

MUSIC BC INDUSTRY ASSOCIATION

Society Number S-26612

NOTICE OF SPECIAL RESOLUTIONS

The Board of Directors of Music BC Industry Association (the "Society") hereby gives notice of the following special resolutions, which will be debated and voted on at the annual/a special general meeting at 6:30pm on November 8th, 2018 at Pyatt Hall at the VSO School Of Music, 843 Seymour Street, Vancouver B.C.

Dated at Vancouver, British Columbia, October, 25, 2018.



By: Scott Johnson, President, for the Board

MOVED AS SPECIAL RESOLUTIONS THAT:

A. THE SOCIETY FILE A TRANSITION APPLICATION UNDER THE SOCIETIES ACT SO SOON AFTER THE DATE THESE RESOLUTIONS ARE APPROVED AS THE DIRECTORS DEEM FIT.

B. CLAUSES 1 AND 2 OF THE CONSTITUTION IN THE TRANSITION APPLICATION BE CONFIRMED AS FOLLOWS:

"1. The name of the society is Music BC Industry Association.

2. The purpose of the society is:

To be a non-profit society that supports and promotes the spirit, development, and growth of the British Columbia music community provincially nationally and internationally; the society shall provide education, resources, advocacy, opportunities for funding and a forum for communication."

EXPLANATORY NOTES FOR MEMBERS

As required by the transition provisions of the Societies Act, clauses 1 and 2 of the constitution are not being amended.

C. AS PART OF ITS TRANSITION APPLICATION, THE SOCIETY DECLARE THAT IT IS NOT A MEMBER-FUNDED SOCIETY, PURSUANT TO SECTIONS 190 AND 191 OF THE SOCIETIES ACT.

EXPLANATORY NOTE FOR MEMBERS

As a significant proportion of the society's income is from government sources, the Society can only be a "not member-funded" society.

D. THE BYLAWS BE RESCINDED AND REPLACED BY THE FOLLOWING.

"BYLAWS

Part 1 - Interpretation

1.1 In the constitution and the bylaws:

- a) "Act" means the Societies Act, and "Regulations" means any regulations enacted pursuant to the Act,
- b) "AGM" means an annual general meeting,
- c) "Board" or "Board of Directors" means the directors of the Society for the time being, acting as a body,
- d) "director" means a director of the Society,
- e) "general meeting" includes an AGM and a special general meeting,
- f) "member" means a member of the Society,
- g) "registered address" means a member's address as recorded in the register of members,
- h) "Society" means Music BC Industry Association,
- i) "constitution", "bylaws", "special resolution" and "ordinary resolution" have the meaning given to them in the Act,
- j) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
- k) the singular includes the plural and vice versa, and
- l) persons include corporations and associations.

1.2 1) The definitions in the Act apply to the bylaws.

2) if there is a conflict between the bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.

1.3 The Society must on request provide a member a copy of the current constitution and bylaws, without charge.

1.4 The constitution and bylaws can only be altered by special resolution.

1.5 The Society must not distribute any of its money or other property except as permitted by the Act.

Part 2 - Membership

2.1 1) The members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with the bylaws and who, in either case, have not ceased to be members.

2) A member must have an interest in or be involved in music or the music industry, and support the purposes of the Society.

3) There are six categories of members: Student, Individual, Band, Corporate, Non-Profit, and Honourary.

4) A Student Member is a person enrolled in a secondary, post-secondary, recording arts or arts management program at a recognized educational institution. An application for Student Membership by a person who is fewer than 19 years of age must be authorized by the parent or legal guardian of that person.

5) An Individual Member is a person who is a performer, songwriter, musician, or who otherwise works in the music industry.

6) A Band Member is two or more individuals who perform together.

7) A Corporate Member is a business in the music industry.

8) A Non-Profit Member is a society or registered charity, whether or not incorporated.

9) An Honourary Member is an individual who has rendered outstanding service to the Society, the music industry in British Columbia, or both, and is appointed for life by resolution of the Board.

2.2 An application for membership must:

- a) be in writing and in a form approved by the Board,
- b) include the full name, address, e-mail address, and telephone number of the applicant,
- c) indicate the category to which the applicant wishes to belong,
- d) In the case of an applicant for Band, Corporate or Non-Profit Membership, appoint an Authorized Representative,
- e) include such other information as the Board may require, and
- f) include annual membership dues, if required.

2.3 1) A person may apply to the Board for membership, and on acceptance by the Board and payment of annual membership dues is a member.

2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.

3) The amount of annual membership dues for members of each category, and the date by which they must be paid, must be determined by the Board.

4) The Board may where it is just and equitable set membership dues for members of a category that vary depending on the income of the member or number of its employees.

