

BY-LAW NO. 1
GENERAL BY-LAW OF
EAST COAST MUSIC ASSOCIATION

ARTICLE 1
INTERPRETATION

1.1 Definitions.

When used in this By-law, the following terms shall have the meanings set forth below and grammatical variations of such terms shall have corresponding meanings:

- (a) **"Act"** means the *Societies Act*, R.S.N.S. 1989, c. 435, as amended from time to time, and any successor legislation thereto governing non-profit societies incorporated in the province of Nova Scotia;
- (b) **"Board"** means the board of directors of the Society;
- (c) **"By-law"** means this By-law No. 1 of the Society;
- (d) **"Memorandum"** means the memorandum of association granted to the Society under the Act and includes any supplementary memorandum of association and or an articles of association granted to the Society under the Act from time to time.
- (e) **"Provincial Association(s)"** means each of Cape Breton Music Industry Cooperative (CBMIC), MusicNB/MusiqueNB, MusicNL, Music Nova Scotia and Music PEI;
- (f) **"Region"** means any of Cape Breton Island, or the Province of New Brunswick, Province of Newfoundland and Labrador, Province of Nova Scotia with the exception of Cape Breton Island or the Province Prince Edward Island;
- (g) **"Society"** means East Coast Music Association; and

1.2 Gender and Number.

In this By-law, the singular shall include the plural, and the masculine shall include the feminine and neuter, and vice versa.

1.3 Conflict.

If any conflict shall appear between this By-law and the Memorandum, the provision in the Memorandum shall prevail.

**ARTICLE 2
SOCIETY NAME**

2.1 Name.

Subject to the Memorandum, the name of the Society shall be "**East Coast Music Association**".

**ARTICLE 3
OBJECTS AND PURPOSES**

3.1 Objects and Purposes.

The objects and purposes of the Society shall be the following:

- (a) to develop, advance and celebrate the music, artists and music industry in, from or with a significant connection to any one of the Provinces of Atlantic Canada throughout the region, Canada and around the world, limited to the members of the Society;
- (b) to hold and present an annual industry conference and music festival, including, without limitation, and awards gala; and
- (c) to advocate for and take such other steps as necessary to ensure that the members of the Society can sustain careers in the music industry in, from or with a significant connection to the Provinces of Atlantic Canada.

**ARTICLE 4
HEAD OFFICE**

4.1 Location of Head Office.

The head office of the Society shall be located at:

2307 Clifton Street, Suite 5
Halifax, N.S., Canada B3K 1E5

Or such other place as the Board may determine from time to time.

**ARTICLE 5
FISCAL PERIOD**

5.1 Fiscal Period.

The fiscal period of the Society shall be the period from July 1 in any year to June 30 in the next year following.

ARTICLE 6 CORPORATE SEAL

6.1 Corporate Seal.

The Society may have one (1) or more corporate seals which shall be such as the Board may adopt by resolution from time to time.

6.2 Custody of Seal.

The corporate seal or seals of the Society shall be kept at the head office of the Society and shall be affixed to documents by the duly authorized directors or officers of the Society as required from time to time.

ARTICLE 7 MEMBERSHIP

7.1 Admission and Classes.

Every person or organization who fits within one of the following classes of membership shall be admitted as a member of the Society for the term and after payment of the fee associated with said class, as follows:

- (a) every person elected or appointed to the Board for their entire term on the Board without payment of any fee;
- (b) every member of a Provincial Association who elects to become a member of the Society, for so long as they remain a member of their respective music industry association, without payment of any fee; and
- (c) any person who completes the application to become a member of the Society, in such form as it exists from time to time, who pays the membership fee prescribed by the Board from time to time and whom the Board accepts as a member of the society, for a one or two year period, as they choose, so long as their annual membership fee is paid.

7.2 Society Registry.

The Secretary shall maintain a Society registry containing the names and addresses for all members of the Society.

