

BYLAW NO. 1

A Bylaw Relating Generally to the Conduct of the Affairs of the SASKATCHEWAN RECORDING INDUSTRY ASSOCIATION INC. doing business as SaskMusic

BE IT ENACTED AND IT IS HEREBY ENACTED as a bylaw of the Saskatchewan Recording Industry Association Inc. (hereinafter called the "Corporation") as follows:

DEFINITIONS

1. In this Bylaw and all other Bylaws of the Corporation, unless the context otherwise specifies or requires:
 - (a) "Act" means The Non Profit Corporations Act (Saskatchewan), as amended from time to time;
 - (b) "Articles" means the Articles of Incorporation of the Corporation as from time to time amended or restated;
 - (c) "Bylaw" means any Bylaw of the Corporation from time to time in force and effect;
 - (d) All terms contained in the Bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
 - (e) "the Directors," "Board" and "Board of Directors" mean the Directors of the Corporation for the time being;
 - (f) "Industry" means the music and sound recording industry;
 - (g) "in writing" and "written" includes printing, typewriting, lithographing and any other mode of representing or reproducing words in visible form;
 - (h) "Member" means any person who is duly registered and has paid the required annual membership fees to the Corporation;
 - (i) "special resolution" means a resolution which requires a 2/3 (two-third) majority vote of Members or Directors to pass;
 - (j) Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
 - (k) The headings used in the Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof, or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

GOALS

2. The Goals of the Corporation are:
 - (a) To assist in the development and promotion of Saskatchewan musical artists and the Industry on a provincial, national and international level;
 - (b) To increase recognition of the Industry as a vital element of the economy and cultural identity of the Province of Saskatchewan.

REGISTERED OFFICE

3. The Corporation may from time to time by resolution of the Board of Directors change the address of the registered office of the Corporation within the municipality specified in the Articles of Incorporation.

SEAL

4. The seal of the Corporation shall be such as the Board of Directors may by resolution from time to time adopt.

EXECUTION OF CONTRACTS

5. Contracts, documents or instruments in writing requiring execution by the Corporation may be signed by any two Officers, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization of formality. The Board of Directors is authorized from time to time by resolution to appoint any Officer or Officers, or any other person or persons on behalf of the Corporation, either to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing.
6. The seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid, by an Officer or Officers, person or persons appointed as aforesaid by resolution of the Board of Directors.

MEMBERSHIP

7. The membership categories of the Corporation shall be as follows:
 - (a) Any youth (19 years of age and under) interested in the furtherance of the objectives of the Corporation shall be eligible for a **Youth Membership** in the Corporation. Youth Members may attend and participate in the Corporation meetings, but shall not be eligible to vote and may not stand for election to the board.

- (b) Any individual interested in the furtherance of the objectives of the Corporation shall be eligible for a **Participating Individual Membership** (also called **Individual Membership**) in the Corporation. Participating Members shall be entitled to one vote at general meetings of the Corporation, and may stand for election to the Board.

A **Participating Band Membership** (also called **Band Membership**) is equivalent to Participating Individual Memberships for two individuals.

- (c) Any Corporation, organization or agency interested in the furtherance of the objectives of the Corporation shall be eligible for a **Corporate Membership** in the Corporation. Corporate Members shall appoint up to two responsible representatives to exercise voting privileges in the Corporation. The two representatives shall each be entitled to one vote and may stand for election to the Board. Appointment shall be valid upon written notice to the Secretary, and shall remain valid unless and until revoked or suspended by written notice to the Secretary.

- 8. Applications for all classes of memberships shall be made in writing and submitted to the Board for approval.
- 9. Memberships in the Corporation are not transferable and must be renewed annually.
- 10. Except where authorized by law, an applicant shall be admitted to Membership without any form of discrimination based on race, creed, colour, ethnic origin, ancestry, place of origin, citizenship, age, sex, sexual orientation, marital status, family status, handicap, or any other ground of discrimination prohibited by applicable law.
- 11. Every Member has the right, after the provision of reasonable notice, to access:
 - (a) the minutes of any Board, committee, or Membership meeting,
 - (b) the resolutions of the Board, committee, or the Members at a membership meeting,
 - (c) the Member's own file, and
 - (d) any material which refers to the Member, subject to the discretion of the Board to declare the material confidential and to deny access thereto.

