

BY-LAWS OF MUSIC INDUSTRY ASSOCIATION OF NEWFOUNDLAND AND LABRADOR, INC.

ARTICLE 1 – NAME OF THE ORGANIZATION

1.01 **Name.** The name of the Corporation is “Music Industry Association of Newfoundland and Labrador, Inc.” also known as “MusicNL.”

ARTICLE 2 – DEFINITIONS

2.01 **Defined terms.** In these by-laws the following capitalized words shall have the meanings ascribed below:

“**Act**” means the *Corporations Act* (Newfoundland and Labrador);

“**Board**” means the Board of Directors of this Corporation;

“**By-Laws**” mean the By-Laws of this Corporation as amended from time to time;

“**Corporation**” mean Music Industry Association of Newfoundland and Labrador, Inc.;

“**Directors**” means the directors of the Corporation, from time to time; and

“**Person**” means any individual, corporation, partnership, or association.

ARTICLE 3– PURPOSE AND OBJECTIVES

3.01 **Purpose and Objectives.** The purpose and objectives of the Corporation are the promotion, encouragement, and development of the music industry of Newfoundland and Labrador in all its forms, whether written, recorded, or in live performance, which purposes shall be achieved through:

- (a) promoting, developing, fostering and strengthening the music industry in Newfoundland and Labrador;
- (b) promoting a greater proficiency in the musical skills, performance skills and music business skills of the membership;
- (c) providing a liaison between the various levels of government and the music industry in the Province of Newfoundland and Labrador;
- (d) providing leadership in the area of awards and recognition for the music industry in the Province of Newfoundland and Labrador; and
- (e) entering into any arrangements with authorities, municipal or federal, provincial, local or otherwise that are conducive to the objectives and to obtain from any such authority any rights, privileges, and concessions and carry out, exercise or comply with any such arrangements, rights, privileges and concessions.

ARTICLE 4 – MEMBERSHIP

- 4.01 **Admission to Membership.** Any Person who upholds the objects of the Corporation and contributes to the support of the Corporation an amount to be determined by the Directors of the Corporation shall be admitted to the membership of the Corporation. No formal admission to membership shall be required and the entry of the name and address of any Person into the registry of members shall constitute an admission of membership to the Corporation.
- 4.02 **Other Categories of Members.** The Directors may, from time to time and in their discretion, elect honorary and/or advisory members or life directors on such terms and conditions as the directors determine.
- 4.04 **Membership Non-transferrable.** The interest of a member of the Corporation is not transferable and lapses and ceases to exist upon his, her or its death or dissolution, or when the period of his, her or its membership expires without renewal, or when he, she or it ceases to be a member by resignation or otherwise in accordance with the By-laws of the Corporation. Any member may resign from membership upon notice in writing to the Corporation.
- 4.05 **Removal of Members.** The Directors shall have the right to remove any person as a member from the Corporation registry for any reason, and a member may be removed by resolution passed by a majority of directors of the Corporation.

ARTICLE 5 – MEETINGS OF MEMBERS

- 5.01 **AGM.** The annual general meeting (“**AGM**”) of the members of the Corporation shall be held at any place within the Province of Newfoundland and Labrador and a date and time as determined by the Directors to be held annually within the time required by the Act.
- 5.02 **Special Meetings.** A special meeting (“**Special Meeting**”) of the members of the Corporation 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 members carrying not less than twenty (20%) percent of the voting rights.
- 5.03 **Notice of Meetings.** No public notice or advertisement of the AGM or Special Meeting shall be required, but notice of the date, time and place of any such meetings shall be sent to each member (according to current contact information as supplied to the Corporation through membership application) not less than twenty-one (21) calendar days before the holding of such meeting. Any notice of an AGM shall include the proposed slate of directors being nominated for election at the meeting.
- 5.04 **Quorum.** No business shall be transacted at any AGM or Special Meeting (collectively referred to as a “**Meeting**”) unless a quorum of members is present at the commencement of the Meeting and such quorum shall consist of five members present in person or by proxy.
- 5.05 **Voting by Members.** Every regular member shall have one (1) vote on each ballot held at any Meeting. Any corporation, partnership or unincorporated association which is a regular member of the Corporation may designate by written instrument, filed with the Secretary of the

Corporation, one nominee to represent such person, and such nominees so designated shall have the right to attend Meetings and to exercise the vote on behalf of such member until the Corporation or unincorporated Association making such designation ceases to be a member.

- 5.06 **Chair of Meeting.** The Chair of the Board shall preside as Chair at every Meeting of the members of the Corporation. If there is no Chair, or if at any Meeting the Chair is not present at the time of holding the Meeting, the Vice-Chair shall preside as Chair. If there is no Chair or Vice-Chair, or if at any Meeting neither the Chair nor Vice-Chair is present at the holding of the Meeting, the Members present shall choose one of their number to act as Chair of the Meeting. The Chair of the Meeting shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall, both on a show of hands and on a poll, have a casting vote.
- 5.07 **Adjournment.** The Chair 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.
- 5.08 **Voting by Hand or Poll.** At a Meeting, unless a poll is required by the Chair or demanded by at least a majority of members present, a declaration of the Chair that a resolution has been carried and an entry to this effect in the book of the proceedings of the Corporations shall be sufficient evidence of the fact, without proof of the number or proportion of the voters recorded in favour of or against such resolution. If a poll is demanded in the manner aforesaid, the same shall be taken in such a manner as the Chair prescribes, and the result of such poll shall be deemed to be the Resolution of the members of the Corporation.

