

ECMA AGM 2016

Canterbury 1 Boardroom, Delta Brunswick, Saint John, New Brunswick
September 21, 2016

Attendance

In person: Dean Stairs, Christopher Marr

Staff: Andy McLean

By phone: Stephen MacDonald, Sheldon Kirby, James Boyle, Jim Power

Regrets: John Ellingbo, Dawn Beaton, Josh Hogan, Zach Atkinson, Charles Teed, Al Douglas, Véronique Wade

1.0 Welcome and Review of Agenda

MOTION: Approval of agenda

Moved by Stephen MacDonald

Seconded by James Boyle

Passed unanimously.

2.0 Approval of the 2015 AGM Minutes

MOTION: Approval of minutes

Moved by Sheldon Kirby

Seconded by Jim Power

Passed unanimously.

3.0 Business arising from the minutes

None to note

4.0 Chair Report - Dean Stairs

attached

5.0 Treasurer's Report - Jim Power

attached

6.0 Executive Director's Report - Andy McLean

attached

7.0 Governance Committee Report - Stephen MacDonald

MOTION: Approval of By-Law Revisions

Moved by Stephen MacDonald

Seconded by Sheldon Kirby

Passed unanimously.

8.0 Appointment of Auditors

MOTION: To approve the appointment of Bluenose Insurance as the society's auditors.

Moved by Jim Power

Seconded by James Boyle

Passed unanimously.

9.0 Board Member Elections

Nova Scotia: Josh Hogan

Newfoundland & Labrador: Michelle Robertson

New Brunswick : Christine Dubé

Cape Breton: Shauna Walters

Prince Edward Island: Al Douglas

10.0 Motion to Adjourn

Moved by Sheldon Kirby

Respectfully submitted by Stephen MacDonald

Chair Report AGM Sept. 21, 2016

The 2015-2016 year of the East Coast Music Association has been successful on many levels. The ECMW Conference and Festival hosted in Sydney, Cape Breton this year, once again showcased the high level of musical talent that is available within the Atlantic Region. Our members were able to showcase to buyers from the Atlantic region, as well as folks with a national and international reach. Music lovers in the Cape Breton region were able to take in an extraordinary lineup of showcasing artists from all over the Atlantic Region, and we are pleased to say, the local community in Cape Breton took advantage of the opportunity. A sincere "thank you" is extended to the staff of the ECMA's who worked tirelessly to make the week long conference and festival a success.

While ECMW is a very visible part of the Associations' mandate it is only a part of what the Association has been working on throughout the year. In broad strokes, here are some of the other significant undertakings that the Association has been working on.

Advocacy: The ECMA's has taken a strategic approach to advocacy that is beginning to bear fruit in the form of the Atlantic Canada Music Initiative. This initiative combines a partnership between the regional Music Industry Associations, Music Canada, Music Canada Live and the ECMA's to develop a regional strategy that works for all facets of the industry throughout the region. The preliminary stage of this work is taking place now through a Music Canada sponsored interview process that includes more than 50 industry professionals who have been selected from throughout the Atlantic region. This is an ongoing process that will continue into the next phase during the Fall of 2017 and into the year 2018.

Financial: The financial stability of the ECMA's has been an ongoing and growing concern over the past several years. Andy McLean in his role as Executive Director has put in place a series of adjustments including:

1. Hiring a full time financial controller
2. Instigating a financial strategy policy that focuses on, budgeting, accountability, reporting, revenue and expense projections and new sources of revenue
3. A centralized budgeting and approval process.

The Association continues to take great care in managing expenses and is working towards increasing revenue through new revenue streams. We have changed accounting firms to Bluenose Accounting as the Board feels that Bluenose is more in keeping with our non-profit approach and is able to assist in developing strategies to improve our financial position. The result of these adjustments is that the ECMA's came in under budget this year for the first time in 3 years. There is still much work to be done as our overall cash flow is severely restricted due to past deficit years. The Board would like to acknowledge the patience of our membership and our service providers as we work through this difficult evolution.

Governance:

The Governance committee was given the mandate to update the current ECMA by-laws with the goal of bringing the language in line with current practice. A full "clean up" of the by-laws was required to ensure current technology (such as email) was included in the language as well as correcting cross- references within the document itself. The committee has provided a detailed summary of the changes as well as a current version of the document and a proposed version of the amended document. The Board will be seeking approval of the revised by-laws during the 2016 Annual General Meeting. A huge "Thank you" to the Governance Committee for the excellent work throughout this year.

Saint John:

Planning is well underway for the Conference and Festival in Saint John, New Brunswick. The 2017 event week is April 26th - 30th. We look forward to expanding our presence within the diverse New Brunswick region. The city of Saint John is excited to host the ECMA's and we are looking forward to heading back to Saint John after 15 years.

On a personal note, I would like to thank the Board of Directors for their confidence entrusted to me as Chair. The ECMA's are a unique organization with some of the most talented,

diverse and exceptional artists in the world. It has been my honour to work on behalf of this organization and its members. I would be remiss if I did not acknowledge the dedication and professionalism displayed by Andy McLean and the entire staff of the ECMA's. Thank you for your unwavering support.

Sincerely,

Dean Stairs Chair of the Board of Directors East Coast Music Association.

