

CONSTITUTION OF THE EASTERN EDGE SYNCHRONIZED SKATING CLUB

Club Number: 4000098

Date of Incorporation: August 25, 2025

ARTICLE 1: NAME OF CLUB

The name of the organization shall be the 'Eastern Edge Synchronized Skating Club', hereinafter referred to as the 'Club'.

ARTICLE 2: SKATE CANADA

The Club shall be a not-for-profit skating club that is a member of Skate Canada and is managed by a volunteer board of directors for the general purpose of providing Skate Canada skating programs for Skate Canada members.

The Club shall pay such fees and such other charges as shall be required of clubs from time to time by Skate Canada.

The Club shall abide by all Skate Canada By-laws, rules and regulations.

The Club is located in the Newfoundland and Labrador Section of Skate Canada.

ARTICLE 3: PURPOSE OF THE CLUB

The purpose of the Club shall be to encourage the instruction, practice, enjoyment and advancement of its members in all aspects of skating in accordance with the Rules, Policies and Procedures of Skate Canada.

The Club, with regard to any aspect of its operation is to be managed and operated by eligible persons who are duly registered as Associate Members of Skate Canada.

The Club shall protect the eligibility status of its members. The Club shall not take or omit any action that would knowingly jeopardize the eligible status of its members.

The Club shall operate only Skate Canada skating programs.

Only Skate Canada Professional Coaches in good standing are permitted to teach skating in the Club.

ARTICLE 4: BY-LAWS OF THE CLUB

The By-laws, appended to this Constitution, shall describe the organization and functions of the Club and the means by which members of the Club may elect the Club Board of Directors and control the property and activities of the Club.

The By-laws, Rules and Regulations of Skate Canada and those of the Section in which the Club operates shall take precedence over any Club By-laws.

Any Club By-law contrary to the By-laws, Rules and Regulations of Skate Canada and those of the Section shall be invalid. It is acknowledged that any provincial statute governing a Club has precedence over any inconsistent Skate Canada by-law relating to that Club.

BY-LAWS OF THE EASTERN EDGE SYNCHRONIZED SKATING CLUB

MEMBERSHIP

By-law 1: Club Membership

Membership in the Club shall be open and inclusive, shall reflect the diversity of the community and be open to all irrespective of age, ethnicity, culture, sex, gender identity, sexual orientation, language, socio-economic status or disability.

By-law 2: Skate Canada and Club By-laws, Rules and Regulations

All members shall uphold, observe and conform to the By-laws, Rules and Regulations of Skate Canada, the By-laws of the Club and such regulations as made by the Board of Directors of the Club.

By-law 3: Membership Fees

Members of the Club shall be registered with Skate Canada and pay such registration and other fees to Skate Canada as set from time to time by Skate Canada.

By-law 4: Member in Good Standing

For a member of the Club to be considered in good standing with the Club, that member must pay such Club fees as are stipulated by the Club Board of Directors. Members will not be permitted to take part in any Club activities if these fees are not paid within 30 days of the date set for payment. Members in arrears shall be considered as having terminated their club membership, at the discretion of the Board.

By-law 5: Setting of Club Fees, Rules and Skating Hours

Fees, skating rules and skating hours of the Club shall be as the Board of Directors decides from time to time. Club membership shall commence upon payment of the Club Membership fee, and shall end on the last day of the Club's fiscal year.

By-law 6: Suspension and Expulsion from the Club

The Board of Directors may, by written notice, suspend or expel a member of the Club for acting contrary to the By-laws, Rules and Regulations of Skate Canada or of the Club. The Board shall give the individual a written explanation for the termination of membership, upon request. The individual shall have the right to appeal to the Board and to a general meeting of the members. The 'notice of appeal' shall be submitted in writing, within fourteen (14) days of the date on the Notice of Misconduct, to the President of the Club and must outline the grounds for the appeal. If an appeal is sought, an Appeal Panel of three (3) members in good standing, outside of the Board of Directors, will be struck.

The Appeal Panel members shall be agreed upon by the aggrieved party and the President. The Appeal Panel shall hear arguments on the issue and then rule on the matter in a manner of the Panel's choosing. The Panel will be struck, hear arguments and render a decision within fourteen (14) days of the application of appeal being received by the President. The decision of the Appeal Panel shall be final. The Appeal Panel can decide if it wishes to give reasons for its decision.