5) An Honourary Member pays no membership dues.

6) An application for membership received after notice of a general meeting has been given must be postponed until after that meeting.

2.4 1) A membership is not transferable.

2) A membership must be renewed annually, by or before a date set by the Board.

3) The Society must send a membership renewal notice to each member a reasonable time before the date on which membership must be renewed.

4) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each category must be determined by resolution of the Board.

2.5 Every member and director must uphold the constitution, and must comply with:

- a) the Act,

- b) the bylaws,
- c) any rules, regulations and policies made by the Society, and
- d) any rules of order governing the conduct of general meetings and of meetings of the Board.

2.6 A member ceases to be a member on:

- a) delivering a written resignation to the Society,
- b) death,
- c) in the case of a Band, Corporate or Non-Profit Member, on dissolution or winding-up,
- d) having been a member not in good standing for 30 days, or
- e) being expelled.

2.7 A member becomes a member not in good standing on failing to pay:

- a) a debt due and owing to the Society, or
- b) annual membership dues by the date set by the Board.

2.8 1) A member may be expelled by special resolution.

2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

2.9 1) The Board may suspend, discipline or expel a member for conduct substantively detrimental to the Society by a vote of which not fewer than 75% of the directors then in office are in favour.

2) A member who is the subject of a resolution of the Board to suspend, discipline or expel the member must be given:

- a) reasonable notice of the meeting at which the resolution will be considered, and
- b) an opportunity to be heard at the meeting of the Board before the resolution is voted upon.

Part 3 - Meetings of Members

3.1 1) General meetings must be held at the time and place, in accordance with the Act and the bylaws, that the Board determines.

2) An AGM must be held at least once in every calendar year.

3) Every general meeting, other than an AGM, is a special general meeting.

3.2 1) The Board may when it thinks fit convene a special general meeting.

2) The members may requisition a general meeting pursuant to section 75 of the Act, and may submit a proposal for consideration by the Society at a general meeting pursuant to section 81 of the Act.

Part 4 - Notice to Members

- 4.1** 1) Notice of a general meeting must:
- a) specify the place, day and hour of meeting,
 - b) include the text of any special resolution to be proposed at the meeting,
 - c) state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business, and
 - d) be sent to all members not fewer than 14 days but not greater than 60 days before the meeting.
- 2) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at that meeting.
- 4.2** 1) Notice of a general meeting must be given to:
- a) every member shown on the register of members on the day notice is given, and
 - b) the auditor, if any.
- 2) No other person is entitled to receive a notice of general meeting.
- 4.3** A notice may be given to a member either personally, by mail, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.
- 4.4** 1) A notice sent by mail from the Society's office is deemed to have been received two days after being mailed.
- 2) A notice sent by e-mail or other electronic means is deemed to have been received 24 hours after being sent.
- 4.5** A member must promptly and in writing notify the Society of any change in the member's name, address, e-mail address, Authorized Representative, or telephone number.

Part 5 - Proceedings at General Meetings

- 5.1** 1) The business at an AGM is to:
- a) elect a chair, if required,
 - b) determine that there is quorum,
 - c) adopt rules of order,
 - d) approve the agenda,
 - e) consider the minutes of the last AGM and any intervening general meetings,
 - f) consider the report of the Board on its activities and decisions since the last AGM,
 - g) receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
 - h) appoint an auditor, if any,
 - i) elect directors,
 - j) business arising out the financial statements, the auditor's report, the report of the Board, and any matter about which notice has been given in the notice of the meeting,

- k) special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
- l) any members' proposals pursuant to section 81 of the Act, and
- m) adjourn.

2) The financial statements presented to an AGM must comply with the Act.

3) The business at a special general meeting is limited to:

- a) adopting rules of order,
- b) that set out in a requisition pursuant to bylaw 3.2, if applicable, and
- c) that determined by the Board pursuant to bylaw 3.2.

5.2 1) Quorum at a general meeting is 10% of the Voting Members, but not fewer than 15 of them, present at all times.

2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time unless a quorum of Voting Members is present.

3) If at any time during a general meeting there ceases to be a quorum of Voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4) A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other. The Society is not obligated to take any action to facilitate the use of any communications medium at a general meeting.

5.3 If within 30 minutes from the time set for holding a general meeting a quorum of Voting Members is not present:

- a) in the case of a meeting convened on a requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the Voting Members who are present constitute a quorum for that meeting.

5.4 1) A general meeting can only be adjourned by ordinary resolution.

2) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

3) When a general meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.

4) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

5.5 1) The President must chair each general meeting.

2) If the President is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, the Vice-President must be chair.

3) If neither the President nor the Vice-President is present within 15 minutes after the time set for a meeting, or neither of them is able or willing to act as chair, the members present may elect a director who is present to be chair.