Treasurer's Report AGM Sept 21, 2016

The plan we put in place a year ago is working extremely well with the following results:

- [Year over year our bottom line from operations increased \$105k
 - o Revenue – Increased by \$94,000 (with in-kind removed) - 38% increase in ticket sales, 34% increase in industry sponsorship and a 28% increase in corporate sponsorship.
 - o Increase in ticket sales was due to selling VIP tables at the Awards show which were very well received and having a “Big Ticket Show” to offset the fee to bring in an established East Coast Artist.
 - o Introduced the Aficionado Program. This program geared towards Patrons of the Arts including an intimate concert, special ECMA trophy, Gala table at the Awards banquet and public recognition. We sold 4 in Cape Breton
 - o Expenses reduced by about \$11,000
 - o We improved our financial position without sacrificing the event. The response has been that the ECMA brand is stronger than ever. Feedback is that the ECMAs are back and artists are once again excited to be part of the event and to be invited to play at the Awards Gala.
- [Financial controller position became a full time position
- [Centralized the budgeting and approval process with the Executive Director as the decision maker.
- [Monthly financial reporting to the finance committee and statements reviewed in detail by the Treasurer. Analysis is done on the year to year numbers as well as year to budget.
- [Board is working closely with staff to address the cash flow challenge under the direction of the new Chair and new Treasurer.
- [More emphasis this fiscal year on creating a business culture.
- [Sponsorship manager contract has been extended year round to maintain fund raising momentum and expand new opportunities.
- [The city of Saint John is very responsive to having us come for the first time since 2002. Planning is more advanced than it has been in prior years.

Sincerely
Jim Power, Treasurer

Andy McLean Position: Executive Director

East Coast Music Week 2016 Report for Annual General Meeting

- The 28th Annual Eastlink East Coast Music Week (ECMW) was a five-day, non-stop music celebration showcasing and recognizing the best of East Coast artists and music. It was held in Sydney, NS April 13-17, 2016. The event included the renowned International Export Buyers Program and Conference, five days of artist showcases that featured more than 415 performing artists, an Industry Awards event that recognized the work of more than 21 industry professionals, and a televised Gala Awards Show featuring 13 performances broadcast nationally to Eastlink subscribers through the Eastlink cable network.

- For the first time in its history, the ECMA revised its mission statement this year. It now reads:

It is the ECMA's mission to develop, advance and celebrate East Coast Canadian music, its artists and industry professionals throughout the region and around the world. We advocate for our members to ensure they can sustain music careers while based in Canada's Atlantic region. In striving to fulfill its mission statement, a key goal of this internationally recognized annual event is to position and promote it as the premiere music event for the public and the music industry in Atlantic Canada and the conference of choice for artists and industry professionals.

- Based on feedback from staff, sponsors, fans, industry professionals, social media engagement, new business generated and a significant surplus in revenue, I'm confident in pronouncing that the 2016 Eastlink East Coast Music Week was a success for the region's music community. After a challenging 2-year period since the Charlottetown event in 2014, the Association is now showing a profit, without having to sacrifice overall quality or compromise key relationships in the process. This is a significant achievement in just two years that the whole organization should feel proud in achieving. However, cash flow continues to be a major challenge and relations with our suppliers need every attention in order to maintain our good reputation.

- Relations with the Provincial MIAs continue to improve. A trust has been earned and there is a new collaborative spirit in working together to create the best opportunities for all our members. In conjunction with our new national partners, (Music Canada and Music Canada live), ECMA is taking the lead in a regional sector study this summer that will identify the Atlantic Canada's strengths, weaknesses, how music benefits the regional economy and opportunities for growth in the industry. Interviews have been scheduled throughout the summer and a report is targeted for late Fall 2016. This is a key prerequisite in the route to establishing a regional strategy and defines the ECMA's leadership role in exploring potential new investment in the region's music industry. This could take the form of an Atlantic Music Fund sharing some similarities to the music funds recently created in Ontario and BC.

- For the first time in the history of the ECMA's the conference was held in an indigenous community. The opening ceremonies reflected this with a mini-powwow followed by the Aboriginal showcase.

- The Export Buyers Program saw over 135 music industry delegates from the United States, Canada, Australia, Belgium, and the United Kingdom (England and Scotland) descend upon Sydney to do business with East Coast artists and companies. These delegates included booking agents, festival programmers, event and venue programmers, promoters, presenters, publishers, music supervisors, digital and technology experts.

- This year's conference introduced expanded training opportunities in live media and digital marketing, as well as an inaugural event, the Canadian Presenting Touring Networks forum. The conference once again provided music managers, breakout artists and music supervision mentorship programs with over 25 mentorship matches taking place.

- There was a 6% drop in submission numbers this year from 1224 to 1150 most likely reflecting the significant push from NL to encourage their artists to apply on 2015. However,

the quality of submissions was consistently high and there were fewer submissions that had incorrect information/missing files. The removal of member voting was not an issue with the vast majority of members supporting the change. Moreover, removing the 2nd-round jurying/member-voting process reduced the amount of work and allowed staff better preparation time.