FEES

- 12. Membership fees for each class of membership shall be determined by the Board and approved by the Members at an annual general meeting of the Corporation. Further, Membership fees shall be due on or before the anniversary date of membership of each year.

TERMINATION OF MEMBERSHIP

13. (a) Members may resign at any time by written notice to the Board of Directors. Members resigning shall not be entitled to a refund of any portion of fees paid to the Corporation.
- (b) Members ninety (90) days in arrears in payment of fees may have their membership terminated by the Board of Directors.
- (c) Members whose conduct or actions are prejudicial to the welfare or interests of the Corporation may have their membership suspended or terminated in writing by the Board of Directors. A member so suspended or terminated has the right to appeal to the Board of Directors with written notice listing the grounds of appeal to be provided to the Board of Directors prior to the next Board meeting. Further, if unsuccessful, the suspended or terminated member has a further right of appeal to the general membership, with the appeal to be heard at a general membership meeting. Any special resolution at a membership meeting called to hear an appeal determining the appeal shall be binding upon the Corporation and shall be final.
- (d) The Board on appeal shall determine its own rules and procedures, provided that at all times the principles of natural justice and fairness are observed. Natural justice is a flexible concept that must take into account the circumstances of each case, and which embraces the right to be heard, the right to a fair hearing and the rule against bias of the Board.
- (e) As an alternative to suspension or termination, the Board may fashion any remedy appropriate to the circumstances, including but not limited to dismissal of the complaint, a reprimand, fine (in the nature of a civil debt), apology, suspension, expulsion, or any other discipline on such terms and conditions as the Board considers just in all the circumstances.

MEMBERSHIP MEETINGS

14. (a) An annual General Meeting of the Corporation must be held within ninety (90) days of the start of each fiscal year.
- (b) The following business shall be transacted at the AGM:
 - (i) An annual report of corporate business shall be presented.
 - (ii) Audited corporate financial statements shall be presented with the report of the auditor thereon, and approved.
 - (iii) A qualified auditor shall be appointed for the Corporation for the then current year.
 - (iv) Board elections shall be conducted.
 - (v) Any miscellaneous corporate business shall be transacted.
- (c) A Special General Meeting of the Corporation may be called any time at the discretion of the President, or of the Board, or by petition of no less than twenty percent (20%) of the current Members in good standing.

- (d) Other than at the annual general meeting, the presence of twenty-five (25) voting Members of the Corporation's membership shall constitute a quorum at any general meeting of the membership.
15. At any meeting of the membership, motions shall be made and voted on by only those Members holding voting privileges.
- (a) Voting at all meetings of the Members shall be by a show of hands except where a ballot is required, as indicated in the Corporation bylaws, or is demanded by no less than five (5) voting Members. Demand for a vote by ballot may be made either before or after a vote by show of hands.
 - (b) Any matter requiring a vote shall be decided by majority vote, unless the bylaws provide otherwise. A resolution approved at a Membership meeting shall take effect immediately, unless a contrary intention is expressed therein, and shall remain in effect until amended or repealed at a subsequent membership meeting.
 - (c) Members in good standing, unable to attend the AGM, will be able to vote for open positions on the Board of Directors and on proposed bylaw changes through a process to be determined by SaskMusic. Members will be notified of this process prior to each AGM.
16. At least ten days prior thereto, the Secretary shall cause written notice of each Membership meeting whether annual, general or special to be provided to Members specifying the time, place, agenda of the meeting, including the resolutions, if any, that are to be determined at that meeting.

