

By Laws (Amended 2006 AGM)

Article 1 – Name

- 1.01 The name of the Corporation is “Music Prince Edward Island.”

ARTICLE 11 – DEFINITIONS

- 2.01 In these by-Laws:
- 2.01.1 “Board” shall mean the Board of Directors of this Corporation;
- 2.01.2 “By-Laws” shall mean the By-Laws of this Corporation as amended from time to time;
- 2.01.3 “Corporation” shall mean Music Prince Edward Island.

ARTICLE III – PURPOSE AND OBJECTIVES

The purposes and objectives of the Corporation are as follows:

- 3.01 To promote the music industry on Prince Edward Island;
- 3.02 To promote a greater proficiency in the musical skills of the membership;
- 3.03 To provide a liaison between the various levels of government and the music industry in the Province of Prince Edward Island;
- 3.04 To provide leadership in the area of Awards and Recognition for the music industry in the Province of Prince Edward Island;
- 3.05 To enter 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 IV – MEMBERSHIP

- 4.01 The Applicants for incorporation of the Corporation shall be regular members of the Corporation.
- 4.02 The directors of the Corporation may by resolution from time to time admit other persons or corporations to membership in the corporation, as regular, associate or honorary members, on such terms, on payment of such fees and for such periods as they shall by resolution determine, which persons or Corporations shall become members on such date as may be specified in the Resolution of the Board of Directors admitting them to membership or if no date is specified, then they shall be deemed members on the date upon which such resolution is passed.
- 4.03 Any corporation or unincorporated association which is a regular member of the Corporation may designate by written instrument, filed with the Secretary of the Corporation, a nominee to represent such corporation, and such nominees so designated shall have the right to attend meetings of members of the Corporation and to vote thereat on behalf of the Corporation or unincorporated Association until the Corporation or unincorporated Association making such designation

- ceases to be a member. No one person may be a nominee of more than one Corporation or unincorporated Association;
- 4.04 The interest of a member of the Corporation is not transferable and lapses and ceases to exist upon his death or when the period of his membership expires or when he 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 The directors shall have the right to remove the name of any member from the Corporation registry for any reason which to a majority of directors of the Corporation shall deem sufficient.

ARTICLE V – FISCAL YEAR

- 5.01 The fiscal year end of the Corporation shall be May 31st in each year.

ARTICLE VI – MEETINGS

- 6.01 The ordinary or Annual General Meeting of the Corporation shall be held at any place within the Province of Prince Edward Island within (120) days of the fiscal year end.
- 6.02 A Special Meeting of the Corporation may be called by the President 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.
- 6.03 No business shall be transacted at any General Meeting unless a quorum of members is present; *Quorum*: The members present at any properly announced meeting shall constitute a quorum.
- 6.04 The President of the Corporation shall preside as Chairman at every General Meeting and Special General Meeting of the Corporation;
- 6.05 If there is no President, or if at any meeting he is not present at the time of holding the meeting, the Vice President shall preside as Chairman;
- 6.06 If there is not President or Vice-President, or if at any Meeting neither the President nor Vice-President is present at the holding of the Meeting, the Members present shall choose some one of their number to be Chairman;
- 6.07 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, both on a show of hands and on a poll, have a casting vote;
- 6.08 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.
- 6.09 At a General Meeting, unless a poll is deemed by at least a majority of members present, a declaration of the Chairman 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.

- 6.10 If a poll is demanded in the manner aforesaid, the same shall be taken in such a manner as the members prescribe, and the result of such poll shall be deemed to be the Resolution of the society in general.

ARTICLE VII – VOTES OF MEMBERS

- 7.01 Every regular member has on (1) vote and no more.

ARTICLE VII – NOTICE OF MEETING OF MEMBERS

- 8.01 No public notice or advertisement of the annual or any other meeting of the members shall be required, but notice of the 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 three business days before the holding of such meeting. Provided always, that any meetings of the members may be held at any time, and at any place, without such notice if all the members of the Corporation are present thereat, or if the absent members have, either before or after the meeting, signed their assent, and at such meeting any business can be transacted which the Corporation in a general or special meeting has power to transact.
- 8.02 The non-receipt of any notice to or by any member of members shall not invalidate any resolution passed or any proceeding taken at any meeting, provided reasonable cause was taken to notify the member. The notice of any meeting of members shall state in general terms the nature of the business to be transacted thereat.