Event Attendance

The music festival component of East Coast Music Week 2016 was well attended by the local community and our industry delegation. We saw many venues reach capacity through the week and we sold out the Big Ticket show. This year we changed our programming and only had genre-based showcases. This was well received by the artists and industry professionals.

Finance

The Association has contracted a full time Financial Controller enabling all financial procedures to flow through one central person. Consequently, we were positioned to better control costs, identify areas of risk and analyse financial cost/benefits through out the year. As inevitable challenges arose, a strategy was created and a plan to deal with them activated. Having a centralised budget ensured that expenses and revenue projections were closely monitored and action taken as required.

Sales

This year we were able to track ticket sales accurately and build a strategy that was adaptable to changing market conditions. We could monitor the results of targeted ads on Social Media, Print media and radio that were very helpful for future planning. In addition, we successfully launched the sale of VIP tables on the floor at Centre 200, and generated \$26,765.14 from the sale of 62 tables. This is a definite area of growth moving forwards.

More significantly, we sold out the Gala this year (2,500 capacity) that marks the first time this has been achieved in recent history.

Ticket sales are an area where we can grow revenue. Although there will be some increased cost in marketing, artist fees, artist riders and travel, the added revenue will more than cover these additional costs. New this year we also introduced the Big Ticket show in order to cover the cost of the Headliner Hey Rosetta!. We targeted 400 tickets @ \$25 and eventually the show sold out @ 600 hard tickets. This model should be repeated in order to bring in headline artists that we need to increase overall profile of the vent as well as a better way to sell tickets. It did not affect wristband sales. We successfully responded to initially slow wristband sales by reducing the price of the 4-day pass by \$25 and creating a new 2-day Weekend Warrior wristband option for \$45 that sold very well. We surpassed our wristband sales projections – however, both the VIP and Festival pass sales under – performed.

Consequently we are revising the price point for the 2017 Festival/Conference pass to make it more affordable.

Sponsorship

2016 was a positive year for sponsorship. We had good retention, we had a strong list of partners, we initiated new programs and we received good feedback on fulfillment. Final numbers are as follows: Sponsorship is \$252,750 in cash, \$598,000 in kind

Aficionados \$40,000 Corporate Tables generated \$26,765.14. This year, we developed the Aficionado Program, a patron program that has a price tag of \$10,000. The Aficionado would receive a benefits package including a table at the Gala, their own ECMA Award, 4 VIP Passes and a private concert with an ECMA artist. We sold four of these that were a great help to reach our sponsor goals and it is hoped we exceed those numbers in Saint John in 2017.

Export Buyers Program

The 2016 Export Buyers Program welcomed over 100 high-profile music industry delegates from six countries around the world (with 36 international delegates in attendance). These

representatives included festival programmers, booking agents, presenters, promoters, music placement supervisors, publishers and digital and social media experts from the United States, Canada, the United Kingdom, Belgium, France, and Australia.

With a concentrated focus to continue to increase the level of domestic business development for our members, the program welcomed local, regional and national presenters, and industry representatives (52 Canadian music buyers and 12 industry organizations/stakeholders, with a large majority covering their own expenses). Immediate and direct results demonstrate a substantial increase in the level of domestic business development in new Canadian markets with many entrepreneurs and companies confirming business negotiations. With so many of our members in varying stages of their career development offering a high-quality domestic business development component is essential for long-term industry growth and continues to create new business opportunities and a 'Music Export Gateway' across Canada.

The 2016 Export Buyers Program and industry conference once again delivered a high level 'business-to-business' development program. Attended by more than 1250+ registered delegates, this program is geared strategically towards advancing new business and export opportunities for a defined sector of 40-50 export ready and exporting companies..

Program activities included a full business orientation networking session, numerous showcases, two days of pre- arranged 10 minute one-on-one business meetings (with 66 export ready artists/companies participating in over 620+ meetings), 'industry-to-industry' one-on-one meetings (with 44 companies participating in 149 meetings) and a multitude of interactive business development networking mixers (attended by 150+ participants) to connect with program delegates.

New business development forums were introduced with the 'Canadian Presenters Touring Network' forum alongside several high level international export business sessions designed to provide market information and to create new opportunities for our members.

Several new skills development and export training platforms were introduced with the Digital Marketing Training Workshop, an advanced Export Readiness Training Pitching Workshop and Live Media Coaching one-on-one training sessions; the ECMA Music Supervision Mentorship Program, Music Managers Mentorship Program, the SOCAN Song House, and the 'Breakout' Members Mentorship Program (with 90 participants). In 2017, an area of further development will include the launch of the 'new' Agents Mentorship Program and the DIY: Export-Ready Artist Mentorship Program.

Strategic business alliances were strengthened with our business exchange partnership with Showcase Scotland Expo, welcoming two of Scotland's best exporting artists (Daimh, and Rura) and a high quality Scottish and European delegation. ECMA's new reciprocal exchange partnership with Australian Music Week (AMW) featured the "AUSCAN Music Spotlight" collaborative initiative, welcoming two Australian songwriters (Jordie Lane and Lloyd Spiegel) to ECMW 2016.

Host Province Volunteers

362 volunteers participated in East Coast Music Week 2016. This represents a key community engagement element for ECMA, with direct benefits for the host community and future event production and hosting for local engagers.

