Directors.
- 19.3 The Secretary (if any) must call a meeting of the Directors if requested to do so by a Director.
- 19.4 Questions arising at a meeting shall be decided by a majority of votes.
- 19.5 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all other participants.
- 19.6 In the case of an equality of votes, the Chair shall have a second or casting vote.

- 19.7 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. Present includes being present by suitable electronic means subject to compliance with Article 19.5.
- 19.8 The quorum shall be three or such larger number as may be decided from time to time by the Directors.
- 19.9 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote, by reason of a conflict of interest under Article 7 or otherwise.
- 19.10 If the number of Directors is less than the number fixed as the quorum, the Directors or Director in office may act only for the purpose of filling vacancies on the Board or of calling a general meeting.
- 19.11 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- 19.12 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside, or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting, and for the purposes of the provisions of this Article 19 reference to the Chair includes a reference to a Director so appointed.
- 19.13 The Chair shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors.
- 19.14 A resolution in writing or in electronic form, agreed by a simple majority of all the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held provided that:
- 19.14.1 a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
- 19.14.2 a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days, beginning with the circulation date.
- 19.15 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.
- 19.16 All acts bona fide done by any meeting of the Directors, or of any committee of the Directors, or by any person acting as a Director, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director, or person acting as aforesaid, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

## **20. EXECUTION OF DOCUMENTS**

All documents to which the Charity is a party shall be executed in accordance with the terms of the Act and with any schemes of delegation in place from time to time (if any).

## **21. THE SECRETARY**

22. A secretary may be appointed by the Directors for such time, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The Board may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary, or no secretary capable of acting.

## **23. MINUTES**

23.1 The Directors must keep minutes of all:

- 23.1.1 appointments of officers made by the Directors;
- 23.1.2 proceedings at general meetings;
- 23.1.3 Board meetings, including:
  - (a) the names of the Directors present at the meeting;
  - (b) a precis of discussions which take place between the Directors;
  - (c) the decisions made; and
  - (d) the reasons for the decisions.

## **24. ACCOUNTS**

Accounts and records shall be prepared, maintained and (where necessary) filed in accordance with the requirements of law and generally accepted accounting practice for companies of the nature of the Charity, carrying on activities of the nature carried on by the Charity in the relevant jurisdiction(s).

## **25. ANNUAL REPORT**

The Directors shall comply with their obligations under the Charities Act 2011 and the Charities and Trustee Investment (Scotland) Act 2005 (if relevant) (or any statutory re-enactment or modification of those Acts) with regard to the preparation of any annual report and its transmission to the relevant regulator.

## **26. ANNUAL RETURN**

The Directors shall comply with their obligations under the Charities Act 2011 and the Charities and Trustee Investment (Scotland) Act 2005 (if relevant) (or any statutory re-enactment or modification of those Acts) with regard to the preparation of any annual return and its transmission to the relevant regulator.

## **27. MEANS OF COMMUNICATION TO BE USED**

- 27.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- 27.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 27.3 Any notice to be given to or by any person pursuant to the Articles must be in writing.
- 27.4 The Charity may give any notice to a Member:
  - 27.4.1 personally; or
  - 27.4.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address; or

- 27.4.3 by leaving it at the address of the member; or
- 27.4.4 by giving it in electronic form to an electronic address notified by the Member to the Charity.
- 27.5 A Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notification from the Charity.
- 27.6 A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 27.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 27.8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 27.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
  - 27.9.1 48 hours after the envelope containing it was posted; or
  - 27.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

## **28. INDEMNITY**

- 28.1 Subject to the provisions of the Act and these Articles, but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall be indemnified out of the assets of the Charity against all costs and liabilities incurred by them in defending any proceedings or investigation by any regulatory authority, whether civil or criminal, in which judgment is given in their favour, or they are acquitted, or relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.
- 28.2 To the extent permitted by law from time to time, the Charity may provide funds to every Trustee to meet expenditure incurred or to be incurred by them in any proceedings (whether civil or criminal) brought by any party in relation to the affairs of the Charity, provided that they will be obliged to repay such amounts no later than:
  - 28.2.1 if they are convicted in proceedings, the date when the conviction becomes final; or
  - 28.2.2 if judgement is given against them in proceedings, the date when the judgement becomes final; or
  - 28.2.3 if the court refuses to grant them relief on any application under the Act, the date when refusal becomes final.
- 28.3 Subject to the provisions of the Act and these Articles, the Trustees may purchase and maintain insurance at the expense of the Charity for the benefit of any Trustee, or other officer, of the Charity against any liability which may attach to them or loss or expenditure which they may incur in relation to anything done or alleged to have been done or omitted to be done as a Trustee or other officer.

