

BY-LAW NO. 1
GENERAL BY-LAWS OF
EAST COAST MUSIC ASSOCIATION INC. – ASSOCIATION DE LA MUSIQUE DE LA COTE
EST INC.

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 *Canada Not-For-Profit Corporations Act*, S.C. 2009, c. 23, including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) **"Board"** means the board of directors of the Corporation;
- (d) **"by-laws"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) **"Corporation"** means East Coast Music Association Inc. – Association de la Musique de la Cote Est Inc., a not-for-profit corporation continued under the Act on November 18, 2019;
- (f) **"Executive Committee"** means collectively the Chairperson, the Treasurer and the Secretary;
- (g) **"Provincial Association"** means each of Cape Breton Music Industry Cooperative (CBMIC), Music New Brunswick/Musique Nouveau-Brunswick, Music Newfoundland and Labrador, Music Nova Scotia and Music PEI, and any of their successors, and **"Provincial Associations"** means all of them collectively; and
- (h) **"Region"** means any of Cape Breton Island, the Province of New Brunswick, Province of Newfoundland and Labrador, Province of Nova Scotia with the exception of Cape Breton Island and the Province Prince Edward Island.

1.2 Gender and Number.

In this by-law, the singular shall include the plural, the masculine shall include the feminine and neuter, and vice versa, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

ARTICLE 2 FISCAL PERIOD

2.1 Fiscal Period.

The fiscal period of the Corporation shall be the period from September 1 in any year to August 31 in the next year following.

ARTICLE 3 CORPORATE SEAL

3.1 Corporate Seal.

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

3.2 Custody of Seal.

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

ARTICLE 4 MEMBERSHIP

4.1 Admission and Classes.

Every person who fits within one of the following classes of membership and makes application to become a member in the form approved by the Board from time to time shall be admitted as a member of the Corporation, of the appropriate class, with the rights, limitations and obligations prescribed to that class under the Articles and the by-laws, as follows:

- (a) The “**Board Member Class**” shall include every person elected to the Board for their entire term on the Board. The members of this class shall not be required to pay any membership fee or due to the Corporation. Only individual persons may be members of the Board Member Class;
- (b) The “**Associations Member Class**” shall include every member of each Provincial Association who elects to become a member of the Corporation by the method provided by the Corporation from time to time, for so long as they remain a member of their respective Provincial Association. The members of this class shall not be required to pay any membership fee or due to the Corporation;
- (c) The “**Temporary Member Class**” shall include any person who is not then a member of the Corporation who seeks to run for election to the Board at the next coming annual general meeting of the Corporation, or any special meeting for electing directors, and provides notice of their intention to do so to the Corporation at least twenty-one (21) days prior to the said meeting for electing directors. Any said person shall be admitted as a temporary member of the Corporation, without payment of any fee or due to the Corporation, which temporary member status shall end upon their election to or failure to be elected to the Board; and

- (d) The “**Applicant Member Class**” shall include any person who completes the application to become a member of the Corporation, in such form as provided by the Corporation from time to time, who pays the membership fee or due set by the Board from time to time and whom the Board accepts as a member of the Corporation, for a one or two year term, as they choose, or for a term of any length, including indefinite, if the Board in its sole discretion offers such a term, so long as their annual membership fee or due is paid. The members of the Applicant Member Class are entitled to vote at meetings of the members, subject to the rights and limitations set out from time to time in the by-laws of the Corporation.

4.2 Corporation Registry.

The Secretary shall maintain a register containing the names and addresses for all members of the Corporation.

4.3 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 Corporation and the registry.

4.4 Resignation of Members.

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

4.5 Termination of Membership.

The membership of any member terminates in accordance with the Act. Further, the Board may expel any member at a meeting of the Board. The Board must deliver written notice of expulsion to any member it expels within twenty one (21) days of the meeting at which the Board expelled the member.

ARTICLE 5 BOARD OF DIRECTORS

5.1 Number of Directors

The Board shall consist of the number of directors specified in the Articles. If the Articles provide for a minimum and maximum number of directors, and allow the Board to fix the number of directors from time to time by ordinary resolution, then the Board shall consist of the number of directors within such minimum and maximum as fixed by the directors from time to time. If the Corporation is a soliciting corporation, the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates

5.2 Composition of Board.

The Board shall consist of persons who are not disqualified under the Act or the by-laws from serving as directors of the Corporation and who otherwise fit within the following criteria:

- (a) the Board shall have five (5) regional directors (the “**Regional Directors**”), being comprised of one (1) resident from each of the Regions. Every person belonging to a voting membership class of the Corporation shall have the right to vote to elect the Regional Directors;
- (b) the Board shall have five (5) Provincial Associations directors (the “**Associations Directors**”), so that each Provincial Association has the exclusive right to nominate one such Associations Director. The right to elect the Associations Directors is the sole right of the persons belonging to the Board Member Class, to the exclusion of all persons belonging to the other voting membership classes of the Corporation; and
- (c) the Board shall have such other number of directors (the “**Board Directors**”) required to reach the number of directors required by the Articles, or resolution of the Board applicable from time to time, as applicable. The right to elect the Board Directors is the sole right of the persons belonging to the Board Member Class, to the exclusion of all persons belonging to the other voting membership classes of the Corporation.

