

Canadian Country Music Association By-laws
As of September 11, 2011

Summary

This document outlines the current by-laws of the Canadian Country Music Association (“CCMA”).

Definitions

CCMA/Entity/Organization/Association:

Canadian Country Music Association

By-Laws:

The By-laws are the rules by which the CCMA is governed. Any changes, additions or deletions to any by-law require approval from a majority of the Board of Directors, and sanctioned by voting members as per by-law 10.01.

Board:

The CCMA Board of Directors

AGM:

Annual General Meeting

Sections

The bylaw sections are:

1. Business Items
2. Directors
3. Board Meetings
4. Officers
5. Protection of Directors and Officers
6. Members
7. Meeting of Members
8. Notices
9. Auditor
10. Bylaws Amendments

| By-Law #1 | | Business Items |
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| 1.01 | Corporate Seal | The corporate seal of the CCMA shall be in the form impressed hereon. |
| 1.02 | Financial Year | Until otherwise ordered by the Board, the financial year of the CCMA shall end on the last day of December in each year. |
| 1.03 | Execution of Instruments | Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the CCMA by a Director and by the Secretary/Treasurer. In addition, the Board may from time to time, direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the CCMA may affix the corporate seal thereto. |
| 1.04 | Banking Arrangements | The banking business of the CCMA shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize. |
| By-Law #2 | | Directors |
| 2.01 | Number of Directors and Quorum | <ul style="list-style-type: none"> a) The affairs of the CCMA shall be managed by its Board. The total number of Directors at one time shall be a maximum of fifteen (15) and a minimum of ten (10). b) The Board consists of eight (8) Elected Directors who have been nominated in accordance with by-laws 7.14 and 7.15. The Board also consists between two (2) and seven (7) Appointed Directors. c) A 2/3 majority of the Directors at a properly called meeting of the Board shall constitute a quorum for the purpose of transacting business of the CCMA. |
| 2.02 | Election to the Office of Director | <ul style="list-style-type: none"> a) Elected Directors shall be elected at the AGM to serve a three-year term from those members who have been nominated in accordance with nomination regulations in place. Each nominee will be elected if they receive a plurality of the votes of the membership in attendance at the annual meeting of the Association either personally or by proxy. b) Elections will be held each year at the AGM. Commencing in 2011, three (3) Directors will be elected; in 2012, three (3) Directors will be elected; and in 2013, two (2) Directors will be elected. This three-year cycle of electing three Directors in Year 1, then three Directors in Year 2, and then two Directors in Year 3, will carry on after 2013. c) Elected Directors are limited to serve no more than two (2) consecutive terms (six years) of office and thereafter shall stand down for at least one year before seeking re-election. |
| 2.03 | Voting for Directors | The nominated Directors receiving the greatest number of votes in the election of Directors shall be declared elected. In the event that an equality of votes has occurred, the chairman of the meeting shall be entitled to a second or casting vote. |
| 2.04 | Appointed Directors | Between two and seven Appointed Directors shall be appointed by the Elected Directors at a properly constituted Board meeting. Appointed Directors must be reappointed each year. There are no limitations |

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| | | on the number of re-appointments for Appointed Directors. |
| 2.05 | Vacation of Office | The office of a Elected or Appointed Director shall be vacated upon the occurrence of any of the following events: a) if a receiving order is made against them or if they make an assignment under the Bankruptcy Act; or b) if an order is made declaring them to be a mentally incompetent person or incapable of managing their affairs; or c) on death; or d) If by notice in writing to the Secretary/Treasurer of the Board that they resign from office. |
| 2.07 | Removal of Directors | a) The members may, by resolution passed by at least two-thirds of the votes cast thereon at a special general meeting of members called for the purpose, remove any Director before the expiration of their term of office and may, by majority vote, elect any person for the remainder of the term. b) Any Director who misses two (2) Board meetings in any twelve (12) months period, without good cause as determined by the Board, shall be subject to immediate dismissal from the Board. c) Any Director who fails to maintain their membership in good standing, shall be notified they has thirty (30) days to make payment and, if at the end of 30 days, the membership is still not paid, they would be subject to dismissal from the Board. |
| 2.08 | Vacancies of Directors | a) Vacancies occurring from time to time on the Board of Directors (i.e. should a Director resign, be unable to complete their term of office, or be removed) will be filled by appointment by the Board (if the remaining Directors constitute a quorum) to fulfil the unexpired term of said vacancy. b) In the absence of an appointment by the Board to an open Elected Director position, the position shall remain vacant until the next general meeting of the membership when the membership will elect a successor Elector Director for any then remaining unexpired term. |
| By-Law #3 | | Board Meetings |
| 3.01 | Calling of Meetings of the Board of Directors | Meetings of the Board shall be held from time to time at the call of the Board or of any Director. Notice of the time and place of every meeting so called shall be given to each Director not less than fourteen days before the date when the meeting is to be held, save that no notice of a meeting shall be necessary if quorum is established or if those absent waive notice of or otherwise signify their consent to such meeting being held. |
| 3.02 | First Meeting of the New Board | Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board is elected. |
| 3.03 | Regular Meetings of the Board | a) The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting. b) Meetings of the Board shall be held at the head office of the CCMA or elsewhere in Canada, or, if the Board determines or all absent Directors consent, at some place outside Canada. Meetings of the Board may also be conducted via electronic means provided a quorum is present. |