BOARD OF DIRECTORS

17. There shall be a Board of Directors consisting of not less than seven (7) and not more than twelve (12) directors. The Board of Directors shall supervise the management of the affairs and business of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, and which are not by the Act or other statute, the Articles, the Bylaws or any special resolution of the Corporation expressly directed or required to be done in some other manner.
18. The Board of Directors shall determine and govern the implementation of policy for the Corporation. The actual management of the Corporation's business is, and shall be, delegated by the Corporation to the person employed by the Corporation as its Chief Executive Officer.
19. Where there is a vacancy or vacancies on the Board of Directors, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.
20. Subject to the following provisions at least one half of the Directors of the Corporation shall be elected at the annual general meeting of the Corporation, or at any special meeting of the regular Members called for the purpose of election of directors.

- (a) A Director's term of office shall be approximately two (2) years from the date of the meeting at which the Director is elected, until the second annual general meeting next following.
- (b) A Director may not serve more than three (3) continuous terms unless by special resolution the Corporation, at a duly constituted annual general meeting, agrees to waive this limitation for a specific individual Member.
- (c) Whenever at any election of Directors of the Corporation the full number of Directors is not elected by reason of the disqualification, the refusal to act or failure to consent to act as a Director, or the death of any nominee or nominees, the Directors elected may exercise all powers of the Board so long as the number of Directors so elected constitutes a quorum.
- (d) When vacancies occur on the Board of Directors during the term of office, those vacancies may be filled by the Board of Directors. The appointee shall hold office until the next annual meeting, at which time the appointee or another shall then be elected to complete the remaining term.
- (e) If a Director is absent from two (2) regular meetings in succession without just cause, the Director shall be deemed to have resigned the position as Director and the place of such Director shall be considered vacant. The Board of Directors shall, by majority vote, decide whether a Director has been absent for two (2) regular Board meetings without just cause.
- (f) Pending Board approval, an outgoing President will automatically move into an advisor role of Past President upon completion of their term of office as President, and when they (a) have completed the maximum number of terms possible (3), or (b) are unsuccessful in their nomination to be renewed on the Board. The Past President role may last for a maximum of two (2) years from the date of the meeting at which their elected term was complete. The candidate may choose to decline the role of Past President. When there is a Past President, this person acts as a Board advisor only in meetings and does not occupy one of the twelve director positions. As such, the Past President cannot be named a member of the Executive.

MEETINGS OF DIRECTORS

- 21. Meetings of the Board of Directors and of any committee of the Board of Directors may be held at any place within Saskatchewan. A meeting of the Board of Directors may be convened by the President or Secretary-Treasurer at any time. A meeting of any committee may be convened by the Chairman of the committee or any two Members of the committee and the Secretary shall, upon the direction of either of the foregoing, convene a meeting of the said committee. Except as otherwise provided by the Act and these Bylaws, the Directors, either as a Board or as a Committee thereof, may convene, adjourn and otherwise regulate their meetings as they think fit.

22. Notice of the time and place of each meeting of the Board and of any committee of the Board shall be given in the manner provided herein to each Director or member, as the case may be; in the case of notice given by personal delivery or by telex, telegram, fax, e-mail, or cable, not less than forty-eight hours before the time when the meeting is to be held, and in the case of notice given by mail, not less than ninety-six hours before the time when the meeting is to be held; provided that meetings of the Board or of any committee of the Board may be held at any time without formal notice if all the Directors are present (including present by way of telephone participation) or if all the absent Directors waive notice.
23. For the first meeting of the Board of Directors to be held immediately following the election of Directors at an annual or general meeting of the Members, or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice need be given to the newly elected or appointed Director or Directors in order for the meeting to be fully constituted, provided a quorum of the Directors is present.
24. Notice of any meeting of the Board of Directors or of any committee of the Board of Directors, or any irregularity in any meeting or in notice thereof, may be waived by any Director in any manner, and such waiver may be validly given either before or after the meeting to which such waiver relates.
25. Any meeting of the Board of Directors or of any committee of the Board of Directors may be adjourned from time to time by the Chairman of the meeting, with the consent of the meeting, to an announced time and place, and no notice of the time and place for the holding of the adjourned meeting need be given to any Director. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and if a quorum is present thereat.
26. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.
27. A quorum for any meeting of the Board of Directors shall be one half of the Directors presently serving on the Board.
28. Questions arising at any meeting of Directors shall be determined by a majority of votes of the Directors present, provided that in the case of an equality of votes the Chair shall be entitled to a second or casting vote.
29. The President shall preside as Chair of every meeting of Directors of the Corporation, but if at any meeting the President is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chair of the meeting.