5.3 Directors Expenses.

Directors of the Corporation 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 Corporation and the Corporation may pay certain expenses on behalf of directors, which are incurred with respect to the affairs of the Corporation, all as are approved in the Board's expense policy, as updated from time to time.

5.4 Term of Appointment.

The term of appointment for the directors of the Corporation shall be either one (1) or two (2) years, as determined by the Board prior to the election of any director at an annual general meeting. All directors are eligible to be elected for an unlimited number of terms.

5.5 Removal of Directors.

Notwithstanding the term of appointment set by Section 5.4, or anything else set out in these by-laws, a director may be removed as follows:

- (a) any director of the Corporation who misses any more than two (2) meetings of the board during the term of their appointment, without reasonable justification, as determined by unanimous agreement of the Executive Committee at the time, may be removed by ordinary resolution of the class or classes of members who elected the said director, to the exclusion of all other voting membership classes, at a special meeting of the persons belonging to the Board Member Class; or
- (b) for any other reason, by ordinary resolution of all voting members at a special meeting held for the purpose of removing said director.

5.6 Powers of Directors.

The affairs of the Corporation 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 Corporation and which are not by the by-laws, or by statute, expressly directed or required to be done by the Corporation at a meeting of the members.

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

5.7 Vacancies on Board.

In case of a vacancy or vacancies occurring on the Board through death, resignation, disqualification, removal 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.

5.8 General Qualifications of Directors.

The office of a director shall *ipso facto* be vacated if he or she is disqualified from being a director pursuant to the Act.

5.9 Election and Retirement of Directors.

Each director shall be elected by ordinary resolution of the class or classes of members of the Corporation entitled to vote for said director in accordance with the Articles and by-laws. All directors then in office for whom successors are elected shall cease to hold office at the close of the meeting where their successor is elected.

5.10 Protection of Directors.

Subject to any written agreement between a director and the Corporation relating to the subject-matter herein expressed, each and every director of the Corporation shall assume office on the express understanding, agreement and condition that every director of the Corporation 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 Corporation 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 Corporation 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 Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee of the Corporation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money, of or belonging to the Corporation 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 Corporation shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen to the Corporation 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.

5.11 Indemnities to Directors and Others.

The directors of the Corporation 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 Corporation or any Corporation controlled by it. Any action from time to time taken by the Board under the authority of the by-laws shall not require approval or confirmation by the members.

5.12 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 meetings of the Board upon request of the Chairperson or Chief Executive Officer. Upon receipt of a written request signed by any two (2) directors, the Secretary of the Corporation shall call a meeting of the Board. If the Secretary fails to call a meeting of the Board as aforesaid, any director may call the meeting.

5.13 Place and Notice of Meeting of Board.

Subject to the Letters Patent, 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 Corporation on a date and at a time fixed by the Chairperson, which date shall not, in the case of a meeting requested by at least two (2) directors of the Corporation in accordance with the by-laws, be later than twenty (20) days following the making of such request. Subject to the by-laws, notice of each meeting shall be given to each director by mail, postage prepaid, at least forty eight (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.

5.14 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 for the time being vested in or exercisable by the directors generally.

5.15 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.

5.16 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 the by-laws, 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.

5.17 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.

5.18 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 6 OFFICERS

6.1 Officers.

The Corporation shall have a Chairperson, Chief Executive Officer, Secretary and Treasurer, and subject to the by-laws, 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 Corporation as they determine by resolution.

6.2 Duties of Officers May be Delegated.

Subject to the by-laws, in the case of the temporary absence or inability to act of any officer of the Corporation, 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 Corporation, provided that a majority of the Board concur therein.

6.3 Chairperson.

The duties of the Chairperson include the following:

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

6.4 Chief Executive Officer.

The duties of the Chief Executive Officer include the following:

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

6.5 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 Corporation 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 Corporation upon application. The Treasurer shall prepare or cause to be prepared annually any statement of the affairs and financial position of the Corporation 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.

6.6 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 Corporation, sign with the President or other signing officer or officers of the Corporation 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 Articles and of all of the by-laws;
- (b) the names of all persons who are or have been members of the Corporation;
- (c) the address of every such person while a member, as far as can be ascertained;
- (d) the names and addresses of all persons who are or have been directors of the Corporation, 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.