Music Conference – Educational Initiatives

The Industry Conference is the premiere destination for all Atlantic Canadian artists and industry professionals to build and strengthen connections with each other and with international guest delegates from around the world. The conference provides artists and managers business development opportunities and to develop industry knowledge, skills and resources. A stellar line-up of Canadian and International guest speakers and panelists lead the programs. Canadian Presenting Touring Networks Forum was part of the conference for the first time at a Canadian event. The forum is designed to provide insight and unveil the different roadmaps available to building and expanding touring networks in communities

across Canada.

The East Coast Music Awards Show

The Awards Gala was held on Thursday, April 13 and based on feedback to date was one of the best awards shows that ECMA has produced in years. Moving the show to Thursday continues to enjoy the following benefits: - Increased media attention at the start of the week. Typically, the Awards Show brings ECMA's largest coverage, including national and international media reports. Moving this attention to the start of the week serves as stronger promotion for the entire ECMW event.

- Increased profile for the nominees and performing artists on the Awards Show throughout the event. The artists featured on the show, and the award winners, were able to leverage this attention throughout their business meetings and other showcasing opportunities at the ECMW event.

- Increased social media traffic at the early part of the week; sharp increase in Twitter followers on Thursday evening specifically - Improved schedules for staff and crew, giving the team the ability to fully focus on the festival and conference after completing the Awards Show

- Technical budget improvements through the ability to use the Awards Show staging and equipment throughout the music festival

ECMA Awards Show Broadcast

Eastlink acted as broadcaster for the show throughout the Atlantic region and into Ontario. However this year, a third-party production team was hired to direct and film the Gala show. By using a production team familiar with live music performances, the flow and pace of the production were enhanced, the audio and visual were tight and the dynamics worked well. Overall the Gala broadcast was well received, and reflected the ECMAs commitment to continuing to elevate the show as a "must play" for East Coast musicians.

The Ron Hynes Tribute was a highlight of the show. This authentic and respectful tribute included tributes, video and an amazing musical medley made up with musicians that had all spent countless hours with Ron on the road, in the studio and on stage. **ECMA TV**

With funding from the FACTOR Digital marketing program, we launched ECMA TV this year in the form of an ambitious 13-channel live video stream of certain showcases during ECMW 2016. These channels streamed live on the ECMA website YouTube page as well as via 15 broadcast partners who embedded the link on their sites. Once the events were finished, the videos were automatically archived on the web site where they can be viewed indefinitely. In addition, Artists featured on ECMA TV were sent high quality edited versions of their performances to be used for self-promotion and marketing. As of September 2016, the total view count is over 10,000 views

The Industry Awards

2016 Industry awards were held on Sunday Afternoon, April 17th, 2016. The two-hour show built on the changes of the prior year, and was very well received. Video nomination packs, live music and good quality audio/video, cash bar and seating were some of the changes. Feedback to this change in programming continues to be overwhelmingly positive from Industry members, Sponsors, and VIP guests. Hosted by ECMA Co-chair of the Local Engagement Committee Stephen Antle, the event saw the presentation of 21 awards, including all Industry categories and several honorary awards including the Stompin' Tom Awards, the Musician's Achievement Award, and the Dr. Helen Creighton Lifetime Achievement Award. The event was extremely well-attended in the Kluscap A&B of the Membertou Trade and Convention Centre. There are plans to budget for some catering to be provided at next years awards to improve the experience further.

Marketing and Communications

Marketing and communications for 2016 included public relations, graphic design, social

media, advertising (print, online, TV, radio, digital signage), online activities, guide creations, promo items, partnership development and implementations, contesting, and more.

The marketing & communications team and the sponsorship team worked closely together to engage sponsors (and, where appropriate, their dollars and in-kind services) to promote the event and its activities - with a heavy focus on innovative interactive approaches and innovative activation.

Opportunities existed to engage and involve the local community in various ways, including organizational partnerships, media, volunteering, social media, blogging and unique contesting. ECMA was able to display our East Coast artists to not only an engaged local community, but also to a targeted group of international music industry delegates who provide ECMA artists the chance to further their careers on a global scale.

Branding and Design

There is still confusion about the name of our event and many still refer to the event as the "ECMAs" rather than "ECMW. It has been decided to revert to the original branding of the ECMAs starting in the 2017 event.

Public Relations

Pigeon Row Public Relations was hired for the fourth year to handle bilingual publicity for Eastlink East Coast Music Week. Pigeon Row provides media outreach and facilitation at press conferences, and handles all media inquiries/accreditation leading up to and during the event. ECMA made big strides with French media by offering well-written French press releases and warm and informed communications. Once again, there was much positive feedback from French-speaking media outlets about Pigeon Row's bilingual efforts.

Coverage for ECMW 2016 included local, regional and national coverage across many platforms: print newspapers and magazines, online magazines, papers, blogs and more, radio and TV in both official languages.

ECMA App

Developed by MindSea, the ECMA App for iPhone and Android is an integrated association app and festival app in one. Intuitive and artist focused, it includes artist profiles and the ability to purchase their music from the app, the schedule and programming for the event with direct links to purchase tickets and event passes. It builds attendees must see events and artist showcases directly into their existing calendar on their mobile device. The conference schedule and all conference and Export Buyers Program delegates were featured on the App. This year the update for the ECMA app was launched as planned, a few weeks out of the event. We continue to receive a lot of word-of-mouth praise for this app.