ARTICLE 6 – DIRECTORS

- 6.01 **Size of Board.** The Board of Directors shall consist of not less than five (5) and not more than fifteen (15) elected directors.
- 6.02 **Powers of the Board.** The business of the Corporation shall be managed by the Directors, who may exercise all such powers of the Corporation as are not hereby required to be exercised by the Corporation in Meeting of the members; but no resolutions made by the Corporation in a Meeting of members shall invalidate any prior act of the directors which would have been valid if such resolutions had not been made. The Board shall determine the general policies and activities of the Corporation.
- 6.03 **Power to Delegate.** Except as provided by the Act, and in addition to the Executive Committee and Nominating Committee the Board of Directors may delegate any of their powers to committee(s) (on a continuing or an ad-hoc basis) or to individual(s) as they see fit. Any individual so empowered or committee so formed shall in the exercise of the powers so delegated, conform to any resolutions of Directions that may from time to time be imposed upon it by the Directors.
- 6.04 **Further Powers of the Board.** The Directors may from time to time, in their discretion:
- (a) raise or borrow money for any purpose or purposes of the Corporation. A resolution placed before the Board 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 that they think fit and, in particular, by the execution and delivery of security over the Corporation's assets;
 - (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 Corporation.
- 6.05 **Nominating Committee.** The Board shall appoint a Nominating Committee from among their number. The Nominating Committee shall seek nominations for vacant director positions, including by circulation for requests for expressions of interest amongst the members, and shall recommend to the Board for their consideration a slate of nominees to be proposed for election.
- 6.06 **Composition of Board.** The Board of Directors and Nominating Committee shall make reasonable efforts to attract and retain a diverse slate of directors for nomination, including diversity in skill set (music industry subsets, legal, accounting, etc.), geographical representation within Newfoundland and Labrador, and individual characteristics (age, gender, ethnicity, race, ability, etc.).
- 6.07 **Nominees Need Not be Members.** Recognizing the need to ensure ability to nominate a diverse slate of Directors, nominees for director positions need not be members of the organization to stand for election. All individuals elected as Directors shall immediately be entered into the register as individual members of the Corporation during the term of their directorship.
- 6.08 **Term of Directors and Replacement.** Directors shall hold office for a term expiring on following AGM or until their successor Directors are elected or appointed. There shall be no limitation on the number of successive terms which may be held by a Director. In the event of a director dying, resigning from the Board or ceasing to be a member of the Corporation, the vacancy thereby created may be filled for the unexpired portion of the term by a quorum of the Board.
- 6.09 **Board Meetings.** The Board shall meet at least quarterly at an agreed upon time and place. The dates of these quarterly meetings shall be set by the Directors immediately following the annual elections for that fiscal year. Ad hoc meetings of the Board may be held at such times and such places as may be determined by the Chair of the Board, the ED/CEO (defined below) of the Corporation or any two Directors on at least 24 hours' notice to each Director.
- 6.10 **Committee Meetings.** Committee meetings will be set on an as needed basis by each Committee Chair.
- 6.11 **Electronic Meetings.** Board meetings and meetings of any committee of the Board may be held by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- 6.12 **Quorum.** No business shall be transacted at any meeting of the Board or a committee of the Board unless a majority of Board or committee, as applicable, are present at the commencement of such business.
- 6.13 **Chair of the Board.** The Chair, or in his or her absence, the Vice-Chair, or in the absence of both, any director elected from among those directors present, shall preside as Chair at meetings of

the Board. The Chair of the meeting shall be entitled to vote as a director and in the case of an equality of votes shall have a casting vote in addition to the vote to which he or she is entitled to as a director.