7.3 Change in Status.

Any member who ceases to be eligible for membership or who withdraws themselves from the membership shall forthwith notify the Board of the change in their status and shall then be removed from membership in the Society and the registry.

7.4 Resignation of Members.

Any member may withdraw from the Society by delivering to the Society a written resignation and lodging a copy of the same with the Secretary.

ARTICLE 8 BOARD OF DIRECTORS

8.1 Composition of Board.

The Board shall consist of a minimum of ten (10) and maximum of thirteen (13) directors or such other number of directors as determined by resolution of the Board from time to time. The Board shall be divided into three classes of directors, all of whom shall have the same rights and obligations as directors of the Society and all of whom are equally subject to all provisions of these by-laws. The classes of directors and their numbers on the Board are:

- (a) five (5) of the directors shall be elected at the annual general meeting of the Society from amongst the membership (or, in lieu of such meeting, by written resolution signed by all the members). A resident of each of the Regions must be elected as one (1) of the said directors so that the said five (5) elected directors represent all of the Regions;
- (b) five of the directors shall represent the Provincial Associations so that each Provincial Association shall appoint one (1) director to the Board; and
- (c) up to three (3) of the directors may be appointed by the Board in their discretion.

8.2 Directors Expenses

Directors of the Society shall serve on the Board on a voluntary basis without remuneration for said service. Notwithstanding the foregoing, the directors shall be entitled to be reimbursed for such expenses they incur in service of the Society and the Society may pay certain expenses on behalf of directors, which are incurred with respect to the affairs of the Society, all as are approved in the Board's expense policy, as updated from time to time.

8.3 Term of Appointment.

The term of appointment for the directors of the Society shall be two (2) years, and all directors are eligible to be reappointed for one or more subsequent terms.

8.4 Powers of Directors.

The affairs of the Society shall be managed by the Board who may exercise all powers and do all acts and things which may be exercised or done by the Society and which are not by the by-laws of the Society, or by statute, expressly directed or required to be done by the Society at a meeting of the members.

The directors of the Society may administer the affairs of the Society in all things, and make or cause to be made for the Society, in its name, any description of contract which the Society may lawfully enter into and, generally, may exercise all such other powers and do all such other acts and things as the Society is authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase or otherwise acquire, alienate, sell, exchange or otherwise dispose of any bonds, debentures, shares, stocks, rights, warrants, options and other securities and other property, moveable or immovable or mixed, real or personal, or any right or interest therein, for such consideration and upon such terms and conditions as they may deem advisable.

All acts done by any meeting of directors or by any person acting as a director, so long as his successor shall not have been duly elected or appointed, shall, notwithstanding that it be afterwards discovered that there was some defect in the election of the directors or the person acting as aforesaid or that they or any of them were disqualified, be as valid as if the directors or such other person, as the case may be, had been duly elected and were or was qualified to be directors or a director of the Society.

8.5 Vacancies on Board.

In case of a vacancy or vacancies occurring on the Board through death, resignation, disqualification pursuant to section 8.6 or other cause, the Board shall have the power to appoint another qualified individual as a director, and any director so appointed shall hold office for the balance of the term of the director who he or she replaces.

8.6 General Qualifications of Directors.

Each director during his or her tenure of office shall be a member of the Society. The office of a director shall *ipso facto* be vacated if he or she is disqualified from being a director pursuant to the Act or if he or she ceases to be a member of the Society.

8.7 Election and Retirement of Directors.

Each director shall be elected by ordinary resolution of the members entitled to vote at a general meeting of members. All directors then in office for whom successors are elected at such meeting shall cease to hold office at the close of the meeting.

8.8 Protection of Directors.

Subject to any written agreement between a director and the Society relating to the subject-matter of this section 8.8, each and every director of the Society shall assume office on the express understanding, agreement and condition that every director of the Society and his or her heirs, executors, administrators, estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, losses, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and also from and against

all other costs, losses, charges and expenses whatsoever, including traveling expenses, which he or she sustains or incurs in or about or in relation to the affairs of the Society except such costs, losses, charges or expenses as are occasioned by his or her own wilful neglect or default.

