

PROVINCE OF BRITISH COLUMBIA

FORM 10

Certificate of
Incorporation No. 14065-S

SOCIETY ACT

COPY OF RESOLUTION

The following is a copy of a special resolution passed in accordance with the bylaws of the Society on October 11, 1992.

"RESOLVED THAT the existing By-laws be rescinded and be replaced with the attached."

DATED November 27, 1992

FILED AND REGISTERED
MARCH 19 1993
1237-92210
Registrar of Companies

BRITISH COLUMBIA COUNTRY
MUSIC ASSOCIATION

(Name of Society)

by Ed Barnes
(Signature)

Director

(Relationship to Society)

"SOCIETY ACT"

BY-LAWS

of

BRITISH COLUMBIA COUNTRY MUSIC ASSOCIATION

PART I - INTERPRETATION

1. (1) In these By-Laws, unless the context otherwise requires,
 - (a) "Directors" means the directors of the British Columbia Country Music Association for the time being;
 - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;

(c) "registered address" of a member means his address as recorded in the register of members of the British Columbia Country Music Association.

(2) The definitions in the Society Act on the date these By-Laws become effective apply to these By-Laws.

2. Words used herein and in the Constitution of the British Columbia Country Music Association importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2 - MEMBERSHIP

3. The members of the British Columbia Country Music Association (hereinafter referred to as "the Society") include the applicants for incorporation of the Society and those persons and organizations who have become members of the Society in accordance with the By-Laws and who have not ceased to be members.

4. Each member of the Society, other than honorary members shall pay the membership dues and fees of the Society as prescribed by the Board of Directors from time to time.
5. A person or organization may apply to the directors of the Society for membership in the British Columbia Country Music Association and on acceptance by the directors shall be a member of the Society.
6. Every member of the Society shall uphold the Constitution of the Society and comply with these By-Laws.
7. Any member of the Society in good standing shall be entitled to vote at any meeting of the Society and to stand for election to the Board of Directors.
8. A person shall cease to be member of the Society
 - (a) by delivering his resignation or notice of withdrawal in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;

(b) on his death or, in the case of a corporation, on dissolution;

(c) on being expelled or suspended.

9. The Directors shall have the power, by majority vote of the Board of Directors to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Society or who wilfully commits a breach of the Constitution or By-Laws of the Society. No member shall be expelled or suspended without being notified in writing of the charge or complaint against him or without having first been given an opportunity to be heard by the Directors at a meeting called for the purpose of considering expulsion or suspension.

10. A member may be expelled from membership by a majority vote of the Board of Directors for failure to pay annual dues, membership fees or other assessments payable to the Society by the date upon which the same become due.

11. All members are in good standing except a member who has failed to pay his current annual membership fee or any other

debt due or owing by him to the Society and such member is not in good standing so long as such fee or debt remains unpaid.

12. Any member who resigns, withdraws or is expelled from the Society shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Society.

PART 3 - FEES

13. Annual fees for each class of membership in the Society shall be determined from time to time by the Board of Directors.

PART 4 - MEETINGS OF MEMBERS

14. General meetings of the Society shall be held at such times and places as may be determined from time to time by the Directors of the Society.

15. Every general meeting of the Society, other than an Annual General Meeting, is an extraordinary general meeting.

16. The Directors may, when they think fit, convene a extraordinary general meeting of the Society.

17. An Annual General Meeting called for the purpose of electing directors and such other business as may properly come before an Annual General Meeting shall be held in each calendar year but not more than fifteen months after the adjournment of the previous Annual General Meeting, provided that at least thirty days written notice of the time and place of such meeting shall be given to all members in the manner provided by these By Laws.

18. At least 14 days written notice of an extraordinary general meeting of the Society shall be given to its members entitled to receive notice of a general meeting and such notice shall specify the place, day and hour of the meeting and, in the case of special business, the general nature of that business.

19. Notice to a member of any meeting of the Society shall be deemed effective as of the date of mailing such notice to his last address as recorded on the books of the Society.

20. The accidental omission to give any, or any proper notice of a meeting to, or the non-receipt of such notice by any members of the Society entitled to receive notice does not invalidate proceedings at that meeting and any member may at any

time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

21. At any meeting of members a quorum shall consist of ten (10%) percent of the members in good standing of the society.

22. Votes of members shall be given personally at any meeting of the Society and each member attending in person or represented shall have one vote. Proxy voting is not allowed and every question at a meeting of the Society shall be decided by a majority of the votes of the members present in person unless otherwise required or allowed by the By-Laws of the Society or by law.