- 6.15 **Conflict - Declaration of Interest and Refraining from Voting.** - Every Director or officer of the Corporation who is a party to a material contract or a proposed material contract for the Corporation or who is the Director or an officer of or has a material interest in any person who is a party to a material contract, or a proposed material contract with the Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of Directors, the nature and extent of their interest. Such Director shall refrain from voting in respect of the material contract or proposed material contract if and when prohibited by the Act.
- 6.16 **Conflict – Awards, Funding and Benefits.** Any Director or officer of the Corporation who is an individual member, is part of an group or association that this a member, or who has a material relationship with a member (that would render the Director unable to exercise independent judgement with respect to such member) where such member is applying for an award, grant, funding or any other benefit of any kind from the Corporation shall not sit on any committee of the Corporation which is constituted for the purpose of determining such award, grant, funding or benefit and if the decision with respect to any award, grant, funding or other benefit is made by the Board or elevated by the committee to the Board for determination, such conflicted director shall recuse themselves from all related Board discussions. Additionally, any such Director or officer shall refrain from discussions with the Board and/or any officer or employee relating to any process or decision about an award, grant, funding or other benefit that is outside normal discussion or submissions made or had by all applicable member applicants.
- 6.17 **Avoidance Standards** - A material contract between the Corporation and one or more of its directors or officers or between the Corporation and another person of which a director or officer of the Corporation is a director or officer or in which he or she has a material interest is neither void or voidable by reason only of that relationship or by reason only that a director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of directors that authorized the contract, if the director disclosed his or her interest in accordance with Section 6.15 and the contract was approved by the directors or the members and it was reasonable and fair to the Corporation at the time it was approved.
- 6.18 **Protection of Directors and Officers.** No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or for joining in any receipts or other acts for conformity or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the order of the board of directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by the error of judgment or oversight on his part or for any loss, damage or misfortune, whatever which shall happen in the execution of the duties of his office or in relation thereto unless, in or as a result of any action, suit or proceeding, he or she is adjudged

to be in breach of any duty or responsibility imposed on him or her under the Act or under any other statute.

- 6.19 **Indemnity of Directors and Officers.** The Corporation shall indemnify the directors or officers of the Corporation, former directors or officers of the Corporation or any person who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity on such terms and conditions and in such circumstances as permitted by the Act.
- 6.20 **Insurance for Directors and Officers.** The Corporation may purchase and maintain insurance for the benefit of any director or officer against liabilities, costs, charges and expenses sustained or incurred by such director or officer for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE 7 – OFFICERS

- 7.01 **Executive Committee and Executive Director/Chief Executive Officer.** At a Board Meeting immediately following the AGM, the Board shall appoint an Executive Committee, comprised of a Chair, Vice-Chair, Secretary and Treasurer each of whom shall be from among the Board. In addition, the Board may appoint at any time an Executive Director or Chief Executive Officer (“**ED/CEO**”) who does not need to be a member of the Board and may appoint at any time any other officer on the terms and conditions that the Board deems appropriate.
- 7.02 **Chair.** The Chair shall act as the Chair of the Board of Directors.
- 7.03 **Vice-Chair.** The Vice-Chair shall act on behalf of the Chair in his or her absence and perform such duties as the Board may prescribe.
- 7.04 **Secretary.** The Secretary shall be responsible for the preparation of minutes, custody of records and correspondence and custody of the minutes of all meetings of the Corporation and the Board of Directors. The Secretary shall also be responsible for giving proper notice of all meetings of the members of the Corporation and of the Board of Directors and shall perform such other duties as may from time to time be prescribed by the Directors. The Corporate Seal, if any, and Minute Book shall be in the custody of the Secretary.
- 7.05 **Treasurer.** The Treasurer shall see that full and accurate accounts of receipts and disbursements are kept and shall have deposited all monies in the name and to the credit of the Corporation. The Treasurer shall see that the funds of the Corporation are disbursed as may be authorized and so ordered by the directors and shall render to the directors, whenever required to do so, an account of such transactions and of the financial condition of the Corporation. He or she shall perform such other duties as may from time to time be prescribed by the directors.
- 7.06 **ED/CEO and Other Officers.** The ED/CEO shall have general supervision over the business of the Corporation and other duties incident to the office, and any other duties as may be from time to time assigned by the Board and subject to the control of the Board in each case. The remuneration of the ED/CEO and any other executive officer of the Corporation shall be determined by the Board of Directors.

ARTICLE 8 – FISCAL YEAR AND AUDITORS

- 8.01 **Fiscal Year End.** The fiscal year end of the Corporation shall be March 31st in each year.
- 8.02 **Auditor.** The auditor of the Corporation shall be appointed annually by the members of the Corporation at the AGM and on failure of the members to appoint an auditor, the directors may do so.

ARTICLE 9 – GENERAL PROVISIONS

- 9.01 **Omissions and Errors.** The accidental omission to give any notice to any shareholder, Director, officer, member of any committee of the Board or auditor, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with these By-Laws or any error in any notice not affecting the substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
- 9.02 **Cheques, Notes, Drafts, etc.** All cheques, notes, drafts or other orders for the payment of money of the Corporation shall be signed, endorsed or accepted in the name of the Corporation by such officer, officers, person or person as from time to time may be designated by the Board or by an officer authorized by the Board to make such designation.
- 9.03 **Execution of Documents.** All contracts of the Corporation shall be executed on behalf of the Corporation by Chair, Vice-Chair, ED/CEO or any two directors or such other person as may be authorized by the Board.
- 9.04 **Conflict with Applicable Laws or Articles.** This By-Law is enacted subject to any applicable law and the Articles. Whenever these By-Laws conflict with any applicable law or the Articles, such conflict shall be resolved in favour of such law or Articles.

DATED WITH EFFECT AS OF November 19, 2020

BY ORDER OF THE BOARD:



Name: Amy House

Title: Chair