The update and install data for this year's mobile app is as follows:

iOS

254 Downloads 587 Updates **Google Play** 161 Installs 125 Updates

Total downloads/installs: 415 Total Updates: 712

The total updates/install numbers are down slightly from last year (1127 this year to 1225 last year). Recommendations regarding this include making posters next year to promote the app, and include more app information on ads, signage, etc.

Website – ECMA .com

An updated ECMA website was created by Mindsea and launched in March 2015 (one month before ECMW 2015). Although the look and most of the functionality of the new site was a huge improvement, we still rushed to have it released before the 2015 event. Because of this, ECMA staff ran into issues with the site following the event, specifically in regards to adding pages, adding content, and refining the process of pushing Marcato content on to our site. The website continues to be a work in process as work continues to make the site meet the

requirements of the various departments.

Overall, website visits increased from last year, from 131,539 (April 18, 2014 to April 18, 2015) to 149,752 (April 18, 2015 to April 18, 2016).

Social Media

The integrated social media platform increased outreach, educated followers about ECMW, enabled ECMA to learn more about their audience, built relationships with audience, sponsors, volunteers, delegates and artists, and drove revenue.

This year there was more of an effort to engage social media followers by focusing more on social media ads, being more engaged in Facebook event pages and spotlighting ECMW performers leading up to the event.

Facebook page likes increased from 9,214 on April 24, 2015 to 10,710 on May 3, 2016.

Twitter followers increased from 23,258 on April 24, 2015 to 26,690 on May 3, 2016.

Instagram followers increased from 698 followers on April 24, 2015 to 1398 on May 3, 2016.

Daily Newsletter

There was great feedback from attendees about the daily ECMW newsletter, which provided highlights of night before, award winners, as well as current day's "can't miss" shows and conference sessions. These newsletters also linked to ticket purchases, the mobile app, and other ECMW-related information. Awards winners recaps and news releases (written by Pigeon Row) were also sent out via our newsletter channels. All ECMW news releases were published to the ECMA website and linked through social media.

Advertising and Promotions

Advertising

There was extensive print and online (box ads, banner ads) advertising in Transcontinental-owned newspapers, including The Cape Breton Post and other NS community papers. Ads were also published in The Coast. \$75k in-kind ads were used for Transcon, and The Coast ads were purchased through reduced sponsorship fees.

In-kind advertising was also used for Newcap-owned radio stations. Regional advertising on NewCap's Atlantic stations (Halifax, Sydney, Moncton, Charlottetown, Saint John and St. John's) ran in four stages from December until April. (15-22 ads per station, per week). The two final stages of ads focused solely on the Sydney radio stations The Giant and The Eagle.

Digital Signage was purchased from Synergy Screens to run in Casino Nova Scotia under reduced sponsorship fees, as well as offered in-kind through the JA Douglas McCurdy Airport and the Membertou Trade and Convention Centre partnerships. The 30-second promo video was also streamed during the very popular Chase the Ace event in Sydney, as well as during Screaming Eagles hockey games. Ad space was also purchased on the Cape Breton If Donald Trump Wins website, which is a novelty website that earned international news coverage prior to the event (CNN, etc.).

There was a much larger focus on social media ads for this year's event (mostly on Facebook, though there were some Twitter ads). These ads focused mainly on selling the larger shows such as the Hey Rosetta! Big Ticket, in addition to a general call to purchase wristbands. There was also a focus on selling 2-day Weekend Warrior wristbands, which offered a discount to those only able to attend on Friday and Saturday. The target markets for these ads were varied in terms of region, age, interest, etc, as an attempt to try many different types of campaigns to see what worked best. Although it was difficult to find correlation between specific ad campaigns and ticket sales, it certainly seemed like the overall social media effort resulted in more sales.

Thank you:

I would like to express my personal gratitude to the Board of Directors for their support and guidance during my second year as Executive Director. They have continued to embrace the

financial measures taken in order to bring the ECMA back to fiscal responsibility. Huge strides were achieved this year both in managing expenses and finding new revenue streams in order to produce a surplus on the bottom line. Our cash flow management will improve eventually and I would like to thank all our suppliers for their patience. The ECMA brand continues to be strong and I'm confident about the exciting opportunities ahead for our members.

Finally, my heartfelt thanks and appreciation goes out to the talented ECMA staff for their hard work and commitment on behalf of the Association. We are so excited about 2017 in Saint John, NB!

