

## **BY-LAWS OF THE MUSIC INDUSTRY OF NEWFOUNDLAND AND LABRADOR INC**

1. In these by-laws unless there is something in the subject or context inconsistent therewith:

(a) Society means THE MUSIC INDUSTRY ASSOCIATION OF NEWFOUNDLAND AND LABRADOR

(b) Registrar means the Registrar of Companies appointed under the Corporations Act, RSN 1990

(c) Special Resolution means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, 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 Articles of Association and such other persons as shall be admitted to membership in accordance to 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 and to vote at any meeting of the Society and to hold any office. Proxy voting shall be permitted for the election of Directors by those registered members who are unable to attend the Annual General Meeting.

5. A proxy form will be prepared and approved by the Directors and forwarded to all membership three weeks before the Annual General Meeting. The form is to be then completed by the member and forwarded to a member who is attending the Annual General Meeting, who will then have the authority to vote on behalf of the non-attending member. A member attending the Annual General Meeting can hold proxy-voting authority for up to five non-attending members.

6. Membership in the Society shall not be transferable.

7. The following shall be admitted to membership in the Society: any person who upholds the objects of the Society and contributes to the support of 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.

8. No formal admission to membership shall be required and the entry of the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission of membership to the Society.?

9. Membership in the Society shall cease upon the death of a member, or by notice of resignation, in writing, to the Society from the member, or through the cessation to qualify for membership in accordance with these By-Laws.

10. 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.

11. Honorary members shall have their names listed in the Register as provided for in these by-laws, but no honorary member shall be required to pay annual dues.

12. Life-membership in the Society may be extended to any person on payment of such life-subscription as may be determined and approved by the Directors.

13. The Directors shall have the power, in their discretion, to extend limited membership privileges, on such terms as the Directors shall determine, to school and university students and other individuals under the age of 18 years.

### **FISCAL YEAR**

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

### **MEETING**

15. (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) A Special Meeting of the Society may be called by the President or by the Directors at any time, and shall be called by Directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.

16. Ten weeks notice of the Annual General Meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be sent to each member at his/her last known electronic or physical address. Any notices shall be deemed to have been given at the time when the notice containing the same would be delivered in the ordinary course of mail and in proving such service it shall be sufficient to prove that the notice was properly addressed and sent to the member. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

17. 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 preceding general meeting;
- Consideration of the annual report from the Executive Director and President;
- Consideration of the financial statements, including balance sheets and operating statement and the report of the auditors therein;
- Election of Directors for the ensuing year;
- Appointment of Auditors.

All other business transacted at any Annual General Meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

18. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five members.

19. 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 other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned until another time.

20. (a) The President of the Society, or person designated by the directors shall preside as the chairperson at every general meeting of the Society;

(b) If there is no President or if at any meeting s/he is not present at the time of holding the same and there has been no designation by the Directors, the First Vice-President shall preside as chairperson.

(c) If there is no President or First Vice President or if at any meeting neither the President nor First Vice-President is present at the holding of the same, the members present shall choose someone of their number to be chairperson.

21. The President shall have no vote except in the cast of an equality of votes. In the case of an equality of votes, s/he shall have a casting vote.

22. The chairperson may, with the consent of the meeting, adjourn any 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 pursuant to By-Law No. 16.

23. At any meeting, unless a poll is demanded by at least three members, a declaration by the chairperson 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 favor of or against such resolution.?

24. If a poll is deemed in manner aforesaid, the same shall be such manner as the chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

#### **VOTES OF MEMBERS**

25. Every member shall have one vote and no more except that honorary members shall not have voting privileges.

#### **DIRECTORS**

26. Unless otherwise determined by general meeting, the number of Directors shall not be less than five or more than eleven, not including honorary or life Directors. The subscribers to the Articles of Association of the Society shall be the first Directors of the Society.

27. There may, when possible, be representation from each of the following regions (Regional Directors): the Avalon Peninsula, Central Newfoundland - which covers the geographical area between and including Clarenville, Grand Falls-Winsor and Burin Peninsula, Western Newfoundland - which covers the geographical area west of Grand Falls-Winsor on the island portion of the province and Labrador. The remaining Directors (Supernumerary Directors) may be selected from any of the aforementioned regions. Should there be insufficient candidates to fill the required Director's positions from any given region, these positions may be filled from any region, or allowed to remain vacant upon a vote of the majority of the members at an Annual General Meeting.

28. Any member of the society shall be eligible to be elected as Director of the Society.

29. The members at each ordinary or Annual General Meeting of the Society shall elect directors.

30. At each Annual General Meeting the members shall elect Directors. Prior to the Annual General Meeting, the President shall name, subject to the approval of the executive committee, a nominating committee which shall send by mail a slate of Directors to the membership, at least three weeks prior to the annual meeting. Nomination from the nominee.

31. If a member wishes to nominate an individual to appear on the slate of Directors as outlined in By-Law No 30, that member shall forward to the Directors a nomination form which includes an acceptance of the nomination by the potential nominee as evidenced by his or her signature, as well as the signatures of 5 members of the Society endorsing the nomination. This nomination form may be delivered to the Directors by sending it through the mail to the registered office of the Society, by sending it via fax or e-mail (with original document then forwarded by mail to the registered office) or by delivering or having it delivered by hand to the registered office of the Society six weeks before the Annual General Meeting. There shall be no additional nominations for Directors accepted from the floor.