PART 5 - PROCEEDINGS AT GENERAL MEETINGS

23. Special business is:

(a) all business at an extraordinary general meeting except the adoption of rules of order; and

(b) all business transacted at an annual general meeting except,

- i) the adoption of rules of order;
- ii) the consideration of the financial statements;
- iii) the report of the directors;
- iv) the report of the auditor, if any;
- v) the election of directors;
- vi) the appointment of the auditor, if required; and
- vii) other business that, under these By-Laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

24. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

25. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or otherwise terminated.

26. If, within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated, but in any other case, it shall stand adjourned to another appointed time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed start the meeting, the members present shall constitute a quorum.

27. Subject to By-Law 28, the President of the Society, the Vice-President or in the absence of either, one of the other Directors present, shall preside as chairman of a general meeting.

28. If at a general meeting:

(a) there is no President, Vice-President or other director present within 15 minutes after the time appointed for starting the meeting; or

(b) the President, the Vice-President and all the other directors present are unwilling to act as chairman,

the members present shall choose one of their number to be chairman.

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

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this By-Law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

(4) Resolutions proposed at a general meeting must be seconded and the chairman of a meeting may move or propose a resolution.

(5) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to

which he may be entitled as a member and the proposed resolution shall not pass.

30. (1) A member who is in good standing is entitled to one vote.

(2) Votes shall be given personally.

(3) Voting, other than voting for members to serve on the Board of Directors or except as otherwise required by the directors of the Society, is by a show of hands.

(4) Voting by proxy is not permitted. Every question at a meeting of the Society shall be decided by a majority of the votes of the members present in person unless otherwise required by the By-Laws or a By-Law of the Society.

31. A person is not entitled to vote on any resolution at a meeting unless he is a voting member of the Society who is in good standing in accordance with these By-Laws.

PART 6 - FISCAL YEAR

32. The fiscal year of the Society shall end on the 30th day of September of each year.

PART 7 - OFFICERS AND DIRECTORS

33. (1) The affairs of the Society shall be managed by the Board of Directors which shall be comprised of the officers of the Society and such additional Directors, making together nine in number, who shall be members in good standing of the Society. Directors are elected at Annual General Meetings of the Society. The duties of the officers and Directors of the Society shall be such as are ordinarily performed and discharged by' the respective officers and Directors.

(2) The Board of Directors shall consist of nine (9) voting Directors, and each of whom at the time of his election and throughout his term of office shall be a member of the Society. Upon election to the Board of Directors, the Directors shall hold office as follows: "A" The two (2) Directors accumulating the greatest number of votes, shall

hold office for a term of three (3) years terminating on the date of the Annual General Meeting - three (3) years after their election to office: "B" The four (4) Directors accumulating the succeeding greater number of votes, shall hold office for a term of two (2) years after their election to office: and "C" the Directors accumulating the least number of votes shall hold office for a term of one (1) year, terminating on the date of the Annual General Meeting - (1) year after their election to office, and further, that all or any vacancies on the Board of Directors shall accordingly be filled at each Annual General Meeting commencing with the year 1987.

(3) The Board of Directors may delegate authority and may appoint others to serve on committees or sub-committees responsible to the Board and may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the By-Laws of the Society or by law expressly directed or required to be done by the Society at a meeting of the members or otherwise. Meetings of the Board of Directors may from time to time be held at such times and at such places as the Directors may from time to time decide.

(4) There may be, on the Board of Directors, one or more persons appointed by the Board and designated as Resource Persons (e.g. Past President) and, insofar as these persons are concerned:

(a) By-Law 37 herein does not apply to them;

(b) they shall not be entitled to vote at meetings of the Directors and their presence at meetings of the Directors shall not be taken into account for the purpose of deciding questions arising at meetings of the Directors; and

(c) they shall not be taken into account for the purpose of determining whether or not there is a quorum for the transaction of business at meetings of the directors.

34. The officers of the Society shall be the President, the Vice-President, a Treasurer and a Secretary. In the event of the inability of the President of the Society to perform his functions at any time, the functions of the President shall be

performed by the Vice-President. The offices of the Treasurer and Secretary may be filled by one person.

35. A Director or officer of the Society may at any time give notice in writing to the Secretary of the Society of his intention to resign, and, immediately upon receipt of such notice the position in question shall be vacated. A Director of the Society may be expelled from the Board of Directors as a result of the unanimous vote of all of the remaining elected voting Directors.

36. (a) if any member of the Board of Directors shall resign his directorship, or withdraw from membership in the Society or be suspended or expelled from the Board of Directors of the Society, the Directors shall declare his position vacated and vacancies on the Board of Directors, however, caused, may so long as a quorum of elected Directors remains in office, be filled by the Directors by appointment from among the members of the Society qualified to hold office until the next Annual General Meeting;

(b) a Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Society but is eligible for re-election at that meeting subject to the other provisions of these By-Laws. The part of the first term held by any such appointed Director shall be deemed to be a full term.