Cheers everyone, Andy McLean Executive Director

BY-LAWS of THE EAST COAST MUSIC ASSOCIATION

WITH PROPOSED REVISIONS JUNE 2016

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BY-LAWS OF THE EAST COAST MUSIC ASSOCIATION

1. In these By-laws, unless there be something in the subject or context inconsistent therewith:
 1. (a) "Memorandum of Association" means the memorandum of association incorporating the Society under the *Companies Act* (Nova Scotia);
 2. (b) "Regions" means each of Cape Breton Island, mainland Nova Scotia, New Brunswick, Newfoundland and Labrador, and Prince Edward Island;
 3. (c) "Registrar" means the Registrar of Joint Stock Companies appointed under the *Companies Act* (Nova Scotia);
 4. (d) "Society" means The East Coast Music Association; and
 5. (e) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these By-laws, and none other, shall be members of the Society, and their names shall be entered in the register of members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.
4. Every member of the Society shall be entitled to attend any meeting of the Society, to vote at any meeting of the Society and to hold any office of the Society, provided, however, that no member shall be entitled to attend or vote by proxy.
5. Membership in the Society shall not be transferable.
6. The following persons may be admitted to membership in the Society: any person who upholds the objects of the Society and contributes to support the Society an amount to be determined by the directors of the Society. The directors may, from time to time at their discretion, create separate classes of membership with differentiated membership

fees.

7. No formal admission to membership shall be required and the entry in the register of members by the secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.
8. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he/she resigns his/her membership, or if he/she ceases to qualify for membership in accordance with these By-laws.
9. The directors may, from time to time and in their discretion, elect honorary and/or advisory patrons, honorary members, and/or life directors, all of whom shall serve in an advisory capacity only.
10. Honorary members shall have their names listed in the register of members as provided for in these By-laws, but no honorary member shall be required to pay annual dues.
11. Life membership in the Society may be extended to any persons on payment of such life subscription as may be determined and approved by the directors.

FISCAL YEAR

12. The fiscal year of the Society shall be the period from July 1st in any year to June 30th in the next year following, or such other year period as the directors may determine from time to time by ordinary resolution.

MEETING

13. (a) The ordinary or annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society;
(b) An extraordinary general meeting of the Society may be called by the chair or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five percent (25%) in number of the members of the Society.
14. Fourteen days' notice of any annual general meeting or extraordinary general meeting of the Society (collectively referred to as a "General Meeting"), specifying the place, day, hour and agenda of the meeting shall be given to members and directors and shall be provided by telephone, delivered personally, published in a regular newsletter sent to all members individually, or sent by prepaid mail, facsimile, email or other electronic means to any such member or director at their latest address as shown in the records of the Society, or if no address be given then to the last address of such member or Director known to the secretary. The non-receipt of any notice by any members shall not invalidate the proceedings at any General Meeting.
15. At each annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - Minutes of the preceding General Meeting;
 - Annual report of the directors;
 - Financial statements, including balance sheet and operating statement and the report of the Society's appointed accountant thereon;
 - Election of directors;
 - Appointment of accountant or auditor(s) if required.Other business shall be added to the agenda at the opening of any such meeting from the floor.

16.No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business. The required quorum must consist of at least one member representing each of the Regions.

17.If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if

18. (a)

The chair of the Society, or person designated by the directors, shall at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.

preside as chair at every General Meeting of the Society;

2. (b) If there is no chair, or if at any meeting he or she is not present at the time of holding the same and there has been no designation by the directors, the first vice-chair shall preside as chair;

3. (c) If there is no chair or first vice-chair, or at any meeting neither the chair nor the vice-chair is present at the holding of the same, the members present shall choose someone of their number to be chair.

19.The chair may, with the consent of the meeting, adjourn any General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

20.At any General Meeting, unless a poll is requested by a member, a declaration by the chair that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

21.If a poll is deemed in manner aforesaid, the same shall be such manner as the chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in a General Meeting.

VOTES OF MEMBERS

22.Every member in good standing shall have one vote and no more except that honorary members shall not have voting privileges.

23.A resolution in writing signed, or otherwise consented to in writing, by all the members entitled to vote on that resolution at a meeting of the members is as valid as if it had been passed at a meeting of the members.

DIRECTORS

24.Unless otherwise determined by General Meeting, the number of directors on the board of directors shall not be less than ten and not more than eighteen, not including honorary or life directors. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.

25.Any member in good standing of the Society shall be eligible to be elected or appointed a director of the Society.

26.There shall be at least two directors elected by the membership from each of the Regions (hereinafter called the "Regional Directors"). Should there be insufficient candidates to fill the required Regional Directors' positions from any given region, such

position(s) may be filled from any region or be allowed to remain vacant upon a vote of the majority of members present at an annual General Meeting.