By-law 7: Classes of Club Membership

The classes of membership, eligibility and privileges shall be as follows:

Skating Members - anyone who has paid the fees set by the club for membership or has the Club as their home club or is participating in a Program offered by the Club (other than spring or summer skills programs). Skating Members shall be entitled to vote at Annual General Meetings and Special Meetings of the Club. Where any Member is under the age of 18, any voting rights may be exercised by their parent or guardian.

Coaching Members - Coaches employed by the Club to provide Club programs and who are Registered Professional Coaches in Good Standing with Skate Canada shall be Members of the Club. Coaching Members shall be entitled to vote at Annual General Meetings and Special Meetings of the Club. Where any Coaching Member is under the age of 18 that Coaching Member may exercise their vote in their own right.

Director Members - Directors of the Club shall be Members of the Club and shall be entitled to vote at Annual General Meetings and Special Meetings of the Club.

Other Classes - the Board may establish other classes of membership and their eligibility and privileges from time to time.

"Skating Members", "Coaching Members", or "Director Members" shall be referred to collectively as Members.

Where a person qualifies in two or more categories of membership, that Member shall have one vote. This does not affect any member who is also the parent/guardian of another member and exercising their vote on their behalf, or is acting as a proxy to another member.

LIABILITY

By-law 8: Liability

The Club shall not be responsible for any damages, injury or loss of property to any member, guest or visitor to the Club regardless of the reason or nature of such damage, loss or injury. Every member, guest or visitor shall use the Club facilities at their own risk. The Club shall participate in the Skate Canada Club Liability and Member Accident Insurance programs.

CLUB MANAGEMENT

By-law 9: General Management of the Club

The general management of the Club shall be vested in a Board of Directors consisting of: The Past President, President, Vice President, Secretary, Treasurer and Coaching Representative (for a total of 6). The following positions shall be elected to two (2) year terms:

1. President,
2. Vice-President,
3. Treasurer,
4. Secretary, and
5. Coaching Representative

The two-year terms for the President, Secretary, and Coaching Representative shall begin in years ending in an odd number commencing 2025. One-year interim terms for Vice-President and Treasurer shall commence in 2025, Two-year terms for Vice-President and Treasurer shall begin in years ending in an even number commencing in 2026. All elections shall take place at the Annual General Meeting. The Coaching Representative shall be elected annually by and from within the coaches of the Club as per Skate Canada by-laws. The Past President shall be ex-officio and shall hold office until a new President has been duly elected. The Board shall not conduct any business if its composition falls below four (4) except for the business of filling vacancies and meeting financial obligations.

By-law 10: Executive Committee

There shall be a Core Executive committee of the Club, hereinafter referred to as the 'Executive', consisting of the President, Vice President, Treasurer, Secretary and Coaches Representative. The Executive shall oversee the implementation of policies set by the Board of Directors and shall oversee the operations of the Club. The Executive shall have the powers of the Board of Directors between meetings and any decision by the Executive in lieu of the Board of Directors must be brought to the next Board of Directors meeting for ratification. Meetings of the Executive committee shall be at the call of the President at such time and place as members of the Executive Committee shall decide is most convenient. A quorum of the Executive committee shall consist of three members, including the President. A majority vote of those present shall be sufficient to decide any question.

By-law 11: Eligibility

The members of the Board of Directors must be at the date of election, or must become within ten days of election, a member in good standing of the Club, be 19 years or older, be an eligible persons as defined by Skate Canada, not declared mentally incompetent by a court in Canada or elsewhere, and not have the status of bankrupt.

A Board member shall not be paid by the Eastern Edge Synchronized Skating Club, except for the position of Coaching Representative.

No two (2) elected positions of the Executive of the Board (President, Vice-President, Secretary and Treasurer) with signing authority of the Eastern Edge Synchronized Skating Club shall be held by immediate family members, by relation or marriage (common-law relationships included). Family members are defined as parent, child, sibling, grandparent, spouse and in-law.

By-law 12: Indemnity

The Club will indemnify Directors against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director in respect of a civil, criminal or administrative action or proceeding, so long as the Director was acting honestly and in good faith and had reasonable grounds for believing that their conduct was lawful.

