Napton Padel Club

Charitable Incorporated Organisation

Constitution

September 2025

Introduction

This is the constitution of Napton Padel Club, Charitable Incorporated Organisation whose only voting members are its charity trustees - a Foundation' model.

Date of constitution (last amended): 24 September 2025

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is

Napton Padel Club – referred to in the remainder of this document as "the Club"

2. National location of principal office

Napton Sports Field, Butt Hill, Napton, Southam, Warwickshire, CV47 8PJ*

3. Object[s]

The objects of the Club are, for the public benefit:

3.1 To promote community participation in healthy recreation by providing facilities for playing padel tennis contributing to improvements in health, wellbeing, and fitness
3.2 To advance amateur sport by promoting, facilitating, and organising the playing of padel tennis which involve physical skill and exertion
3.3 To provide accessible facilities for the public at large, and for the inhabitants of Napton and the surrounding areas, in the interests of social welfare and with the object of improving social cohesion
3.4 To advance sporting education by providing opportunities for coaching, training, and participation in padel tennis particularly for young people, schools, and community groups.

4. Powers

The Club has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Napton Padel Club has power to:

4.1 Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Club will comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land.

4.2 Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.

* Principal office shown as Napton Sports Field from October 2026, pending formal amendment of clause 2 by the charity trustees.

4.3 Sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the Club will comply as appropriate with sections 117 and 119-123 of the Charities Act 2011.

4.4 Employ and remunerate such staff as are necessary for carrying out the work of the Club. The Club may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause.

4.5 Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Club to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

5.1 The income and property of the Club must be applied solely towards the promotion of the objects.

5.2 A charity trustee is entitled to be reimbursed from the property of the Club or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Club.

5.3 A charity trustee may benefit from trustee indemnity insurance cover purchased at the Club's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

5.4 None of the income or property of the Club may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Club.

5.5 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

6.1 General provisions

No charity trustee or connected person may:

6.1.1 buy or receive any goods or services from the Club on terms preferential to those applicable to members of the public

6.1.2 sell goods, services, or any interest in land to the Club

6.1.3 be employed by, or receive any remuneration from, the Club

6.1.4 receive any other financial benefit from the Club

Unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 Scope and powers permitting trustees' or connected persons' benefits

6.2.1 A charity trustee or connected person may receive a benefit from the Club as a beneficiary of the Club provided that a majority of the trustees do not benefit in this way.

6.2.2 A charity trustee or connected person may enter into a contract for the supply of services and/or goods to the Club where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

6.2.3 A charity trustee or connected person may receive interest on money lent to the Club at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

6.2.4 A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Club. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6.2.5 A charity trustee or connected person may take part in the normal trading and fundraising activities of the Club on the same terms as members of the public.

6.3 In sub-clause (2) of this clause:

6.3.1 "the Club" includes any company in which the Club:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the board of the

company

- "connected person" includes any person within the definition set out in clause [30] (Interpretation).

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

7.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Club or in any transaction or arrangement entered into by the Club which has not previously been declared; and

7.2 absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Club and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members to contribute to the assets of the Club if it is wound up

If the Club is wound up, the members of the Club have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Charity trustees

9.1 Functions and duties of charity trustees

The charity trustees shall manage the affairs of the Club and may for that purpose exercise all the powers of the Club. It is the duty of each charity trustee:

9.1.1 to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the Club in the way he or she decides in good faith would be most likely to further the purposes of the Club; and

9.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

9.1.3 any special knowledge or experience that he or she has or holds himself or herself out as having; and,

9.1.4 if he or she acts as a charity trustee of the Club in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

10 Eligibility for trusteeship

10.1 Every charity trustee must be a natural person.

10.2 No individual may be appointed as a charity trustee of the Club:

10.2.1 if he or she is under the age of 16 years; or

10.2.2 if he or she would automatically cease to hold office under the provisions of clause [12(1)(e)].

10.3 No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

10.4 At least one of the trustees of the Club must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the charity trustees or appoint a new charity trustee.]

11 Number of charity trustees

There must be at least [three] charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees or appoint a new charity trustee.

12 First charity trustees

The first charity trustees are as follows and are appointed for the following terms;

Andrew Riey (Chair) for 3 years

Tim Coker (Treasurer) for 3 years

Tom Williams (Trustee) for 3 years

13 Appointment of charity trustees

13.1 Apart from the first charity trustees, every trustee must be appointed for a term of three years by a resolution passed at a properly convened meeting

of the charity trustees.

13.2 In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the Club.

14 Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

14.1 a copy of the current version of this constitution; and

14.2 a copy of the Club's latest Trustees' Annual Report and statement of accounts.

15 Retirement and removal of charity trustees

15.1 A charity trustee ceases to hold office if he or she:

15.1.1 retires by notifying the Club in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings)

15.1.2 is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated

15.1.3 dies;

15.1.4 in the written opinion, given to the Club, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months

15.1.5 is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

16 Any person retiring as a charity trustee is eligible for reappointment.

A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least one year.

