

By-Laws of the Music Industry Association of Nova Scotia

Last Amended: November, 2022

1. In these by-laws, unless there is 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;
 - 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 (¾) of such members entitled to vote as are present either in person, by conference telephone call or present virtually, 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 the Annual General Meeting and any special meeting of the Society, and to vote at such meetings 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 principles of the Society and contributes to the support of the Society by way of membership fees to be determined by the Directors of the Society.
7. Membership in the Society shall cease upon the death of the member, or if by notice in writing to the Society, the member resigns or ceases to qualify for membership in accordance with these by-laws.

8. 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.
9. 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.
10. Life-membership in the Society may be extended to any person as may be determined and approved by the Directors.
11. 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

12. The fiscal year of the Society shall be the period from April 1st in any year to March 31st in the next year following.

ANNUAL GENERAL MEETINGS

13. The Annual General Meeting of the Society shall be held:
 - a. within three (3) months after the end of each fiscal year of the Society.
 - b. An extraordinary general meeting of the Society may be called by the Chair or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by at least twenty-five per cent (25%) in number of the members of the Society.
14. Seven (7) days notice of a meeting, specifying the place, day and hour of the special 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 their 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.

15. At each Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- Minutes of 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 Annual General Meeting shall be deemed to be special business.

16. No business shall be transacted at the Annual General Meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five (5) members.

17. If within one-half hour (30 minutes) from the time appointed for the Annual General 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 cancelled.

18.

- a. The President of the Society shall preside as Chair at every general meeting of the Society;
- b. If there is no President or if at any meeting the President is not present, the First Vice-President shall preside as Chair;
- c. If there is no President or First Vice-President or if at any meeting the President and First Vice President are not present, the Second or Third Vice-President shall preside as Chair.
- d. If there is no President or any Vice-Presidents present, the members present shall choose someone of their number to Chair the meeting.

19. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have the casting vote.

20. The Chair may, with the consent of the members present at the meeting or special meeting, adjourn any meeting from time to time and from place to place, and 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.

21. At any meeting, unless a poll is demanded by at least three (3) members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the meeting minutes, 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.
22. If a poll is deemed in manner aforesaid, the same shall be such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in the general meeting.
23. 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

24. Member voting privileges are determined by the classification of membership held by the members. The Society's membership classifications are as follows:
 - Individual / Venue / Small Business – 1 vote
 - Band – 1 vote
 - Corporate – 2 votes
 - Non-Profit – 2 votes
 - Student – no voting privileges
 - Honorary/Life Time - no voting privileges

DIRECTORS

25. Unless otherwise determined by general meeting, the number of Directors shall not be less than five (5) or more than thirteen (13), not including honorary, appointed, or life Directors.
26. 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 28, any member may seek election as a director, and the Nominations Committee shall place their name on the ballot.

- b. The Nominations Committee may give notice to the members that a nominee is not approved by the Nominations 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."
27. 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.
28. 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 (3) 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, according to Board Responsibilities
 - 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 be willing to participate in an information session with the goal of communicating time commitment and workload expectations to the candidate and determining the candidate's alignment with the organization's values and strategic goals.
 - e. Notwithstanding the foregoing, any member may seek election as a director, and the Nominations Committee shall place their name on the ballot.
 - f. The election of directors shall be determined by electronic ballot prior to the AGM. Such e-ballots may be specified in 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.

29. The term of office of a Director shall be two years.
30. The term limits of office of a Director shall be three (3) consecutive 2-year terms. Directors are welcome to run again after one term (2 years) off of the board.
31. As per the Board Responsibilities, Directors may miss no more than two (2) consecutive meetings or three meetings per annum. Telephone or video conferencing may be an acceptable method of attendance. Extenuating circumstances will be considered on a case by case basis, as reasonably determined by the Board.
- 32.
- a. In the event that a Director resigns or is removed from their director's office or ceases to be a member in the Society, whereupon their 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 their duty as Director, the Society may, by Directors' Resolution, declare their 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 a request for appeal, in writing, to the Executive. A final decision will be determined by the Executive.
 - c. The members may, by special resolution passed by not less than 85% of the members in attendance, remove any director and appoint another person to complete the term of office. Such special resolution shall state the reason for the proposed removal and, prior to a vote on the removal of a director, such director shall be entitled to address the membership. Attendance at a general meeting may be in person or by way of conference telephone call, video conference, or any other form of electronic or digital communications, provided all members in attendance can hear each other and all communication and voting occurs in real time.
33. 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 Executive Director. 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 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 Executive Director within a reasonable time 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.

34. No business shall be transacted at any meeting of the Board of Directors unless at least at least five (5) Directors are present at the commencement of such business.
35. The appointed representative from ANSMA has the right to vote on issues at board meetings.
36. The President or, in their absence, the First, Second, or Third Vice-President shall preside as Chair at the meeting of the Board.
37. In the absence of the President, the Chair shall be entitled to vote as a Director and, in the case of an equality of votes, they shall have the casting vote in addition to the vote to which they are 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 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 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, the Second Vice-President, the Third Vice-President, the 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 (3) members and all decisions shall be made by a majority vote of the 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 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.

42. 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;
 - b. Secure the repayment of money so raised or borrowed in such manner and upon such terms and conditions in all respects as they decide 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.
44. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of their duties.

OFFICERS

45. 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.
46. 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 them by the members from time to time.
47. The Directors may also elect a First Vice-President, a Second Vice-President and a Third Vice-President, and such individuals shall, at the request of the Directors and subject to its directions, perform the duties of the President during the absence, illness or incapacity of the President.
- 48.
- 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 by the

members. If the Directors so decide, the same Director 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.

49. 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

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

51. 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 auditor shall make a written report to the members upon the balance sheet and operating account, and in every such report, the auditor shall state whether, in their 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 General Meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditures in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen (14) days after the Annual General Meeting in each year, as required by law.

52.

- 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.
- c. Any five (5) 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 thirty (30) days prior to the meeting at which time the Motion will be considered.

- 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.

MISCELLANEOUS

- 53. 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 fourteen (14) days of a change of Directors, notify the Registrar of the change.
- 54. The Society shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen (14) days after the resolution is passed.
- 55. The seal of the Society shall be in the custody of the Executive Director and may be affixed to any document upon resolution of the Board of Directors.
- 56. 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.
- 57. The books and records of the Society may be inspected by any member at any reasonable time of day within two (2) days prior to the Annual General Meeting at the registered office of the Society.
- 58. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-Presidents and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
- 59. The borrowing powers of the Society may be exercised by Special Resolution of the Board of Directors.

This copy of the By-Laws is as amended at the AGM of September 29th, 2002, the AGM of June 15th, 2005, the Special General Meeting of the Membership on November 30, 2010, the AGM on June 25, 2019, the AGM on June 23, 2020, and the AGM on June 28, 2022..

Dated : November 2022