

SPECIAL RESOLUTIONS OF THE MEMBERS OF EAST COAST MUSIC ASSOCIATION

TO BE PRESENTED FOR APPROVAL AT ITS ANNUAL GENERAL MEETING ON

SEPTEMBER 12, 2018 – CHARLOTTETOWN, PRINCE EDWARD ISLAND

WHEREAS the East Coast Music Association, to be called the “Society” in these resolutions, has determined that it is in the best interest of the Society to be governed under the *Canada Not-for-Profit Corporations Act* (Canada) rather than the *Societies Act* (Nova Scotia);

AND WHEREAS the Society wishes to implement the plan recommend to it by its legal counsel, Stewart McKelvey, in order to complete the move of jurisdictions of incorporation;

THEREFORE IT IS RESOLVED THAT:

1. The Society is authorized to convey all of its assets, employees, names, liabilities and generally everything that it has any title, right or interest in or to, or any obligations for, to a not-for-profit company to be incorporated under the *Companies Act* (New Brunswick) by any three of the directors of the Society, within thirty (30) days of the date hereof, which will adopt the name of the Society and be known as East Coast Music Association, so that the Society is left with no assets or liabilities or any kind.
2. The Society is authorized to consent to the use of its name by the aforementioned New Brunswick company, and to undertake to Service New Brunswick to either change its name or dissolve by surrendering its certificate of incorporation immediately after the incorporation of the said New Brunswick company.
3. All of the members of the Society as of today, September 12, 2018, will become members of the New Brunswick company known as East Coast Music Association immediately upon its incorporation by issuance of letters patent, except for any member who objects to being a member of the New Brunswick company by written notice to the Executive Director of the Society prior to the incorporation of the said New Brunswick company.
4. The Society is authorized to dissolve by surrendering its certificate of incorporation to the Registrar under the *Societies Act* (Nova Scotia) immediately after the incorporation of the New Brunswick company known as East Coast Music Association.
5. Any of the officers or directors, or any combination thereof, of the Society are hereby authorized to sign all documents and do all such acts and things as, in their opinion, may be necessary or desirable to give effect to and facilitate all matters relating to the resolutions hereby passed, such necessity or desirability being conclusively evidenced by the taking of such actions by such officers or directors.

