



**By-Laws
of the
Music Industry Association of Nova Scotia**

November 2010

1. In these by-laws unless there be something in the subject or context inconsistent there within:
 - (a) "Society" means The Music Industry Association of Nova Scotia which operates publicly as Music Nova Scotia [Amended November 30, 2010];
 - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
 - (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 specifies 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 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 purpose 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, but there shall be no proxy voting.
5. Membership in the Society shall not be transferable.
6. 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.
7. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary or 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 resigns his membership, or if he 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 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 person on payment of such life-subscription as may be determined and approved by the Directors.
12. 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

13. The fiscal year of the Society shall be the period from April 1st in any year to March 31st in the next year following. [Amended September 29th, 2002]

MEETINGS

14. (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 Chairman or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.
15. Three day's notice of a 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 given in writing and sent via email to each member at his or hers email address as provided when signing up for or renewing membership. Any notice shall be deemed to have been given at the time when the email containing the same is electronically time stamped sent. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting. [Amended November 30, 2010]
16. At each ordinary or 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 of the Directors;
 - Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
 - Election of Directors for the ensuing year;
 - Appointment of Auditors.

All other business transacted at an ordinary or annual general 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.

17. 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.
18. 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 sine die.
19.
 - (a) The President of the Society shall preside as Chairman at every general meeting of the Society;
 - (b) If there is no President or if at any meeting he is not present at the time of holding the same, the First Vice-President shall preside as Chairman;
 - (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 Chairman.
20. The Chairman shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he shall have a casting vote.
21. The Chairman 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.
22. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairman 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.
23. If a poll is deemed in manner aforesaid, the same shall be such manner as the Chairman may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

24. For Rules of Order not contained in the by-laws, *Robert's Rules of Order* shall be the guide and the manner shall be by voice, unless otherwise ordered.

VOTES OF MEMBERS

25. Members voting privileges are determined by the classification of membership held by the members. The Society's membership classification is as follows:
- Individual – 1 vote
 - Band – 1 vote
 - Corporate – 2 votes
 - Student – no voting privileges
 - Honorary/Life Time - no voting privileges

[Amended November 30, 2010]

DIRECTORS

26. Unless otherwise determined by general meeting, the number of Directors shall not be less than five or more than fifteen, not including honorary or life Directors. The subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society.
27. Any member of the Society shall be eligible to be nominated for consideration by the Nominations Committee to run on the ballot for elections of Directors of the Society.

(a) Notwithstanding Section 29, any member may seek election as a director, and the nominating committee shall place his or her name on the ballot.

(b) The Nominations Committee may give notice to the members that a nominee is not approved by the nominating committee by placing the nominee's name on the ballot below a heading that reads, "The following nominee(s) has/have not been approved by the Nominations Committee".

[Amended November 30, 2010]

28. Directors shall be elected by the members via secure and recognized electronic voting services. Electronic ballots must be distributed to the membership at least three weeks prior to the AGM. [Amended November 30, 2010]

29. *At each Annual General Meeting the electronic voting results shall be announced by the Nominations Committee.*

(a) The Nominations Committee is appointed by the President, subject to the approval of the Executive Committee, to identify individuals qualified to serve as members of the Board of Directors.

(b) The Nominations Committee will communicate to the membership a final ballot of nominees for the election at least three weeks prior to the AGM.

(c) All nominees will be reviewed by the Nominations Committee. The Nominations Committee performs a review of nominees and identifies those who will be placed on the ballot based on the following criteria:

- Have sufficient time to devote to doing the board's work
- Believe in the mission, vision, and work of the Society
- Comprehend and accept the fiduciary duties and responsibilities associated with the actions of the Society
- Understanding the job of a board member
- Possess the skills needed by the Society

(d) All nominees must provide three letters of support from members in good standing and must be willing to participate in an interview conducted by the Nominations Committee in person or via telecommunications.

(e) Notwithstanding the foregoing, any member may seek election as a director, and the nominating committee shall place his or her name on the ballot.

(f) The election of directors shall be determined by electronic ballot, prior to the AGM, such e-ballots process as may be specified by the society's policies and procedures manual. There will be a first ballot to determine the election. Any tie will be decided by a second e-ballot and subsequent e-ballots if necessary.

[Amended November 30, 2010]

30. The term of office of a Director shall be two years. [Amended November 30, 2010]

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

32. (a) In the event that a Director resigns his office or ceases to be a member in the Society, whereupon his 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.

(b) In the event that a Director fails to fulfill his duty as Director, the Society may, by Directors' Resolution, declare his office as Director to be *ipso*

facto vacated, and 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, subject to the request for an appeal to a committee of three (3) persons from the general membership appointed by the Executive of the MIANS Board. [Amended September 29, 2002]

33. The Society may, by Special Resolution, remove any Director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held office if he had not been removed.
34. 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. 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, specifically 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. Further, Directors who wish to have an item placed on a Director's Meeting Agenda shall contact the President 7 days prior to the date of the meeting. The agenda shall contain provisions for emergency items whose consideration by the Directors shall require a two-thirds vote of the Directors present.
35. No business shall be transacted at any meeting at the Board of Directors unless at least one-third in number of the Directors are present at the commencement of such business.
36. The President or, in his absence, the First Vice-President or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chairman at meeting of the Board.
37. The Chairman shall be entitled to vote as a Director and, in the case of an equality of votes, he shall have casting vote in addition to the vote to which he is entitled as a Director.
38. 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 decision 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 of the action taken, and seek ratification by Resolution of the Board of Directors, if advisable.

39. The Executive Committee shall consist of the President, the First Vice-President, second Vice-President, Third 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 these members present. In the event of a tie, the President shall have a further vote to break the tie.
40. 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.
41. The Director 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.
42. The Directors of the Society may from time to time, in their discretion:
 - (a) Raise or borrow money for any purpose of purposes of the Society;
 - (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 called for, *inter alia*, 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 purpose of the Society.
43. 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 and on behalf of the Society.

OFFICERS

44. The officers shall be elected by the Directors of the Society and shall consist of the following: President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer.
45. 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.
46. 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, from the duties of the President during the absence, illness or incapacity of the President.
47. (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 Director shall appoint the Secretary and shall also appoint the 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.
48. 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

49. The auditor 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 auditor, the Directors may do so.
50. 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, he shall state whether, in his 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 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.

51. (a) The Society has power to repeal or amend any of these by-laws by a Special Resolution passed in the manner prescribed by law.
- (b) These by-laws may only be amended at a General or Annual General Membership Meeting and the effective date of any Amendment approved at such a meeting shall also be decided at that meeting. [Amended October 2000]
- (c) Any five members in good standing may propose an Amendment, by presenting to the President a Notice of Motion signed by all of them and the President shall arrange for publication of the Notice of Motion in a notice sent to the Membership at least 30 days prior to the meeting at which time the Motion will be considered. [Amended October 2000]
- (d) Any Notice of Motion that has been approved by the Membership will appear in MIANS' by-law document, a copy of which will be made available upon request of any member in good standing. [Amended October 2000]

MISCELLANEOUS

52. 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.
53. The Society shall file with the Registrar a copy in duplicate of every Special Resolution within 14 days after the resolution is passed.
54. 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.
55. 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.
56. 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.

57. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chairman or the Vice-Chairman and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
58. The borrowing powers of the Society may be exercised by Special Resolution of the members.

This copy of the By-Laws is as amended at the AGM of September 29th, 2002, the AGM of June 15th, 2005 and the Special General Meeting of the Membership on November 30, 2010.

Dated : November 30th, 2010