

## **CHARTER**

*“European Deaf Padel Association”*

### **CHAPTER I GENERAL PROVISIONS**

#### **Article 1. Name.**

Under the name *European Deaf Padel Association*, an association is hereby established under Organic Law 1/2002, of 22 March, regulating the Right of Association, and complementary regulations, with legal personality and full capacity to act, and without profit motive.

In all matters not provided for by this Charter, the aforementioned Organic Law 1/2002, of 22 March, and the complementary implementing provisions shall apply.

#### **Article 2. Duration and scope of action**

2.1. This Association is established for an indefinite period.

2.2. The scope of action of the Association shall be the whole Spanish territory, without prejudice to the carrying out of activities for the fulfilment of its object and purposes in the European territory and at an international level.

#### **Article 3. Registered office.**

The Association establishes its registered office at Calle Feria de Jerez n 13 5 2A Fuengirola 29640 Málaga, Spain.

#### **Article 4. Corporate purpose, aims and activities**

4.1. The purpose of the Association is to dedicate its activities and assets to the promotion of the sport of padel among players with hearing loss in order to achieve their integration, inclusion and social cohesion through the practice of padel.

4.2. As a complementary corporate purpose, the Association shall participate in national and international inclusive padel competitions to encourage and promote the integration of its members.

4.3. In order to fulfil the above objectives and purposes, the Association may carry out the following activities:

- a) Organise, manage and support tournaments, leagues, circuits or any padel competition in which players with hearing loss participate directly or indirectly.
- b) Organise, direct and support any activity within the field of sport that enables the Association to achieve its basic aims.
- c) Granting aid and subsidies to its members and/or players with hearing loss and/or other disabilities.

- d) Organise and/or promote prizes, raffles or competitions of any kind to encourage the participation of members and players with disabilities.
- e) Support, organise and promote activities to promote padel and/or any sport that allows the social integration of its players or participants.
- f) Any other activity that serves to fulfil the basic aims of the Association.

4.4. The corporate purpose and aims of the Association shall be understood to apply equally to both males and females. The Association shall promote the organisation and participation in male, female and mixed events, always taking into account, in an equitable and equal manner, the limitations of participants.

#### **Article 5. Values and principles**

The Association shall be governed by democratic principles and, specifically, its activities and those of its members and players participating in the competitions it organises shall be based, by way of example, on the following principles:

- a) Equality
- b) Solidarity
- c) Companionship
- d) Inclusion
- e) Accessibility

#### **Article 6. Affiliation with federative or other entities**

6.1. The Association may affiliate and/or associate itself with Federations or any other national or international body necessary for the fulfilment of its corporate purpose and aims.

6.2. Specifically, the Association shall form part of the International Padel Federation (FIP) and the European Deaf Sports Organisation (EDSO), from which it may only withdraw with the approval of an absolute majority of the general assembly.

6.3. The Association's affiliation and/or association with any Federation or body established in point 6.1. must be approved by the Board of Directors. Withdrawal or termination of membership in any Federation or body shall require approval by the Assembly, except in cases of force majeure, in which case withdrawal may be approved by the Board of Directors and subsequently ratified by the General Assembly.

### **CHAPTER II GENERAL ASSEMBLY**

#### **Article 7. Nature and composition.**

The General Assembly is the supreme governing body of the Association and shall be composed of all members.

#### **Article 8. Meetings.**

The meetings of the General Assembly shall be ordinary and extraordinary and may be held in person or by videoconference, at the discretion of the President. The ordinary meeting shall be held once a year within four months of the end of the financial year; extraordinary meetings shall be held when circumstances so require, in the opinion of the President, when the Board of Directors so decides or when proposed in writing by one tenth of the members.

#### **Article 9. Notices.**

Notices of General Meetings shall be issued in writing, stating the place, date and time of the meeting, as well as the agenda with specific details of the matters to be discussed. There must be at least fifteen days between the notice and the date set for the first meeting of the Assembly. If necessary, the date and time of the second meeting of the Assembly may also be stated, provided that there is no less than one hour between the two meetings.

#### **Article 10. Adoption of resolutions.**

Both ordinary and extraordinary General Meetings shall be validly constituted on first call when one third of the members with voting rights are present, and on second call regardless of the number of members with voting rights.

Resolutions shall be adopted by a simple majority of those present or represented when the affirmative votes exceed the negative votes, with invalid votes, blank votes and abstentions not being counted for this purpose.

A qualified majority of those present or represented shall be required, which shall be achieved when the affirmative votes exceed half of those present (more than half), for the following:

- a) Dissolution of the entity.
- b) Amendment of the Articles of Association, including a change of registered office.
- c) Disposal or alienation of fixed assets.
- d) Remuneration of the members of the Board of Directors.

#### **Article 11. Powers.**

The powers of the General Assembly are:

- a) To approve the management of the Board of Directors.
- b) To examine and approve the annual accounts.
- c) To elect the members of the Board of Directors.
- d) To set ordinary or extraordinary membership fees.
- e) To approve the dissolution of the Association.
- f) Amend the Charter, including the change of registered office.
- g) Dispose of or transfer assets.
- h) Approve, where applicable, the remuneration of the members of the Board of Directors.

- i) Any other matter not falling within the remit of another corporate body.

### **CHAPTER III BOARD OF DIRECTORS**

#### **Article 12. Concept and composition.**

The Board of Directors is the body that administers the Association and manages its interests in accordance with the provisions approved by the General Assembly.

The Board of Directors shall necessarily consist of a Chairperson and a Secretary General. A Vice-Chairperson, Treasurer and such other members as may be determined may also form part of the Board of Directors.

All positions on the Board of Directors shall be unpaid. They shall be appointed and dismissed by the General Assembly at the proposal of the President and their term of office shall be five (5) years.