ARTICLE IX – DIRECTORS

- 9.01 The Board of Directors shall consist of not less than seven (7) and not more than nine (9) directors. The Directors shall be elected at a General Meeting by the regular members for a term of three (3) years.
- 9.02 Directors may not hold office for more than two consecutive terms.
- 9.03 At a meeting of the Directors at least one (1) month prior to the Annual Meeting There shall be appointed a Nominating Committee from among their number. The Nominating Committee shall seek nominations for vacant director positions. The Nominating Committee shall report at the Annual Meeting on all nominations made by it. If these and any nominations received from the floor exceed the number of officers and directors to be elected, an election shall be held in such manner as is determined at the meeting.
- 9.04 The Board of Directors shall have the power to remove any member from the Board with a two-thirds majority vote of directors.
- 9.05 In the event of a director dying, resigned 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 the Board of Directors from among the members of the Corporation.
- 9.06 Meetings of the Board of Directors shall be called by the President.

- 9.07 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.
- 9.08 Committee meetings will be set on an as needed basis by each Committee Chair.
- 9.09 The Board shall determine the general policies and activities of the Corporation.
- 9.10 No business shall be transacted at any meeting of the Board unless a majority of directors are present at the commencement of such business.
- 9.11 The President, or in his absence, the Vice-President, or in the absence of both, any director elected from among those directors present, shall preside as Chairman at meetings of the Board.
- 9.12 The Chairman 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 is entitled to as a director.
- 9.13 The directors may receive remuneration for their services.

ARTICLE X – POWER OF DIRECTORS

- 10.01 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 general meeting; but no resolutions made by the Corporation in general meeting shall invalidate any prior act of the directors which would have been valid if such resolutions had not been made.
- 10.02 The Board of Directors may delegate any of their powers to an ad-hoc committee or individual as they see fit. Any individual, committee, organization or group so formed shall in the exercise of the powers so delegated, conform to any resolutions or directions that may from time to time be imposed upon it by the directors.

ARTICLE XI – OFFICERS

- 11.01 At a Board Meeting immediately following the Annual General Meeting of the Corporation Officers shall be elected by the Board of Directors from among the Board.
- 11.02 The President shall act as the Chair of the Board of Directors.
- 11.03 The Vice-President shall act on behalf of the President in his absence and perform such duties as the Board may prescribe.
- 11.04 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. He 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 and Minute Book shall be in the custody of the Secretary.
- 11.05 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. He 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 shall perform such other duties as may from time to time be prescribed by the directors.

ARTICLE XII – BUSINESS MANAGER

- 12.01 The Board may appoint a Business Manager and define the duties and determine the remuneration of such officer.
- 12.02 Remuneration of any official or employee of the Corporation shall be determined by the Board of Directors.

ARTICLE XIII – AUDIT OF ACCOUNTS

- 13.01 The auditor of the Corporation shall be appointed annually by the members of the Corporation at the Annual Meeting and on failure of the members to appoint an auditor, the directors may do so.

ARTICLE XIV – WINDING UP

- 14.01 The Corporation may be wound up if a resolution to wind up is approved by the Board of Directors at a meeting called to consider this business and no other. In the event of the winding up or other dissolution of the Corporation, there shall not be any distribution of any kind among the members of the Corporation, but the funds of the corporation, if any, shall be applied to some organization with similar objects and purposes or to some charitable use recognized by the *Income Tax Act*.

ARTICLE XV – REPEAL AND AMENDMENT BYLAWS

- 15.01 The Corporation has power to repeal or amend any of these By-Laws by a resolution passed by two-thirds (2/3) vote of the regular members present at any general or special meeting, provided that thirty (30) days notice of such amendment or repeal has been given by notice to each regular member or by advertisement in a local daily newspaper.
- 15.02 A copy of the Corporation's Memorandum and By-Laws shall be available on the Association's web site and upon request of a member be furnished to such member.

ARTICLE XVI

- 15.01 Contracts, deeds, bills of exchange and other instruments and documents on behalf of the Corporation may be executed by any two of the President, the Vice-President, the Secretary, or the Treasurer, as prescribed by Resolution of the Board of Directors.
- 15.02 Exercise of borrowing power shall be pursuant of the Board of Directors.

ARTICLE XVII - INDEMNIFICATION

Every director of the Association and his or her heirs, executors and administrators, and estate shall be indemnified and saved harmless out of the funds of the Corporation against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which the director is made a party by a reason of being or having been a director, provided that:

- (A) The director acted honestly and in good faith with a view to the best interests of the Association of which he or she is or was a director;
- (B) The director in the case of a criminal or administrative action or proceeding he or she had reasonable grounds for believing that his or her conduct was lawful; and
- (C) The action or proceeding is not one by or on behalf of the Corporation to procure a judgment or order in its favor.

Nothing in this indemnity shall prevent the director from resigning as a director of the Corporation and this indemnity shall continue notwithstanding that the director is not longer a director of the Corporation.

This indemnity shall ensue to the benefit of the director and his or her heirs and legal representatives and shall be binding on the Corporation and its successors and assigns.