No director for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the money, of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Society shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen to the Society in the execution of the duties of his or her respective office of trust or in relation thereto unless the same shall happen by or through his or her own wilful neglect or default.

8.9 Indemnities to Directors and Others.

The directors of the Society are hereby authorized from time to time to give indemnities to any director, officer or other person who has undertaken or is about to undertake any liability on behalf of the Society or any Society controlled by it. Any action from time to time taken by the Board under the authority of this By-law shall not require approval or confirmation by the members.

8.10 Calling of Meetings of Board.

The Secretary shall call all regular meetings of the Board, which shall be held at such intervals as the Board determines. The Secretary may call special meetings of the Board upon request of the Chairman or Executive Director. Upon receipt of a written request signed by any two (2) directors, the Secretary of the Society shall call a special meeting of the Board. If the Secretary fails to call a meeting of the Board as aforesaid, any director may call the meeting.

8.11 Place and Notice of Meeting of Board.

Subject to the Memorandum, meetings of the Board may be held at such time and place, within Canada, as the directors may from time to time determine. If the directors are unable to agree on a time and place for the holding of a meeting of the Board, the meeting shall be held at the head office of the Society on a date and at a time fixed by the Chairman, which date shall not, in the case of a special meeting requested by at least two (2) directors of the Society in accordance with section 8.10, be later than 20 days following the making of such request. Subject to section 13.4, notice of each meeting shall be given to each director by mail, postage prepaid, at least 48 hours prior to the meeting, provided, however, if all directors are present or those absent have signified their consent to the meeting being held in their absence no formal notice is required.

8.12 Quorum for Meeting of Board.

A majority of directors, so long as one from each Region is present, shall constitute a quorum for any meeting of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Society for the time being vested in or exercisable by the directors generally.

8.13 Voting at Meeting of Board.

Questions arising at any meeting of the Board shall be decided by a majority of votes with each director having one (1) vote. In the case of an equality of votes there shall not be any second or casting vote.

8.14 Resolution in Lieu of Meeting.

A resolution in writing (including e-mail), signed by all the directors or signed counterparts of such resolution (including e-mail responses) by all the directors entitled to vote on that resolution at a meeting of directors or a committee of directors, including any resolution consented to by electronic means in accordance with section 13.4 of this By-law, is as valid as if it had been passed at a meeting of directors or committee of directors duly called, constituted and held. A copy of every such resolution or counterpart thereof shall be kept with the minutes of the proceedings of the directors or such committee of directors.

8.15 Electronic Participation.

A director may participate in a meeting of directors or of a committee of directors by means of such telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means shall be deemed to be present at that meeting.

8.16 Board Committees.

The Board may appoint such select or standing committees of the Board to enquire into, examine or consider any matters that the Board determines from time to time. The Board shall appoint a chairperson and a vice-chairperson of each such committee and such committees may determine their own procedure.

**ARTICLE 9
OFFICERS**

9.1 Officers.

The Society shall have a Chairperson, Executive Director, Secretary and Treasurer, and subject to this by-law, the directors may create such other offices by resolution as they

determine are necessary from time to time and may appoint such individuals to fill the offices of the Society as they determine by resolution.

9.2 Duties of Officers May be Delegated.

Subject to this By-law, in the case of the temporary absence or inability to act of any officer of the Society, or for any other reason that the Board may deem sufficient, the Board may delegate for the time being the powers of such officer to any other officer or any director of the Society, provided that a majority of the Board concur therein.

9.3 Chairperson.

The duties of the Chairperson include the following:

- (a) acting as chairperson at all meetings of the Board and of the Society; and
- (b) general supervision of the business and affairs of the Society and such other duties as the Board may assign from time to time.