In turn, the Association shall promote and encourage the role of women as members of the Board of Directors and is committed to equal opportunities between men and women.

#### **Article 13. Meetings.**

The Board of Directors shall meet ordinarily, when convened by the Chair, and extraordinarily, when requested by at least three of its members, if any. It shall be constituted when half plus one of its members are present, and for its decisions to be valid, they must be taken by majority vote. In the event of a tie, the Chair shall have the casting vote.

#### **Article 14. Powers.**

The powers of the Board of Directors shall extend, in general, to all acts pertaining to the purposes of the Association, provided that they do not require, according to this Charter, the express authorisation of the General Assembly.

The specific powers of the Board of Directors are:

- a) To direct the social activities and carry out the financial and administrative management of the Association, agreeing to enter into the appropriate contracts and acts.
- b) To implement the resolutions of the General Assembly.
- c) To draw up and submit the balance sheets and annual accounts to the General Assembly for approval.
- d) To decide on the admission of new members.
- e) Appoint delegates for specific activities of the Association.
- f) Any other power that is not the exclusive competence of the General Assembly of members.

#### **Article 15. President.**

The President shall have the following powers: to legally represent the Association before all kinds of public or private bodies; to convene, chair and adjourn the meetings held by the General Assembly and the Board of Directors, as well as to direct the deliberations of both; to order payments and authorise documents, minutes and correspondence with his or her signature; to take any urgent measures that may be advisable for the smooth running of the Association or that may be necessary or convenient for the development of its activities, without prejudice to subsequently reporting to the Board of Directors.

## **CHAPTER IV REQUIREMENTS**

### **Article 16. Vice-President.**

The Vice-President shall replace the President in his/her absence due to illness or any other cause, and shall have the same powers.

### **Article 17. Secretary.**

The Secretary shall be responsible for the purely administrative work of the Association, shall issue certificates, shall keep the legally established books of the Association and the membership file, and shall safeguard the entity's documentation, ensuring that communications regarding the appointment of Boards of Directors and other corporate agreements that can be registered in the corresponding Registers are processed, as well as compliance with documentary obligations in accordance with the applicable legal terms.

### **Article 18. Treasurer.**

The Treasurer shall collect and safeguard the funds belonging to the Association and shall comply with the payment orders issued by the President.

### **Article 19. Members.**

Members shall have the obligations inherent to their position as members of the Board of Directors, as well as those arising from the delegations or working committees entrusted to them by the Board itself.

### **Article 20. Resignations and substitutes.**

Members may resign voluntarily by notifying the Board of Directors in writing, or may be removed for failure to fulfil their duties. Any vacancies arising for these reasons shall be filled provisionally by the other members until a final election is held by the General Assembly convened for this purpose.

They may also resign upon expiry of their term of office. In this case, they shall continue to hold their positions until their replacements are accepted.

## **CHAPTER IV MEMBERS**

### **Article 21. Requirements.**

Any natural person with the capacity to act who is interested in the development of the Association's aims may belong to the Association, regardless of their nationality or any other cause for discrimination.

#### **Article 22. Types.**

The Association shall have the following types of members:

- a) Promoters or founders, who shall be those who participate in the act of establishing the Association.
- b) Numbered members, who shall be those who join after the Association has been established.

#### **Article 23. Resignation.**

Members shall be removed for any of the following reasons:

- a) Voluntary resignation, communicated in writing to the Board of Directors.
- b) For failure to meet financial obligations, if they fail to pay three periodic fees.

#### **Article 24. Rights.**

Founding and full members shall have the following rights:

- a) To take part in all activities organised by the Association in pursuit of its aims.
- b) Enjoy all the advantages and benefits that the Association can obtain.
- c) Participate in the Assemblies with voice and vote.
- d) Be voters and eligible for executive positions.
- e) Receive information about the agreements adopted by the Association's governing bodies.
- f) Make suggestions to the members of the Board of Directors in order to better fulfil the Association's purposes.

#### **Article 25. Duties.**

Founding and full members shall have the following obligations:

- a) To comply with this Charter and the valid agreements of the Assemblies and the Board of Directors.
- b) To pay the fees that are set.
- c) Attend meetings and other events that are organised.
- d) Perform, where applicable, the duties inherent to the position they hold.

#### **Article 26. Rights and duties of honorary members.**

Honorary members shall have the same duties as founding and full members, with the exception of those set out in sections b) and d) of the previous article. They shall also have the same rights, except for those set out in sections c) and d) of Article 23, and may attend assemblies without the right to vote.

## **CHAPTER V ECONOMIC REGIME**

### **Article 27. Financial resources.**

The financial resources allocated for the development of the Association's aims and activities shall be as follows:

- a) Membership fees, whether periodic or extraordinary.
- b) Subsidies, bequests or inheritances that may be legally received from members or third parties.
- c) Any other lawful resources.

### **Article 28. Assets.**

At the time of its incorporation, the Association has no assets.

### **Article 29. Financial year.**

The association's financial year shall be annual and shall end on 31 December of each year.

## **CHAPTER VI DISSOLUTION**

### **Article 30. Dissolution.**

The Association shall be voluntarily dissolved when so agreed by the Extraordinary General Assembly, convened for that purpose, in accordance with the provisions of Article 9 of this Charter.

### **Article 31. Liquidation and allocation of surplus funds.**

In the event of dissolution, a liquidation committee shall be appointed. Once the debts have been paid off, any remaining liquid assets shall be used for purposes that do not detract from the non-profit nature of the Association.

NOTE: This version is a translation of the original Charter in Spanish, which have been duly approved and registered. In case of doubt or discrepancy, the Spanish version shall prevail.