By-law 13: Holding of Board of Directors Office

The Board of Directors shall hold office until the close of the meeting at which their successors have been duly elected. A joint meeting of the previous and new Boards shall be held within one month to officially transfer all pertinent documents and information. Any member of the Board of Directors may be removed by the members by a 2/3 majority vote at a Special General Meeting duly called for that purpose.

By-law 14: Fee Payment

The Club shall pay the fee for Associate Member of Skate Canada for all Board of Directors members.

By-law 15: Voting at Board of Directors Meetings

A quorum of the Board of Directors shall consist of 50% plus 1 members of the Board of Directors, including the Chair. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes.

By-law 16: Board of Directors Vacancies

Casual vacancies occurring between Annual General Meetings of the Club may be filled until the next annual General Meeting by a majority vote of the remaining members of the Board of Directors or in the case of the Coaching Representative, by the coaching staff.

By-law 17: Board of Directors Member Absenteeism

If a Board of Directors Member is absent for more than 3 consecutive scheduled Board of Directors meetings, without good cause and/or without prior notification to the President or

Secretary, then that office may be declared vacant by a majority vote of the Board of Directors. The vote to remove a member of the Board shall require a two thirds (2/3) vote of the Board.

By-law 18: Role of President

The President shall act as Chair of all Board of Directors and general meetings. In their absence, the Vice-president will fill this duty. The President shall be an ex-officio member of all committees. The President will ensure that meetings are held in accordance with the Constitution and shall be the Club's representative for all matters concerning Skate NL and Skate Canada. The President shall have financial signing authority along with the Treasurer and Vice-President.

By-law 19: Role of Vice-President

It shall be the duty of the Vice-President to assist the President in the discharge of their duties and in the absence of the President, to assume their duties and officiate in their stead. The Vice-President shall become President should that office become vacant for any reason until the next Annual General Meeting. The Vice-President shall liaise with and be responsible for all contracts with the Club's professional coaches. The Vice-President shall have financial signing authority along with the Treasurer and President.

By-law 20: Role of Treasurer

The Treasurer shall be responsible for the safe control of all Club funds, for preparing and submitting to the Board of Directors on a regular basis an annual budget and keeping such records as are required for financial review. The Treasurer is also responsible for arranging for an unaudited annual financial statement. The Treasurer shall have financial signing authority along with the President and Vice-President.

By-law 21: Role of Secretary

The Secretary shall deal with all correspondence, subject to the approval of the President or their delegate, shall issue all notices for Board of Directors and general meetings, shall take minutes at all meetings, and shall be responsible for submitting to Skate Canada and the Section such reports as are required by Skate Canada rules and other regulations.

By-law 22: Role of Coaches Representative

The coaches representative shall act as a representative on the Board for all coaches with the Club, shall act with the best interest of all coaches in matters pertaining to policies, procedures and individuals, shall ensure that the coaches with the Club are at the acceptable qualification level for the task they are performing for the Club and perform any other duties deemed necessary by the Board.

By-law 23: Committees - Appointment and Eligibility to Serve

The President and/or the Board of Directors (by majority vote) shall appoint standing Committee Chairs who shall look after duties assigned to them. All Committee Chairs must submit the names of their Committee members to the President for approval.

All members of Club Committees shall be at least 18 years of age. They must be members in good standing of the Club and be Associate Members of SkateCanada.

By-law 24: Rules of Order

Rules of order for all meetings, General and Board of Directors, shall be as outlined in Robert's Rules of Order in all cases in which they are applicable and consistent with the By-laws or special rules of the Association.

ANNUAL GENERAL MEETING

By-law 25: Timing, Quorum

An Annual General Meeting shall be held within 60 days of the close of the fiscal year, which shall be April 30. A quorum for an Annual General Meeting and any Special Membership Meeting shall be met by attendance of at least 10 voting members in good standing plus 50 per cent of the current Board of Directors.

By-law 26: Special Meeting Request

Other general meetings may be held from time to time upon the request of the Board of Directors or upon written request of the greater of 10 Club Members or 5 per cent of Club Members.

By-law 27: Written Notice

Written notice of all Annual General Meeting and Special Meetings shall be provided to members 21 days in advance. The notice shall include the time and place of the meeting, the agenda and full details of any proposed amendments to these By-laws (if any). The notice of the AGM shall also include an invitation to members to make nominations for the Board of Directors, set out the nomination rules including a date by which nominations must be received. Notice may be given by email or through social media.