9.4 Executive Director.

The duties of the Executive Director include the following:

- (a) attending meetings of the Board and the Society;
- (b) delivering a report to the Board at each of its meetings and to the members at the annual meeting of members of the Society;
- (c) signing such instruments as require his or her signature; and
- (d) performing all duties incident to the office of Executive Director and such additional duties assigned to him or her by the Board from time to time.

9.5 Treasurer.

The Treasurer shall perform all duties that are properly required of him or her by the Board. He or she may be required to give such bond for the faithful performance of his duties as the Board in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for any loss by reason of the failure of the Society to receive any indemnity thereby provided. The Treasurer shall at all reasonable times exhibit his or her books and accounts to any director of the Society upon application. The Treasurer shall prepare or cause to be prepared annually any statement of the affairs and financial position of the Society required to be brought before the members pursuant to the Act. The Treasurer shall sign such instruments as require his or her signature and shall perform such additional duties assigned to him or her by the Board from time to time.

9.6 Secretary.

The Secretary shall issue or cause to be issued notices of all meetings of the Board, the Executive Committee and members when directed to do so, have charge of the minute

and record books of the Society, sign with the President or other signing officer or officers of the Society such instruments as require his or her signature and shall perform such other duties as are incident to the office of Secretary, or the Board may from time to time properly require of him or her.

The Secretary or such other officer as may be specially charged with the duty shall keep or cause to be kept a book or books wherein shall be kept recorded:

- (a) a copy of the Memorandum and of all the by-laws of the Society;
- (b) the names of all persons who are or have been members of the Society (the Society registry);
- (c) the address and calling of every such person while a member, as far as can be ascertained;
- (d) the names, addresses and calling of all persons who are or have been directors of the Society, with the several dates at which each became or ceased to be such director; and
- (e) minutes of all meetings of members, directors and any committee of the directors.

9.7 Removal of Officers.

Any officer may be removed by the Board, with or without cause, by a majority of the directors voting on such resolution at a meeting called for that purpose.

ARTICLE 10 MEETINGS OF MEMBERS

10.1 Annual Meetings.

The annual meeting of members of the Society shall be held on such date and at such time as the Board may from time to time determine.

Subject to the Memorandum, annual meetings of members of the Society shall be held at the head office of the Society or at such other place, within Canada, as may from time to time be fixed by the Board.

10.2 Special Meetings.

Special meetings of members may be called at any time by order of the Chairperson, or under authority of a resolution of the Board. In addition, members who would have at least twenty-five percent (25%) of the voting rights at a meeting of the members, may request in writing that the Chairperson issue an order to call a meeting.

It shall be the duty of the Chairperson, upon adoption of such a resolution by the Board, or receipt of such a request from a sufficient number of members, to cause the meeting

to be called by the Secretary or other officer of the Society in conformity with the terms of the resolution or request. In default of his or her doing so, any director may call such meeting.

Subject to the Memorandum, special meetings of members shall be held at the head office of the Society or at any other place or places within Canada previously approved by resolution of the directors.

10.3 Notice of Meetings of Members.

Notice of the annual or any special or other meeting of the members may be given in accordance with section 13.4, in which case such notice shall be sent or posted at least seven (7) days prior to any such meeting, setting out notice of the time, date and place of the meeting; excepting and providing, however, that a meeting of the members may be held at any time without such notice if all the members of the Society entitled to vote are present, or if each member absent and entitled to vote has signified in accordance with section 13.4, his or her consent to such meeting being held, or has, in writing, or by telegram or cable or in accordance with section 13.4, waived notice of such meeting, and at such meeting any business may be transacted which the Society in regular or special meeting may transact. Irregularities in the notice of any annual or special or other meeting or in the giving thereof or the accidental omission to give notice of such meeting to any member entitled to such, or the non receipt of such notice by any of the members shall not invalidate any resolution, adopted or any action taken by or at any such meeting.