6.7 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 special meeting called for that purpose.

ARTICLE 7 MEETINGS OF MEMBERS

7.1 Annual Meetings.

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

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

7.2 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 five percent (5%) 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 Corporation 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 Articles, special meetings of members shall be held at the head office of the Corporation or at any other place or places within Canada previously approved by resolution of the directors.

7.3 Notice of Meetings of Members.

Notice of the annual or any special or other meeting of the members may be given in accordance with the by-laws, in which case such notice shall be sent or posted at least twenty one (21) 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 Corporation entitled to vote are present, or if each member absent and entitled to vote has signified in accordance with the by-laws, his or her consent to such meeting being held, or has, in writing, in accordance with the by-laws, waived notice of such meeting, and at such meeting any business may be transacted which the Corporation 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.

7.4 Voting at Meetings of Members.

Each member entitled to vote on a given question in accordance with the rights and restrictions on voting set out in the Articles and by-laws, is entitled to one (1) vote on all questions brought to the members entitled to vote thereon.

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, by the Articles or by the by-laws, 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 Corporation.

7.5 Auditors.

At each annual meeting of the members an auditor may be appointed for the purpose of reviewing and verifying the accounts of the Corporation 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 Corporation. 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.

7.6 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.

7.7 Addresses of Members.

Every member shall furnish to the Corporation 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 Corporation, 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.

7.8 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 8 EXECUTION OF DOCUMENTS

8.1 Execution of Documents.

Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by any one (1) officer or director of the Corporation and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation 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 Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

ARTICLE 9 FINANCIAL MATTERS

9.1 Cheques and Drafts.

The Board may from time to time authorize one (1) or more directors or officers of the Corporation to issue, accept or endorse in the name of the Corporation and to sign on behalf of the Corporation, 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 Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation. Any one (1) of such directors or officers may also arrange, settle, balance, and certify all books and accounts between the Corporation and the Corporation'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.

9.2 Deposits.

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

9.3 Deposits of Securities for Safekeeping.

The securities of the Corporation 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 Corporation, signed by such director or directors, officer or officers, agent or agents, of the Corporation 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.

9.4 Borrowing.

The Board is hereby authorized, from time to time:

- (a) to borrow money and obtain advances upon the credit of the Corporation, 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 immovable or mixed, of the Corporation, now owned or hereafter acquired, or both, to secure any money borrowed or any liability of the Corporation;
- (d) as security for any discounts, overdrafts, loans, credits, advances or other indebtedness or liability of the Corporation 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 Corporation's property, real or personal, moveable or immovable 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 Corporation 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 Corporation with which the Corporation may have relations or any of whose shares, debentures or other obligations are held by the Corporation, and to guarantee the performance or fulfilment of any contracts or obligations of any such Corporation or of any person with whom the Corporation 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 Corporation;
- (f) to exercise generally all or any of the rights of powers which the Corporation 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 10 GENERAL

10.1 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 Corporation 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.

10.2 Books and Records of the Corporation.

The books and records of the Corporation may be examined by the members of the Corporation during the ordinary office hours of the Corporation, at the head office of the Corporation, with ten (10) business days prior notice having been given to the Chief Executive Officer of the Corporation. The member requesting access to the books and records of the Corporation shall be responsible to promptly reimburse the Corporation for any expense it must incur to present the books and records of the Corporation to said member.

10.3 Accounts.

The directors shall cause to be kept proper books of account with respect to all sums of money received and expended by the Corporation and the matters in respect of which such receipts and expenditures take place, all sales and purchases of securities and other property by the Corporation, the assets and liabilities of the Corporation and all other financial transactions affecting the financial position of the Corporation. At every annual general meeting of the Corporation, a written report on the financial position of the Corporation 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 Corporation's auditors.

10.4 Annual Financial Statements.

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in the Act to the members, publish a notice to its members stating that the annual financial statements and other applicable documents provided are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

10.5 Enactment, Repeal and Amendment of By-Laws.

The Corporation may from time to time make additional by-laws or repeal, amend or re-enact any by-law pursuant to the Act.

10.6 Electronic Communication.

Any requirement under the by-laws 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 Corporation from time to time, and/or by way of posting such notice or communication to a publically available page of the Corporation's 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 Corporation from time to time and the Corporation 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, such notice shall also be posted on the website maintained by the Corporation (if any) in a reasonably prominent manner.

ENACTED by the Corporation on the 18th day of November, 2019.

**East Coast Music Association Inc. –
Association de la Musique de la Cote Est
Inc.**

.....
Chairperson

.....
Chief Executive Officer