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| 3.04 | Votes to Govern | At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question; in the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote. Questions at meetings conducted via electronic means shall be decided by majority votes. |
| By-Law #4 | | Officers |
| 4.01 | Chair | a) At the last meeting of Directors prior to the annual meeting of members each year, the Board shall elect a Chair, who shall have served a minimum of 1 year as a Director immediately prior to this election, who shall serve as Chair for the Board for a term of one year, following the annual meeting of members. Subject to by-law 2.01. The Chair will serve as a volunteer/non-paid position. |
| 4.02 | Executive Director | a) The Board shall appoint an Executive Director at a properly constituted Board meeting. The Executive Director shall be a paid staff member of the CCMA and will not be a Director. The Executive Director term of office shall be at the pleasure of the Board. b) The Executive Director shall have the general management and direction, subject to the authority of the Board, of the business and affairs of the CCMA and the power to appoint and remove any and all employees and agents of the CCMA not elected or appointed by the Board. They shall have such other powers and duties as the Board may prescribe. The Executive Director shall have their permanent residence in the country of Canada at the time of their appointment to the office of Executive Director, and to the best of their knowledge, throughout their term. |
| 4.03 | Appointment of Other Officers | The Board shall appoint one or more vice-chairs, a treasurer/secretary and such other officers as the board may determine at a properly constituted Board meeting. The officers so appointed may or may not be directors. The term of office for the Officers so appointed shall be at the pleasure of the Board. |
| 4.04 | Terms of Office and Remuneration | The terms of employment and remuneration of officers elected or appointed by the board or the members, as the case may be, shall be settled by the board from time to time. No member of the CCMA, whether a director, officer, or employee, unless the terms of employment and remuneration for an officer or employee are settled by the board, shall be entitled to any remuneration or compensation, save and except repayment of reasonable out-of-pocket expenses incurred by them in their performance of duties undertaken at the request of the CCMA; provided that any director who is engaged in or who is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges of any professional business required to be done in connection with the administration of the affairs of the CCMA. The board may remove at its pleasure any officers of the CCMA and each officer elected or appointed by the board shall hold office until his successor is elected or appointed. |
| 4.05 | Secretary/Treasurer | a) The Secretary/Treasurer shall ensure records of all meetings of members and Directors to be entered in books kept for that purpose; the Secretary shall ensure all notices be given to members and Directors; the Secretary shall ensure the stamp or mechanical device generally used for affixing the corporate seal of the CCMA and of all books, papers, records, documents and other instruments belonging to the CCMA be held safely; and the Secretary shall perform such other duties as the Board or the Executive Director may prescribe. |

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| | | a) The Secretary /Treasurer shall ensure all regular accounting procedures and policies and reporting under the direction of the Board, are established. The Secretary/Treasurer shall perform such other duties as the Board or President may prescribe. |
| 4.06 | Duties of Officers | The duties of all Officers of the CCMA shall be such as the terms of their engagement call for or as the Board or the Executive Director may prescribe. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the Executive Director otherwise directs. From time to time, the Board may vary, add to or limit the powers and duties of any Officer. |
| By-Law #5 | | Protection of Directors and Officers |
| 5.01 | Limitation of Liability | No Director or Officer of the CCMA shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the CCMA through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the CCMA, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the CCMA shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the CCMA shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own wilful neglect or default. |
| 5.02 | Indemnity | Every Director and Officer of the CCMA and his heirs, executors and administrators, respectively, shall from time to time and at all times be indemnified and saved harmless from and against: <ul style="list-style-type: none"> a) All costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, b) Commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and c) All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the CCMA; <p>Except such costs, charges or expenses as are occasioned by their own wilful neglect or default.</p> |
| By-Law #6 | | Members |
| 6.01 | Members | The membership of the CCMA shall consist of such persons as are admitted to the membership in the CCMA by resolution of and approval of the membership committee of the CCMA. Membership may be conditional upon the payment of a fee, assessment or other charge. |
| By-Law #7 | | Meeting of Members |
| 7.01 | Annual Meeting | The Annual Meeting of the members shall be held at such time and on such day in each year as the Board or the Executive Director may from time to time determine, for the purpose of receiving the reports and |