(c) any Director who resigns his position or is expelled from the Society may never again be allowed to hold office in the Society or sit on the Board in any capacity.

37. A Director of the Society who does not attend three consecutive meetings of the Board of Directors shall show cause why he shall not cease to be a Director of the Society.

38. The Directors of the Society may exercise all the powers and do all acts and things that the Society may exercise and do which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:

(a) all laws affecting the Society;

(b) these By-Laws; and

(c) rules, not being inconsistent with these By-Laws which are made from time to time by the Society in general meeting.

39. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office at the relevant time.

40. A majority of the Directors shall form a quorum for the transaction of business by the Board.

41. The members of the Society may, by special resolution, remove any Director before the expiration of his term of office, and may elect a successor to complete the said term of office. /

42. No Director of the Society shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society. /

43. From among their number at the first meeting of the Board after the Annual General Meeting, the Directors shall elect a President, who shall, when present, be the Chairman of any meeting of the Board of Directors; a Vice-President, a Treasurer, who shall receive, deposit and make disbursements of all monies of the Society; and a Secretary, who shall prepare the Minutes of all proceedings of any Meeting of the Board or the Society, shall communicate all notices required to be given to the Directors or to the Members and shall act as custodian of all Minutes, books, papers, records, registers and other documents belonging to the Society.

PART 8 - PROCEEDINGS OF DIRECTORS

44. (1) The Board of Directors may meet together wherever they think fit to dispatch business and may adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The Board of Directors may meet from time to time and as often as may be deemed necessary. A meeting of the Board of Directors shall be called by the President and at least seven days notice of all meetings of the Board of Directors shall be given to the members of the Board of Directors.

However, the President may call an emergency meeting of the Board of Directors or a Committee or part of the Board of Directors giving such shorter notice as he may deem necessary.

(3) On receipt of a written requisition signed by not less than two Directors of the Society, the President shall call a meeting of the Board of Directors within seven days of the receipt by him of such a requisition.

45. The President of the Society shall be the Chairman of all meetings of the Board of Directors but, if at a meeting, the President is not present within 30 minutes after the time appointed for the holding of the meeting, the Vice-President shall act as Chairman but if neither is present the Directors present may choose one of their number to be Chairman of that meeting.

46. (1) The Directors of the Society may delegate any, but not all, of their powers to committees consisting of at least one Director acting as Committee Chairman.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall through the Committee Chairman report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

47. The Board of Directors may appoint a Chairman for each committee. If at a meeting of a committee the Chairman is not present within 30 minutes after the time appointed for holding the meeting, the members of the committee present shall choose one of their number to be Chairman of the committee for the purposes of the meeting.

48. The members of a committee may meet and adjourn as they think proper.

49. For a first meeting of the Directors held immediately following the appointment or election of a director or Directors at an Annual or other general meeting of members or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give the notice referred to herein of the meeting to the newly elected or

appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

50. (1) Questions arising at a meeting of the Directors or a committee shall be decided by a majority of votes.

(2) In case of an equality of votes the Chairman does have a second or casting vote.

51. A resolution proposed at a meeting of Directors or committee of Directors must be seconded and the Chairman of a meeting may move or propose a resolution.

52. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of the Directors.

PART 9 - ADVISORY BOARD

53. There may be an Advisory Board of the Society which may act as an Advisory board to the Directors of the Society and who may assume such duties and responsibilities as the Directors shall from time to time request.

54. The Advisory Board may be composed of one or more Past Presidents of the Society, and one or more individuals invited by the Directors of the Society to join the Advisory Board. The Chairman of the Advisory Board may be the immediate Past President of the Society. The Advisory Board shall meet at such times and places as the Advisory Board shall decide from time to time.

PART 10 - DUTIES OF OFFICERS

55. The President of the Society shall preside at all meetings of the Society and of the Board of Directors.

56. The President of the Society is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

57. The Secretary of the Society shall be responsible to:

(a) conduct the correspondence of the Society;

(b) issue notices of meetings of the Society and the Board of Directors;

(c) keep the minutes of all meetings of the Society and the Board of Directors;

(d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;

(e) have custody of the common seal of the Society; and

(f) maintain the register of members.

58. The Treasurer shall:

(a) keep the financial records, including the books of account, necessary to comply with the Society Act; and

(b) render financial statements to the Directors, members and others when required.

59. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at that meeting.

60. The duty of a Past President who is on the Board of Directors of the Society shall be, generally, to assist the Board of Directors in a Resource capacity.