17 Taking of decisions by charity trustees

Any decision may be taken either:

17.1 at a meeting of the charity trustees; or

17.2 by resolution in writing or electronic form]agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that

17.3 a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and

17.4 the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the Club at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

18 Delegation by charity trustees

18.1 The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

18.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

18.2.1 a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee

18.2.2 the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

18.2.3 the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19 Meetings of charity trustees

19.1 Calling meetings

19.1.1 Any charity trustee may call a meeting of the charity trustees.

19.1.2 Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

19.2 Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

19.3 Procedure at meetings

19.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

19.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.

19.3.3 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

20 Membership of the Club

20.1 The members of the Club shall be its charity trustees for the time being. The only persons eligible to be members of the Club are its charity trustees. Membership of the Club cannot be transferred to anyone else.

20.2 Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

20.2.1.1.1.1.1 Decisions which must be made by the members of the Club

13.1 Any decision to:

13.1.1 amend the constitution of the Club

13.1.2 amalgamate the Club with, or transfer its undertaking to, one or more other Clubs, in accordance with the Charities Act 2011; or

13.1.3 wind up or dissolve the Club (including transferring its business to any other charity)

must be made by a resolution of the members of the Club

Decisions of the members may be made either:

13.1.4 by resolution at a general meeting; or

13.1.5 by resolution in writing, in accordance with sub-clause (4) of this clause.

13.2 Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:

13.2.1 a copy of the proposed resolution has been sent to all the members eligible to vote; and

13.2.2 the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the Club has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the Club on the date when the proposal is first circulated.

14 General meetings of members

14.1 Calling of general meetings of members

The charity trustees may designate any of their meetings as a general meeting of the members of the Club. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the

members of the Club as specified in clause 13 (Decisions which must be made by the members of the Club).

14.2 Notice of general meetings of members

14.2.1 The minimum period of notice required to hold a general meeting of the members of the Club is 7 days.

14.2.2 Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the Club.

14.2.3 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

14.3 Procedure at general meetings of members

The provisions in clause 15 (2)-(4) governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

15 Saving provisions

15.1 Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

15.1.1 who was disqualified from holding office;

15.1.2 who had previously retired or who had been obliged by the constitution to vacate office

15.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise

15.1.4 for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

16 Execution of documents

16.1 The Club shall execute documents either by signature.

16.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

17 Use of electronic communications

17.1 General

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

17.1.1 the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form

17.1.2 any requirements to provide information to the Commission in a particular form or manner.

18 Keeping of Registers

The club will comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees.

19 Minutes

The charity trustees must keep minutes of all:

19.1 appointments of officers made by the charity trustees

19.2 proceedings at general meetings of the Club

19.3 meetings of the charity trustees and committees of charity trustees including:

19.4 the names of the trustees present at the meeting

19.5 the decisions made at the meetings; and

19.6 where appropriate the reasons for the decisions

19.7 decisions made by the charity trustees otherwise than in meetings.

20 Accounting records, accounts, annual reports and returns, register maintenance

20.1 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the Club, within 10 months of the financial year end.

20.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Club entered on the Central Register of Charities.

21 Rules

The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the Club, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the Club on request.

22 Disputes

If a dispute arises between members of the Club about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

23 Amendment of constitution

23.1 As provided by sections 224-227 of the Charities Act 2011, this constitution can only be amended by resolution agreed in writing by all members of the Club;

23.2 Any alteration of the Club's objects, of any provision of the Club's constitution directing the application of property on its dissolution or any provision of the Club's constitution where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Club or persons connected with them, requires the prior written consent of the Charity Commission.

23.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

23.4 A copy of every resolution amending the constitution, together with a copy of the Club's constitution as amended must be sent to the Commission by the

end of the period of 15 days beginning with the date of passing of the resolution.

24 Voluntary winding up or dissolution

24.1 As provided by the Dissolution Regulations, the Club may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Club can only be made at a general meeting of the members of the C called in accordance with clause 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote or;

24.2 By a resolution agreed in writing by all members of the Club.

24.3 Subject to the payment of all the Club's debts:

24.3.1 Any resolution for the winding up of the Club, or for the dissolution of the Club without winding up, may contain a provision directing how any remaining assets of the Club shall be applied.

24.3.2 If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Club shall be applied.

24.3.3 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Club.

24.4 The Club will observe the requirements of the Dissolution Regulations in applying to the Commission for the Club to be removed from the Register of Charities, and in particular:

24.1.1 The charity trustees must send with their application to the Commission:

24.1.1.1 a copy of the resolution passed by the members of the Club;

24.1.1.2 a declaration by the charity trustees that any debts and other liabilities of the Club have been settled or otherwise provided for in full; and

24.1.1.3 a statement by the charity trustees setting out the way in which any property of the Club has been or is to be applied prior to its dissolution in accordance with this constitution;

24.5 The charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Club, and to any charity trustee of the Club who was not privy to the application.

24.6 If the Club is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

25 Interpretation

In this constitution "**connected person**" means:

25.1 a child, parent, grandchild, grandparent, brother or sister of the charity trustee

25.2 the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above

25.3 a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above

25.4 an institution which is controlled –

25.4.1 by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or

25.4.2 by two or more persons falling within sub-clause (d)(i), when taken together

25.5 a body corporate in which;

25.5.1 the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

25.5.2 two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

"General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012.

"Dissolution Regulations" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The **"Communications Provisions"** means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

"charity trustee" means a charity trustee of the Club.

A **"poll"** means a counted vote or ballot, usually (but not necessarily) in writing