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| | | statements required by the Act to be placed before the Annual Meeting, electing Directors, appointing auditors and fixing or authorizing the Board to fix the auditor's remuneration and for the transaction of such other business as may properly be brought before the meeting. This meeting cannot be conducted via electronic means. |
| 7.02 | Special Meetings | The Board, by majority vote, shall have the power to call a special meeting of members at any time. The Board shall call a special meeting of members on written requisition to the Secretary /Treasurer from no less than 10% of current voting members. These meetings can be conducted via electronic means. |
| 7.03 | Notice of Meeting | Notice of the time and place of each meeting of members shall be given to each member of record not less than fourteen (14) days before the date on which the meeting is to be held. Notice of a special meeting of members shall state the general meeting of the business to be transacted at it |
| 7.04 | Chair, Secretary and Scrutineers | The Chair of the Board, or in their absence, another Director, appointed by the Board, shall be chair of any meeting of members; if no such Director is present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chair. If the Secretary/Treasurer of the Board is absent, the Chair shall appoint some person who need not be a member, to act as Secretary/Treasurer of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the Chair with the consent of the meeting. |
| 7.05 | Persons Entitled To Be Present | The only persons entitled to attend a meeting of members shall be every person who is at the time of the meeting, entered in the books of the CCMA as a member of the CCMA, the auditors of the CCMA and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or By-Laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting. |
| 7.06 | Quorum | A quorum of the transaction of business at any meeting of the members shall be five percent (5%) of the voting members of the CCMA as listed on the records of the CCMA at the time of the meeting. |
| 7.07 | Right to Vote | A voting member in any category who is duly registered on the roll of the CCMA shall be entitled to full voice and a vote at any regular, special or Annual Meeting of the CCMA |
| 7.08 | Proxies | At any meeting of members that are conducted by non-electronic means, a proxy duly and sufficiently appointed by a member shall be entitled to be exercised in present at the meeting, subject to any restrictions expressed in the instrument appointing him. A proxy must be a member. An instrument appointing a proxy shall be in writing and shall be acted on only if, prior to the time of voting, it is deposited with the Secretary/Treasurer of the Board or of the meeting or as may be directed in the notice calling the meeting and in a manner as directed by the Board from time to time. |
| 7.09 | Votes To Govern | At any meeting of members, every question shall, unless otherwise required by the Letters Patent or By-Laws of the CCMA or by law, be determined by the majority of votes duly cast on the question. |
| 7.10 | Show of Hands | Any question at a meeting conducted via non-electronic means, of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or |

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| | | demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question and the result of the vote so taken shall be the decision of the members upon the said question. |
| 7.11 | Polls | After a show of hands has been taken on any question at meetings of non-electronic means, the Chair may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each person present shall be entitled to one vote and the result of the poll shall be the decision of the members upon the said question. |
| 7.12 | Casting Vote | In case of any equality of votes at any meeting of members, either upon a show of hands or upon a poll, the Chair of the meeting shall be entitled to an additional or casting vote. |
| 7.13 | Adjournment | The Chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. |
| 7.14 | Election of Board | The election of Elected Directors of the Board at the AGM shall be conducted by secret ballot. The Board shall begin to solicit nominations from and by the membership at least ninety (90) days prior to the AGM. Subject to the rules and regulations in by-laws 2.01 and 2.02. |
| 7.15 | Close of Nominations for Election of Directors | Nominations for the election of Directors shall be closed 45 days prior to the annual general meeting and thereafter no further nominations shall be accepted, except in the event a nomination is received with the approval of 5% of the membership of the Association. |
| By-Law #8 | | Notices |
| 8.01 | Method of Giving Notices | Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the By-Laws or otherwise to a member, Director, Officer or auditor shall be sufficiently given if delivered by email or personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the CCMA or if mailed by prepaid ordinary or air mail addressed to them at this last address as recorded in the books of the CCMA or if sent to them at their email address by any means of transmitted or recorded communication. The Member must ensure both mailing address and email address are accurate and current. The CCMA may change the address on the CCMA's books of any member, Director, Officer or auditor in accordance with any information believed by them to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch. |
| 8.02 | Computation of Time | In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included. |

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| 8.03 | Omissions and Errors | The accidental omission to give any notice to any member, Director, officer or auditor or the non-receipt of any notice by any member, Director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon. |
| 8.04 | Waiver of Notice | Any member (or his duly appointed proxy or representative), Director, officer or auditor may waive any notice required to be given to him under any provision of the Act or the letters patent or the By-Laws of the CCMA, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. |
| By-Law #9 | | Auditor |
| 9.01 | Appointment and Remuneration | The members shall, at each Annual Meeting, appoint an auditor to audit the accounts of the CCMA, to hold office until the next Annual Meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors. |
| By-Law #10 | | By-Laws |
| 10.01 | Repeal and Amendment | The by-laws and article of the CCMA may be repealed or amended by by-law or articles enacted by the affirmative vote of a majority of the Directors at a meeting of the Board rectors and sanctioned by an affirmative vote of at least two-thirds of the voting members in attendance at a meeting duly called for the purpose of considering the said by-law; provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained. |