PART 11 - BORROWING POWERS

61. The Board of Directors may, upon a three-fourths majority vote, raise or borrow any sum or sums of money up to the amount of \$5,000 for the purposes of the Society either at one time or from time to time and at such rate of interest and in such manner and form and upon such security as shall be specified in such resolution and for this purpose may mortgage, pledge, hypothecate and charge all or any part of the property of the Society then held or thereafter acquired. However, in no case shall debentures be issued by the Society without the sanction of a special resolution of the Society.

PART 12 - STANDING COMMITTEES

62. There shall be one or more standing committees of the Society. These **shall include the Finance Committee and may also include Membership and Conference.**

63. The members of the Standing Committees shall:

(a) in the case of the Finance Committee be appointed from time to time from amongst the members of the Board of Directors by the Board of Directors. The Chairman of this Committee may be the Treasurer of the Society.

(b) in the case of the other Standing Committees be in such numbers as may be deemed necessary from time to time and shall be appointed by the Board of Directors.

Any casual vacancies in the Standing Committees shall be- filled by the Board of Directors as they may occur.

PART 13 - AUDITORS

64. (a) At each Annual General Meeting the Society may appoint an auditor to hold office until he is removed, re-elected or his successor is elected at the next Annual General Meeting.
- (b) The accounts of the Society shall as soon as practicable after the end of each fiscal year, be examined, and their correctness ascertained by the appointed auditor, if there is one or more auditors, appointed annually at the Annual General Meeting.
- (c) An auditor may be removed by ordinary resolution of the Society.
- (d) An auditor shall be promptly informed in writing of his appointment or removal.
- (e) No Director or employee of the Society shall be auditor.

(f) The auditor may attend the general meetings of the Society.

PART 14 - REVENUE AND EXPENDITURE

65. All funds raised by donations, projects, showcases, raffles, lotteries, admission charges, or the sale of goods and services, or otherwise, by the Society or by any of its committees, acting as such, shall be subject to the accounting procedures approved by the Board of Directors from time to time.

66. All funds expended by the Society or by any of its committees acting as such shall be subject to the approval of the Board of Directors and to the accounting procedures of the Society.

PART 15 - INSPECTIONS

67. All books, accounts and records of the Society shall be open for inspection by the officers and Directors of the Society at all reasonable times and for inspection by members of the Society in good standing upon timely and reasonable application

to the Board of Directors at such times and places as the Board of Directors shall make them available.

PART 16 - SEAL

68. The Board of Directors may provide a Common Seal for the Society and may destroy a seal and substitute a new seal in its place.

69. The Common Seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of two Directors of the Society or those other persons authorized by a Resolution of the Directors.

70. The Common Seal of the Society shall be under the control of the Board of Directors and the responsibility for its custody and use from time to time shall be determined by the Directors.

PART 17 - ALTERATION OF BY-LAWS

71. The By-Laws of the Society shall not be altered or added to except by a special resolution of the Society.

PART 18 - NOTICE TO MEMBERS

72. Any notice may be given to a member either personally or by mailing it to him at his registered address.

73. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Post Office receptacle.

74. (1) Notice of a General Meeting shall be given to:

- (a) every member shown on the Register of Members on the day notice is given; and
- (b) the auditor.

(2) No other person is entitled to receive notice of a General Meeting of the Society.

PROVINCE OF BRITISH COLUMBIA

FORM 10

**Certificate of
Incorporation No. S-14065**

SOCIETY ACT

COPY OF RESOLUTION

The following is a copy of a special resolution passed in accordance with the bylaws of the Society on October 3, 1993.

RESOLVED:

- "A. 1. That the present By-Law 33(2) of the By-Laws of the British Columbia Country Music Association (BCCMA) be revoked and deleted.
2. That the revoked and deleted By-Law 33(2) be replaced by the following:

PART 7 – OFFICERS AND DIRECTORS

33(2) The Board of Directors shall consist of nine (9) voting directors, each of whom at the time of his/her election and throughout his/her term of office shall be a member of the Society. Upon election to the Board of Directors, each director will hold office for a term of two (2) years, terminating on the date of the Annual General Meeting. The Candidates for the vacated seats on the Board of Directors at the time of the election accumulating the greatest number of votes shall be elected to the Board of Directors. All vacancies on the Board of Directors shall accordingly be filled at each Annual General Meeting commencing with the year 1993.

- B. That the time for the giving of notice of the intention to propose this Special Resolution be abridged to the date of the 1993 Annual General Meeting."

DATED February 22, 1994.

FILED AND REGISTERED
MARCH 8, 1994
DAT C 146362
REGISTRAR OF COMPANIES

BRITISH COLUMBIA COUNTRY MUSIC ASSOCIATION
(Name of Society)

by _____
(Signature)

Solicitor
(Relationship to Society)