10.4 Voting at Meetings of Members.

Each member is entitled to one (1) vote on all questions brought to a vote at any meeting of the members.

The act of the majority of the members entitled to vote at any meeting of the members shall be the act of the members, except where the vote or consent of other than a majority of members is required or directed by the law or by the Memorandum or by the by-laws of the Society, such as any special resolution. In the event of an equality of votes, the Chairperson shall not have a second or casting vote. The vote of the majority of the members entitled to vote at any annual meeting or special general meeting shall be sufficient for the valid ratification of any previous action of the Board and of the officers of the Society.

10.5 Auditors.

At each annual meeting of the members an auditor may be appointed for the purpose of reviewing and verifying the accounts of the Society for the then current year and their report may be submitted at the next annual meeting of the members. The auditor shall not be a director or an officer of the Society. Unless fixed by the meeting of members at which they are appointed, the remuneration of the auditor shall be determined from time to time by the Board.

10.6 Quorum for Meeting of Members.

Two (2) members from each Region being present shall constitute a quorum at a meeting of the members.

Should a quorum not be present at any meeting of the members, those members who are present shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present. At any such adjourned meeting, provided a quorum is present, any business may be transacted which may have been transacted at the meeting adjourned.

10.7 Addresses of Members.

Every member shall furnish to the Society an address to, or at, which all corporate notices intended for the member may be delivered to him or her, and if any member shall not furnish an address any notice may be addressed to him or her at any other address of the member at that time appearing on the books of the Society, or such notice may be delivered to such address as the person sending the notice may consider to be the most likely to result in the notice promptly reaching the member.

10.8 Electronic Participation.

A member may participate in a meeting of members by means of such telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a member participating in such a meeting by such means shall be deemed to be present at that meeting.

**ARTICLE 11
EXECUTION OF DOCUMENTS**

11.1 Execution of Documents.

Contracts, documents or any instruments in writing requiring the signature of the Society may be signed by any one (1) officer or director of the Society and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality.

The Board shall have power from time to time by resolution to appoint any officer or officers on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

**ARTICLE 12
FINANCIAL MATTERS**

12.1 Cheques and Drafts.

The Board may from time to time authorize one (1) or more directors or officers of the Society to issue, accept or endorse in the name of the Society and to sign on behalf of the Society, cheques, bills of exchange or other orders for the payment of money or other evidence of indebtedness and to endorse notes and drafts for collection on

account of the Society through its bankers and endorse notes and cheques for deposit with the Society's bankers for the credit of the Society. Any one (1) of such directors or officers may also arrange, settle, balance, and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balance and release or verification slips.

12.2 Deposits.

The funds of the Society may be deposited from time to time to the credit of the Society with such bank or banks or trust Society or trust companies, or with such bankers as the Board may approve, from time to time, by resolution.

12.3 Deposits of Securities for Safekeeping.

The securities of the Society may be deposited from time to time for safekeeping with one or more bankers, trust companies or other financial institutions selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Society, signed by such director or directors, officer or officers, agent or agents, of the Society and in such manner as shall be determined, from time to time, by the Board, and such authority may be general or confined to specific instances. Any institution which may be so selected as custodian by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

12.4 Borrowing.

The Board is hereby authorized, from time to time:

- (a) to borrow money and obtain advances upon the credit of the Society, from any bank, corporation, firm or person, upon terms, covenants and conditions, at such time, in such sums, to such extent and in such manner as the Board in their discretion may deem expedient;
- (b) to limit or increase the amount to be borrowed;
- (c) to hypothecate, mortgage, charge, pledge, cede and transfer the property, undertaking and rights, real or personal, moveable or immoveable or mixed, of the Society, now owned or hereafter acquired, or both, to secure any money borrowed or any liability of the Society;
- (d) as security for any discounts, overdrafts, loans, credits, advances or other indebtedness or liability of the Society to a bank, corporation, firm or person, and interest thereon, to hypothecate, mortgage, pledge and give to any bank, corporation, firm or person any or all of the Society's property, real or personal, moveable or immoveable or mixed, now owned or hereafter acquired, or both, and to give such security thereon as may be taken by the bank under the provisions of the *Bank Act* (Canada), and to renew, alter, vary or substitute such security from time to time, with authority to enter into premises to give security

under the *Bank Act* (Canada) for any indebtedness contracted or to be contracted by the Society to any bank;