## **29. RULES**

- 29.1 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

- 29.2 The rules or bye laws implemented pursuant to Article 29.1 may regulate the following matters but are not restricted to them:
- 29.2.1 the conduct of Directors and Members in relation to one another, and to the Charity's employees and volunteers;
  - 29.2.2 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
  - 29.2.3 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the Articles;
  - 29.2.4 generally, all such matters as are commonly the subject matter of company rules.
- 29.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 29.4 The rules or bye laws shall be binding on all Directors and Members. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles, and in the case of any inconsistency between the rules and bye laws and the Articles, the provisions of the Articles will prevail.

### **30. ALTERATIONS TO THESE ARTICLES**

- 30.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a General Meeting or by a written special resolution.
- 30.2 Alterations may only be made to:
- 30.2.1 the Objects; or
  - 30.2.2 to any clause in these Articles which directs the application of property on dissolution; or
  - 30.2.3 to any clause in these Articles which provides the Directors (or any one of them) with any benefit,
- with the Charity Commission's prior written consent where this is required by law.
- 30.3 If at the relevant time the Charity is registered with OSCR, any alteration to the name of the Charity, Article 4 (Objects), Article 31 (Dissolution) or this Article will also require the consent of OSCR.
- 30.4 The Charity shall inform the Charity Commission and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain such alterations in accordance with the general law.

### **31. DISSOLUTION**

If, upon the winding-up or dissolution of the Charity, there remains (after the satisfaction of all its debts and liabilities) any property whatsoever the same shall not be paid to, or distributed among, the Members (except where a Member is also a charity with similar objects) but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects 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 Charity under, or by virtue of Article 6. Such charitable institution or institutions to be determined by the Members, at or before the time of dissolution, or in default by the Charity Commission. If and in so far as effect cannot be given to such provision then, such property shall be given to some other charitable object.



# CC03

## Statement of compliance where amendment of articles restricted



Companies House

☒ **What this form is for**  
You may use this form to state that  
the restrictions to change articles  
have been observed.

☐ **What this form is NOT for**  
You cannot use this form for  
notifying a change of articles that  
are not restricted.

For further information, please  
refer to our guidance at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### 1 Company details

Company number 01701585

Company name in full Calibre Audio

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

### 2 Statement of compliance <sup>1</sup>

The above company certifies that the amendment has been made in accordance  
with the company's articles and, where relevant, any applicable order of a court  
or other authority.

**<sup>1</sup> Please note:**  
This form must accompany the  
document making or evidencing the  
amendment.

### 3 Signature

I am signing this form on behalf of the company.

Signature

Signature

X

X

This form may be signed by:  
Director <sup>2</sup>, Secretary, Person authorised <sup>3</sup>, Liquidator, Administrator,  
Administrative receiver, Receiver, Receiver manager, Charity Commission receiver  
and manager, CIC manager, Judicial factor.

**<sup>2</sup> Societas Europaea**  
If the form is being filed on behalf  
of a Societas Europaea (SE) please  
delete 'director' and insert details  
of which organ of the SE the person  
signing has membership.

**<sup>3</sup> Person authorised**  
Under either section 270 or 274 of  
the Companies Act 2006.

CC03

## Statement of compliance where amendment of articles restricted

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Anthony Kemp**

Company name **Calibre Audio**

Address **New Rd**

**Weston Turville**

Post town **Aylesbury**

County/Region **Bucks**

Postcode **H P 2 2 5 X**

Country **England**

DX

Telephone

**Checklist**

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ The company name and number match the information held on the public Register.
- ☐ You are also sending with this form the document making or evidencing the amendment.
- ☐ You have signed the form.

**Important information**

**Please note that all information on this form will appear on the public record.**

**Where to send**

**You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:**

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**