By-law 28: Candidates for Election

Persons interested in standing for election to the Board shall notify the Board at least 14 days prior to the date of the Annual General Meeting. Nominations shall close 7 days prior to the Annual General Meeting and the Board shall notify the Membership of the candidates at that time.

By-law 29: Voting on Club Elections

Voting on Club elections shall be by secret ballot and a simple majority shall elect a candidate. Voting on other matters may be by a show of hands.

By-law 30: Proxies

Members may, by means of a proxy, appoint a person who is a member of the Club in good standing to attend and act on their behalf. A proxy must be in writing, and be submitted to the meeting secretary at the commencement of the meeting. Any one member may carry up to 5

proxies. For the purposes of this clause, a parent or guardian exercising the vote of a minor under 18 does not constitute a proxy.

By-law 31: Eligibility to Vote

Voting for Club elections or on any matters pertaining to skating shall be restricted to Club members, in good standing, as outlined in By-law 7.

By-law 32: Order of Business

The order of business at an Annual General Meeting of the Club shall be as follows:

- Call to Order
- Call for Proxies
- Quorum
- Reading and approval of agenda
- Reading and approval of previous meeting minutes
- Errors and omissions from previous meeting minutes
- Confirmation of the actions taken by the Board of Directors
- Annual Executive Reports
- Other Director/Committee Reports
- Election of the Board of Directors
- Amendments to the Constitution and By-laws
- New business (if required)
- Q&A
- Date of next Executive Meeting
- Closing Remarks & Adjournment

AMENDMENTS

By-law 33: Right to Submit, Process for Submitting

Any member of the Club may propose an amendment to the Constitution or by-laws of the Club. This proposal must be submitted in writing to the Club Board of Directors. The proposed amendment will be presented to the Annual General Meeting or Special Meetings. All amendments must be submitted at least 21 days before the respective meeting. No amendment to the Constitution or By-laws of the Club shall be accepted from the floor at any meeting.

By-law 34: Interim Amendments

By-laws may be enacted or amended by a majority vote (50% plus 1) of the Board of Directors whenever required. Such By-laws or amendments must be presented at the next General Meeting for ratification by the members. If they fail to be ratified, they will cease to be effective and may not be re-enacted by the Board of Directors for one calendar year.

By-law 35: Voting of Amendments

Any amendment, to be accepted or ratified, must pass by a two thirds majority vote of those eligible to vote and present in person or by proxy at an Annual General Meeting of the Club.

By-law 36: Effective Force of Amendments to By-laws

All amendments to the By-laws, upon receiving approval of any general or special meeting of members and upon approval of the provincial government (if applicable) shall come into force immediately or on a date specified for same.

FUNDS

By-law 37: Budget Planning

The Treasurer shall be responsible for preparing the Club's annual budget with input from the Board at the annual planning meeting. At that time, all proposed expenditures and investments will be presented and approved by the Board for the upcoming skating season.

By-law 38: Fiscal Year

The Club's fiscal year shall run from May 1 to April 30.

By-law 39: Deposit of Club Funds

The Treasurer shall ensure that all funds of the Club are deposited in such banks or other institutions as may be designated by the Board of Directors.

By-law 40: Disbursements of Club Funds

All disbursements of Club funds shall be by cheque or other auditable document such as a transfer, after approval/signing authority by the Treasurer, and either the President or Vice President. No Club funds shall be disbursed by cash.

By-law 41: Independent Financial Review

An independent financial review is required every two years. Final Financial statements will be presented at the AGM. Upon completion of the review and/or acceptance of the Final Financial Statements, the Club's financial statements, as well as the external party's review report, will be made available to the Club members, upon request.

By-law 42: Dissolution or Wind Up

The Club's affairs will be wound up voluntarily whenever an extraordinary motion is passed by a two thirds ($\frac{2}{3}$) majority of the membership at a Special or General Membership Meeting requiring the Club to be wound up voluntarily. The vote will be conducted by secret ballot. The net assets from liquidation shall go to Skate Canada Newfoundland and Labrador.

Adopted by the Eastern Edge Synchronized Skating Club) on the ____ day of _____,
20____.

Signed By:

(President)

(Date)

Witnessed by:

(Vice President or Treasurer)

(Date)