5.6 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.

2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.

5.7 1) The Voting Members are:

- a) each Individual Member who is in good standing,
- b) the Authorized Representative of each Band, Corporate or Non-Profit Member that is in good standing, and
- c) each Honourary Member.

Each Voting Member has the right to one vote at a general meeting.

2) A member may vote by its Authorized Representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a general meeting.

3) A question, resolution, or motion arising at a general meeting must be decided by ordinary resolution, unless it must pursuant to the Act or bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.

4) Voting must be by show of hands, except when a secret ballot is required by:

- a) the bylaws or Act,
- b) ruling of the chair, or
- c) ordinary resolution, voting on which must be by show of hands.

5) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.

6) All members have the right to notice of, to attend and to speak at general meetings. A member who is not in good standing cannot vote.

5.8 1) Proxy voting is permitted, subject to the following conditions:

- a) a proxy must be held by a member, or the Authorized Representative of a member, and
- b) a member must not hold more than three proxies.

2) An instrument appointing a proxy must be in the following form, or in any other form that the Board approves:

*I, _____, of _____, hereby
appoint _____, of _____, as my
proxy to vote for me and on my behalf at the general meeting of Music BC Industry
Association on the _____ day of _____, 20____, and at any
adjournment thereof.*

Signed at _____ this _____ day of _____, 20____.

3) A proxy must be presented not less than 15 minutes before the time appointed for the meeting.

4) A proxy is only valid for the meeting for which the proxy is given, and any adjournment of that meeting.

5.9 Subject to the Act and the bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

6.1 Subject to the Act, the Regulations, the constitution and the bylaws, the Board must manage, or supervise the management of, the activities and internal affairs of the Society.

6.2 1) A director must, when exercising the powers and performing the functions of a director:

- a) act honestly and in good faith with a view to the best interests of the Society,
- b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
- c) act in accordance with the Act and Regulations, and
- d) subject to paragraphs (a) to (c), act in accordance with the bylaws.

2) Without limiting subsection (1), a director, when exercising the powers and performing the functions of a director, must act with a view to the purposes of the Society.

3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.

4) Nothing in a contract or the bylaws relieves a director from

- a) the duty to act in accordance with this Act and the Regulations, or
- b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.

6.3 1) There must be not fewer than ten and not more than fifteen directors, with the number set by resolution of the Board.

2) A director, and a candidate for election as a director, must be an Individual Member who is in good standing, the Authorized Representative of a Band, Corporate or Non-Profit Member that is in in good standing, or an Honourary Member.

3) A candidate for election as a director must:

- a) be qualified to be a director pursuant to section 44 of the Act,
- b) be 18 years of age or older,
- c) have been a member of the Society for not less than 30 days, and
- d) consent to the nomination, in writing or in person.

4) A director has a normal term of office of two years, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM two years later.

5) One-half of the directors, or so nearly to one-half as is reasonably practicable, must be elected at the AGM, so that at the adjournment of the AGM:

- a) one-half of the directors, or so nearly to one-half as is reasonably practicable, have remaining terms of one year, and
- b) one-half of the directors, or so nearly to one-half as is reasonably practicable, have remaining terms of two years.

A director may be elected to a term of one year so as to allow compliance with this bylaw.

6) In an election of directors, each Voting Member has a number of votes equal to the number of directors to be elected, but must not cast more than one vote for a candidate.

7) An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or the number of candidates is equal to or fewer than the number of vacancies, in which case the candidates must be declared to be elected.

8) A director may be re-elected.

9) A director who has been a director for six consecutive years beginning on any date on or after November 30th, 2016 immediately ceases to be a director, and must not be elected or appointed as a director for one year.

6.4 The Board may determine that an election of directors be conducted by mail ballot or electronic ballot, subject to the election conforming to democratic norms, and being secure, and verifiable

6.5 A director ceases to be a director on:

- a) the end of the director's term of office or appointment, unless the director is re-elected or re-appointed,
- b) resigning in writing,
- c) ceasing to be a member in good standing, or the Authorized Representative of such a member,
- d) death,
- e) becoming incapable of performing the duties of a director, or
- f) failing to attend three consecutive meetings of the Board without the consent of the Board, which must not be unreasonably withheld.

6.6 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.3.

6.7 1) The members may, by special resolution, remove a director before the expiration of the director's term of office, and may appoint a successor to complete the term of office.

2) The Board may by a resolution of which 75% of the directors in office are in favour remove a director before the director's term of office, and may appoint a successor to complete the term of office.

6.8 The Board may appoint a member who is qualified pursuant to bylaw 6.3 to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office, for a term ending at the next AGM.