27. There shall be appointed as a director of the Society a member from each of the East Coast's four provincial music industry associations and CBMIC. Each of the associations and CBMIC will appoint a member to the board. Appointed terms are one year in length. If no member is appointed from the four music industry associations and CBMIC, the Society may appoint a member from that respective region.
28. In addition to its powers to fill vacancies pursuant to these By-laws, the board of directors, from time to time, may appoint up to a maximum of two additional directors to the board of directors (hereinafter called the "Additional Directors").
29. For the avoidance of doubt, Additional Directors shall have the same responsibilities, powers and privileges as Regional Directors including but not limited to becoming officer(s) of the Society.
30. Regional Directors shall be elected by the membership of the Society at each annual General Meeting of the Society for those positions becoming vacant pursuant to these By-laws.
31. The chair shall name a nominating committee, subject to the approval of the executive committee (hereinafter called the "Nominating Committee"), which shall mail to the membership a slate of nominees for the election, at least two weeks prior to the annual General Meeting. Additional nominations for directors to be elected at the annual General Meeting may be accepted from the floor at the annual General Meeting; however, all such nominees absent from the annual General Meeting must have submitted to the board of directors written consent to nomination and abbreviated biographical information, prior to the annual General Meeting.
32. The election of Regional Directors shall be determined by a majority vote of members voting in person at the annual General Meeting or by mail-in ballot (such mail-in ballot process as may be specified in the Society's Policy and Procedures Manual). There will be a first ballot to determine the election and any tie will be decided by a second ballot and subsequent ballots, if necessary, of members voting in person and in attendance at the annual General Meeting, or at any meeting duly called for the purpose of electing directors.
33. The board of directors may name a nominating committee, which may recommend to the board of directors individual(s) for appointment as Additional Director(s). The appointment of Additional Directors shall be determined by a resolution of the board of directors passed by a majority of the directors as are present and entitled to vote at a board of directors meeting of which notice specifying the intention to propose such a resolution has been given. Such notice of meeting shall be given in writing (which may be by electronic mail) to each director entitled to vote, specifying the time and place thereof, at least two weeks prior to the date of the meeting.
34. Any director may attend any meeting of the directors in person, or by telephone or other electronic contrivance that allows said director full participation in the transaction of business as if he/she were physically present at such a meeting.
35. Any Additional Director must also be a member in good standing and, within at least one week from their nomination to the board of directors, an Additional Director must submit a written consent to the board of directors.

36. The term of office for directors of the Society shall be as follows:

Regional Directors - two years (expiring on the date of the annual General Meeting that is two years after their appointment), unless re-elected.

Additional Directors - from date of appointment to the date determined by the board of

directors, but in no case longer than the date of the next annual General Meeting held after the election of the Additional Director, unless re- appointed.

37. At the first annual General Meeting of the Society and at every succeeding annual General Meeting, all directors (except those Regional Directors holding a term of two years from the last annual General Meeting), shall retire from office, provided, however, that such retiring directors shall hold office until the dissolution of the meeting at which their successor is elected. Subject to these By-laws, such retiring directors shall be eligible for re- election at the meeting at which they retire, or any future meeting convened for the purpose of electing one or more directors following that.
38. Any Additional Director(s) shall also retire from office at the dissolution of each annual General Meeting and such position(s) may be left vacant or be filled at the discretion of the Board of Directors. Any retiring Additional Director may be re-appointed at the meeting at which they retire, or any future meeting.
39. A Director may serve successive terms but no director shall serve more than seven years consecutively on the board of directors.
40. In the event that a director resigns his or her office, whereupon his or her office as director shall *ipso facto* be vacated, the vacancy thereby created may be filled by appointment by the board of directors from among the members of the Society qualified to hold such vacant position, for the unexpired portion of the resigning director's term of office.
41. The Society may, by Special Resolution, remove any director before the expiration of his/her term of office and appoint another person in his or her stead. Subject to these By-laws, the person so appointed shall hold office during such time only as the director in whose place he or she is appointed would have held office if he or she had not been so removed.
42. Any Director who is absent from three or more consecutive board of directors' meetings where notice of such meetings has been duly given, following a resolution passed by a majority of directors, shall be required to vacate his/her seat on the board of directors, where upon his/her office as director shall *ipso facto* be vacated, and the vacancy thereby created may be filled for the unexpired portion of the term by appointment by the board of directors from among the members of the Society. If it is an Additional Director who is so required to vacate his/her seat, such position may be left vacant or be filled by the board of directors pursuant to these By-laws.
43. Meetings of the board of directors shall be held as often as the business of the Society may require and shall be called by the secretary of the Society. A meeting of directors shall be held at the close of every General Meeting of the Society without notice. Except for the specific requirements for notice otherwise set out herein, notice of all other board of directors' meetings specifying the time and place thereof, shall be given either orally or in writing (which may be by electronic mail) to each director within a reasonable time before the meeting is to take place. In all cases, non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the board of directors.
44. Except for the specific quorum requirements otherwise set out in these By- laws, no business shall be transacted at any meeting of the board of directors unless at least five of the directors are present at the commencement of such a meeting and a director may attend any such meeting in person, or by telephone or other electronic contrivance which allows the director full participation in the transaction of business as if he/she were physically present at such a meeting.
45. The chair (or co-chairs) or in his/her (or their) absence, the first-vice chair, or in the absence of both of them, any director nominated from among those directors present, shall preside as chair at any meeting of the board of directors.

46. The chair (or co-chairs) shall be entitled to vote as director(s), however, he or she (or they) shall not have an additional tie-breaking vote(s). In the event of an equality of votes, the motion shall be defeated.