- (e) to raise and assist in raising money for, and to aid by way of bonus, loan, promise, endorsement, guarantee or otherwise, any other Society with which the Society may have relations or any of whose shares, debentures or other obligations are held by the Society, and to guarantee the performance or fulfilment of any contracts or obligations of any such Society or of any person with whom the Society may have relations, and in particular to guarantee the payment of the principal of and interest on debentures or other securities, hypothecs, mortgages and liabilities of any such Society;
- (f) to exercise generally all or any of the rights of powers which the Society itself may exercise under its charter and the laws governing it; and
- (g) to delegate in and by any resolution or by-law to any officers or directors all or any of the powers hereby conferred upon the directors;

And the powers of borrowing and giving security hereby authorized shall be deemed to be continuing powers and not to be exhausted by the first exercise thereof, but may be exercised from time to time hereafter until the repeal of this By-law and notice has been given in writing.

ARTICLE 13 GENERAL

13.1 Employees.

The Board may from time to time and for such periods of time as it deems necessary and in the best interests of the Society employ individuals to carry out such functions as are delegated by the Board.

The tenure of employment and remuneration for such employment shall be fixed by the Board.

13.2 Accounts.

The directors shall cause to be kept proper books of account with respect to all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditures take place, all sales and purchases of securities and other property by the Society, the assets and liabilities of the Society and all other financial transactions affecting the financial position of the Society. At every annual general meeting of the Society, a written report on the financial position of the Society shall be made available to the members, which report shall contain a balance sheet showing general particulars of its liabilities and assets and a statement of its income and expenditures. Said report shall be signed by the Society's auditors.

13.3 Enactment, Repeal and Amendment of By-laws.

The Board shall have the power from time to time to make additional by-laws or to repeal, amend or re-enact any by-law, but every such by-law and every such repeal, amendment or re-enactment shall, unless in the meantime confirmed at a meeting of the members of the Society duly called for that purpose, have force only until the next annual meeting of the members of the Society, and in default of confirmation at such annual meeting shall at and from that time only cease to have force. The members of the Society shall have power at any meeting of members to repeal or amend any by-laws that shall have been made by the directors.

No act done or right acquired under any by-law shall be prejudicially affected by such failure to confirm or by such repeal or amendment.

13.4 Electronic Communication.

Any requirement under this By-law or otherwise for notice to be given to any person shall be satisfied if such notice is given by means of electronic communication using any internal or external and generally recognized electronic mail system to such address as is provided by such person to the Society from time to time, and/or by way of posting such notice or communication to a publically available page of the Society's website public website. Furthermore, the requirement, whether hereunder or otherwise, for any resolution or other matter to be in writing and signed by any person (or counterpart of such resolution of such matter) shall be satisfied by such person communicating his consent to such resolution or other matter by such electronic mail system to such address as specified by the Society from time to time and the Society shall determine, in its sole discretion, the formal requirements of any such communication including what will be accepted as evidence of the signature of such person. In the event that any notice, including notice of a meeting, is circulated generally to the members pursuant to this section 13.4, such notice shall also be posted on the website maintained by the Society (if any) in a reasonably prominent manner.

ENACTED by the directors of the Society on the ___ day of _____, 2017; and
RATIFIED AND CONFIRMED by the members of the Society on the ___ day of _____, 2017.

East Coast Music Association

.....
Chairperson

.....
Secretary