6.9 A director must not be remunerated for being or acting as a director, but may be reimbursed for all expenses reasonably and necessarily incurred while engaged in the affairs of the Society.

6.10 A director and a senior manager must comply with the provisions of the Act with regard to disclosure and to conflicts of interest.

6.10 The Society must indemnify a director or senior manager as permitted by the Act.

Part 7 - Proceedings of the Board

7.1 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum at a meeting of the Board is a simple majority of the directors then in office, but must not be fewer than three.

3) A meeting of the Board may be called by:

- a) the President, or
- b) any three directors, or
- c) resolution of the Board.

4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by Canada Post or e-mail. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.

5) The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at that meeting.

7.2 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

7.3 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a) no notice of meetings of the Board need be sent to that director, and
- b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

7.4 1) Except where otherwise required, a question arising at a meeting of the Board or a committee must be decided by a majority of votes.

2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.

3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.

7.5 A resolution in writing signed by 75% of the directors is as valid and effective as if regularly passed at a meeting of the Board.

7.6 1) The Board may as it thinks fit delegate any, but not all, of its powers to a committee, and appoint the members and chair of the committee.

2) The Board must by resolution determine the names, chair, members, authority and responsibilities of a committee.

3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.

7.7 Subject to the Act and the bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Officers

8.1 1) The Board must at its first meeting following the AGM elect from amongst the directors a President, a Vice-President, a Secretary and a Treasurer, who are the elected officers, and may elect or appoint such other officers as it deems necessary.

2) The Board may:

- a) dismiss an elected officer at any time, and elect another director to take that person's place, and
- b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.

3) An elected officer ceases to be an elected officer on:

- a) ceasing to be a director,
- b) being dismissed pursuant to bylaw 8.1 (2)(a), or
- c) resigning in writing.

8.2 The President:

- a) must supervise the other officers in the execution of their duties,
- b) must chair all meetings of the Board and all general meetings, and
- c) has the powers and duties generally pertaining to the office of President, subject to resolution of the Board.

8.3 In the absence or inability of the President, the Vice-President must perform the duties of the President.

8.4 The Secretary is responsible for doing, or making the necessary arrangements for:

- a) issuing notices and taking minutes of general meetings and Board meetings,
- b) keeping the records and documents of the Society in accordance with the Act, including the register of members,
- c) conducting the correspondence of the Society, and
- d) filing the annual report and making any other filings with the Registrar pursuant to the Act.

8.5 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary.

8.6 The Treasurer is responsible for doing, or making the necessary arrangements for:

- a) receiving and banking all monies received by the Society,
- b) keeping accounting records in respect of the Society's financial transactions,
- c) preparing the Society's financial statements, and
- d) making the Society's filings with respect to taxes.

- 8.7** 1) The Board may appoint an Executive Director, who may also be titled the Chief Executive Officer or General Manager, and determine the remuneration and terms and conditions of employment of that person.
- 2) The Executive Director:
- a) must be qualified pursuant to section 44 of the Act,
 - b) is an appointed officer and a senior manager within the meaning of the Act,
 - c) reports to the Board, and
 - d) may receive notice of, attend, and speak at, but not vote at, Board meetings.

Part 9 – Borrowing and Investment

9.1 The Society may by resolution of the Board borrow money, and issue bonds, debentures, notes or other evidence of debt obligations.

9.2 The Board must only invest the funds of the Society in investments in which a prudent investor might invest.

9.3 1) A member may without charge inspect a record that the Society is required to keep pursuant to section 20 of the Act.

2) The Board may by resolution restrict the members' rights to inspect the register of members, pursuant to section 25 of the Act.

3) A director may without charge inspect a record of the Society that the Society is required to keep pursuant to section 20 of the Act.

4) A person other than a member or director cannot inspect the records of the Society, except as required or permitted by resolution of the Board, the bylaws, the Act, or another statute.

9.4 The Board must determine, by resolution, the:

- a) financial year of the Society, and
- b) signing officers of the Society, and their authority.

Part 10 – Auditor

10.1 This Part applies only where the Society is required or has resolved to have an auditor.

10.2 At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.

10.3 An auditor may be removed by ordinary resolution.

10.4 An auditor must be promptly informed in writing of appointment or removal.

10.5 The auditor may attend general meetings.

10.6 The Board must fill all vacancies arising in the office of auditor between AGMs.”

EXPLANATORY NOTES FOR MEMBERS

- 1. A special resolution cannot be amended at the annual general meeting.*

2. *¾ (75%) of the members present at the meeting must vote in favour of a special resolution for it to pass, and a quorum must be present. Only members in good standing may vote.*
3. *A resolution, if it passes, does not take effect until it is filed with Societies OnLine.*