POWERS OF DIRECTORS

47. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these By-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in General Meeting. The directors shall appoint an executive committee to manage the day-to-day affairs of the Society. The executive committee shall have the power to make decisions to implement the policy set by the board of directors and to carry out such other functions as the board of directors may delegate by resolution from time to time. Without restricting the generality of the foregoing, whenever it is necessary that a decision be made or that action be taken prior to a meeting of the board of directors, the executive committee shall have the power to make such decisions or to take such action as it deems necessary for the benefit of the Society and the executive committee shall report to the next meeting of the board of directors on the decision made or the action taken, and seek ratification by resolution of the board of directors, if advisable.
48. The executive committee shall consist of the chair (or co-chairs), the first vice-chair, the second vice-chair, treasurer, the secretary and such members at large as may be deemed advisable by the directors. The quorum for a meeting of the executive committee shall be three members and all decisions shall be made by a majority vote of those members present. In the event of a tie, the motion shall be defeated.
49. The directors may, in their discretion and pursuant to the aims and objectives of the Society, establish and appoint committees to promote the efficient operation of the Society.
50. The directors may, in their discretion and pursuant to the aims and objectives of the Society, hire an executive director of the Society for remuneration to be determined by the directors, and such executive director may be entitled to exercise any powers under these By-laws conferred upon the directors, subject to any restrictions placed on these powers by the directors in their discretion.
51. The directors shall have control of the financial affairs of the Society and shall, in their discretion, seek such gifts, grants, endowments, subscriptions and donations which may be required to achieve the purpose of the Society.
52. The directors of the Society may, from time to time, in their discretion:
1. (a) raise or borrow money for any purpose or purposes of the Society;
 2. (b) secure the repayment of money so raised or borrowed in such manner and upon such terms and conditions in all respects as they think fit and, in particular, by the execution and delivery of mortgages on the Society's real or personal properties provided however that the power to execute mortgages of the Society's real or personal properties shall not be exercised by the directors except with the prior approval of a Special Resolution of the members of a general or special meeting called for, *inter alia*, that purpose;
 3. (c) assign or endorse bills, notes, acceptances, cheques, contracts and other dividends of, or securities for money borrowed or to be borrowed for the purposes of the Society.
53. The directors shall regulate the banking practises of the Society and shall determine, at their discretion, the signing authority of such persons as they may designate to sign any documents or any instruments for and on behalf of the Society.

54. A resolution in writing signed, or otherwise consented to in writing, by all the directors entitled to vote on that resolution at a meeting of the directors is as valid as if it had been passed at a meeting of the directors.

OFFICERS

55. The officers shall be elected by the directors of the Society at the first directors' meeting following the annual General Meeting and shall consist of the following: chair (or co-chairs), first vice-chair, second vice-chair, secretary, and treasurer. The first vice-chair and second vice-chair shall, at the request of the directors and subject to their discretions, perform the duties of the chair during the absence, illness or incapacity of the chair.

56. The directors shall elect one or more from among them to be chair or co- chairs of the Society. The chair or co-chairs shall have general supervision

57. (a)

The secretary of the Society shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him or her by the members. The directors shall appoint the secretary and shall also appoint a treasurer of the Society to carry out such duties as the members may assign. If the members think fit, the same person may hold both offices of secretary and treasurer; and

13 of the activities of the Society and shall perform such duties as may be assigned to him or her by the members from time to time.

(b) The directors may appoint a temporary substitute for the secretary who shall, for the purpose of these By-laws, be deemed to be the secretary. However, any such temporary substitute secretary shall have no voting privileges.

58. Should an elected officer resign from office or, by resolution of the board of directors passed by a majority of directors, be unable to discharge the duties of such office as required, the board of directors may replace that officer with another from their number.

REVIEW OF ACCOUNTS

59. The Accountant of the Society shall be appointed annually by the members of the Society at the ordinary or annual General Meeting and, on failure of the members to appoint an Accountant, the directors may do so.

60. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The Accountant shall make a written report to the members reviewing the balance sheet and operating account, and in every such report, he or she shall state whether, in his or her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income expenditures in the preceding year, reviewed by the Society's Accountant, shall be filed with the Registrar within 14 days after the annual General Meeting in each year, as required by law.

MISCELLANEOUS

61. The Society has the power to repeal or amend any of these By-laws by a Special Resolution passed in the manner prescribed by law. A Special Resolution should be adequately discussed by the board of directors before being presented to the members. Notice of a Special Resolution shall be given at least 14 days prior to the General Meeting where it will be voted upon. The proper notice for a by-law amendment contains three components: 1. The exact wording of the proposed amendment; 2. The current wording of the by-law to be amended; and 3. The by-law as

it will read if the amendment is adopted. Additionally, the notice should include the rationale for the amendment. It may also include other information such as whether a committee or the board of directors endorses or opposes the amendment.

62. The Society shall file with the Registrar, its Annual Statement, a list of its directors with their addresses, occupations and dates of appointment or election, and within 14 days of a change of directors, notify the Registrar of the change.
63. The Society shall file with the Registrar a copy in duplicate of every Special Resolution within 14 days of said resolution being passed.
64. The Society may adopt any seal chosen by the directors from time to time by ordinary resolution.
65. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and the board of directors shall be the responsibility of the secretary.
66. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual General Meeting at the registered office of the Society.
67. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the chair (or co-chairs) or the first vice-chair and the secretary, or otherwise by any two authorized signatories of the Society as prescribed by a resolution of the board of directors.
68. Any member of the Society shall be provided with a copy of the By-laws, if requested, and such copy shall be provided in a timely manner.
69. The board of directors may create and maintain a Policies and Procedures Manual consistent with the purposes of the Society and its By-laws. Any amendments to the Policies and Procedures Manual shall be in the sole discretion of the board of directors.
70. The board of directors 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 of directors. The tenure of employment and remuneration for such employment shall be fixed by the board of directors.