32. The election of "Regional Directors" shall be determined by majority vote of members voting by proxy or in person. 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 in attendance at the Annual General Meeting, or at any special meeting called for the purpose of electing Directors.

33. The election of "Supernumerary Directors" shall be determined by a majority of members voting by proxy or in person at the Annual General Meeting or at any special meeting called for purpose of electing Directors. The election will be held only after the Regional Directors have been determined. Candidates will be elected from the remaining slate of individual standing for election as Regional Directors. The vote will be conducted by ballot and any tie will be determined by running off the remaining candidates in second and subsequent ballots.

34. The term of office of a Director shall be for one or two years, to be determined by the Annual General Meeting when the Director is elected.

35. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.

36. There shall be no limitation on the number of successive terms which may be held by a Director.

37. In the event that a Director resigns his or her office or ceases to be a member in the Society, whereupon his or her office as Director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society from the same region represented by the Director, or from the membership at large provided the regional quorum set out in By-Lab No. 27 is satisfied.

38. The Society may, by Special Resolution, remove any director before the expiration of the period of office and appoint another person in his or her stead. The person so appointed shall hold office during such time only as the Director in whose place s/he is appointed would have held office if s/he had not been removed.

39. Any Director who is absent, without just cause, from three or more consecutive Director's meetings of the Society, where notice of such meetings has been duly given may be required to resign his or her seat on the Board at the request of a majority of Directors and the vacancy thereby created may be filled for the un-expired portion of the term by the Board of Directors from among the members of the Society pursuant to By-Law No. 37.

40. Meetings of the Board of Directors shall be held as often as the business of the Society may require. A meeting of Directors may be held at the close of every ordinary or Annual General Meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally

or in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.

41. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the Directors are present at the commencement of such business. A Director may attend a meeting in person or by telephone.

42. The President, or in his or her absence, the First Vice-President or, in the absence of both of them, any Director appointed from among those Directors present shall preside as chairperson at meeting of the Board.

43. The President shall have no vote at a meeting of the Board of Directors unless there is an equality of votes, at which time he or she will have a casting vote to break the tie.

### **POWERS OF DIRECTORS**

44. 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.?

45. The Executive Committee shall consist of the President, the First Vice-President, Second Vice-President, Treasurer and 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.

46. The Directors may, in their discretion and pursuant to the aims and objectives of the Society, establish and appoint committees to promote the efficient working and operation of the Society.

47. 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 shall be entitled to exercise any power under these by-laws conferred upon the Directors, subject to any restrictions placed on these powers by the Directors in their discretion.

48. The Directors shall have general 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. A resolution placed before the Board of Directors must occur before such action can commence.

49. The Directors of the Society may from time to time, in their discretion:

(a) Raise or borrow money for any purpose or purposes of the society. A resolution placed before the Board of Directors must occur before such action can commence;

(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 of 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 call for, inter alia (among other things), that purpose;

(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.

50. The Directors shall regulate the banking practices 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 an on behalf of the Society.

## **OFFICERS**

51. The officers shall be elected by the Directors of the Society and shall consist of the following: President, First Vice-President, Second Vice President; Secretary, Treasurer.

52. The Directors shall elect one of their number to be President of the Society. The President shall have general supervision 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.

53. The Directors may also elect from their number a First Vice-President and Second Vice-President and such individual shall, at the request of the Directors and subject to its directions, perform the duties of the President during absence, illness or incapacity of the President.

54. (a) There shall be a Secretary of the Society who 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.

(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.

55. The officers as described herein shall be elected at the first meeting of the Directors to be held immediately following any Annual General Meeting of the Society and the officers shall hold office immediately following the Directors' meeting at which they are elected until the end of the annual meeting in the following year at which new officers are elected.

## **AUDIT OF ACCOUNTS**

56. The auditor of the Society shall be appointed annually by the member of the Society at the ordinary or Annual General Meeting and, on failure of the members to appoint an auditor, the Directors may do so.

57. 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 auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, s/he shall state whether, in his or her opinion, the balance sheet is a full and fair balance sheet containing the particular 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 and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within 14 days after the annual meeting in each year, as required by law.

58. Pursuant to section 262 of the Corporations Act, R.S.N., 1990, the members may decide not to appoint an auditor for that fiscal year by an ordinary resolution. However, in the event that an audit is waived by the membership, an accountant shall prepare an unaudited statement and copies of it shall be made available to members at the next annual general meeting.

## **MISCELLANEOUS**

59. The Society has power to repeal or amend any of these by-laws by a Special Resolution placed before the membership, voted upon and passed at an Annual General Meeting.

60. The Society shall file with the Registrar with 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.

61. The Society shall file with the Registrar a copy in duplicate of every Special Resolution within 14 days after the resolution is passed.

62. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

63. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.

64. Any member may inspect the books and records of the Society at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Society.

65. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the First Vice President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

66. The borrowing powers of the Society may be exercised by Special Resolution of the members.