ELECTION OF DIRECTORS

30. A notice soliciting nominations for the Board and President shall be sent to the general membership ten (10) days in advance of the Annual General Meeting.
 - (a) Nominations will also be accepted from the floor at the Annual General Meeting.
 - (b) Members in good standing shall be eligible to cast one (1) vote for each directorship open for re-election.
 - (c) Voting of candidates for President and directorship positions shall be by marked ballot. The results of member voting shall be tallied and announced at the Annual General Meeting.
 - (d) The Chair of the meeting will appoint scrutineers from those present at the meeting.

OFFICERS

31. The officers of the Corporation are the President, Vice President, Secretary and Treasurer. The officers shall be elected annually by and from the Board at its first meeting, which must take place within 30 days of the AGM.
32. The duties of the President are:
 - (a) to act as spokesperson for the Corporation;
 - (b) to oversee the administration, specifically including but not limited to personnel issues of the Corporation;
 - (c) to execute, on behalf of and in the name of the Corporation, all authorized agreements and contracts;
33. The President may delegate the day-to-day function of that office to any of the Corporation's staff persons.
34. The duties of the Vice President are:
 - (a) to assist the President;
 - (b) to perform the duties and exercise the powers of the President, should the President become temporarily incapacitated or otherwise unable to act;
 - (c) to perform such duties and exercise such powers of the President as are assigned by the President.

35. The duties of the Secretary are:
- (a) to keep a permanent record of all proceedings, minutes of meetings, and resolutions of the Board;
 - (b) to ensure that one of the Corporation's staff maintains a registry of the name, category, address, telephone number, and other relevant information relating to each Member;
 - (c) to ensure that one of the Corporation's staff maintains a record of any disciplinary action against each Member;
 - (d) to maintain possession of the Corporation's seal and to affix it when necessary;
 - (e) to certify from time to time, such documents as may require certification for or on behalf of the Corporation.
 - (f) to ensure notices of all Board and Membership meetings are delivered in accordance with this Bylaw.
36. The duties of the Treasurer are:
- (a) to ensure the receipt and deposit of corporate funds with the chartered bank selected by the Board;
 - (b) to ensure complete and proper accounting and financial records for the Corporation are maintained;
 - (c) to ensure itemized accounts of all funds expended on behalf of the Corporation are maintained;
 - (d) to ensure that an audit of the Corporation's financial statements is conducted;
 - (e) to ensure that complete audited statements are presented at every annual general meeting.
37. The duties of the Past-President are:
- (a) to assist the President in the transition of duties and obligations from one Executive to the next.

CONFLICT OF INTEREST

38. Directors of the Board who find themselves in a conflict of interest with regard to any and all business and/or deliberations of the Corporation must declare such conflict immediately and absent themselves from the discussion and decision making process with respect to such interests. Further, any Directors determined through a special resolution of the Board to be in a conflict of interest as outlined, without beforehand having declared such conflict, shall be immediately removed from the Board.

COMMITTEES

39. The Board or the President may establish such ad hoc or standing committees as are necessary. When a committee is established by the President, the President shall report its creation to the Board. The Board has the power to review and rescind any decision by the President to constitute any committee.
40. Whether constituted by the Board or the President, each committee shall be provided with written terms of reference, including the duties, composition and term of office of the committee.
41. An ad hoc committee shall have a term of office that does not extend beyond the next annual general meeting, unless the new elected President or Board reaffirms the committee's mandate. A standing committee shall be a permanent feature of SRIA's organizational structure until such time as the Board chooses to dissolve it.
42. The Chair of each committee shall appoint to the committee the number of Members specified in its terms of reference.
43. The President is an ex officio Member of all committees, except a Hearings Committee, if any.
44. Except where provided otherwise, a committee shall consist of a Chair and two other Members. Quorum shall be two Members.
45. A committee Chair shall not vote on any matter put to a vote by the committee, except to break a tie.
46. A Member of any committee shall not be paid remuneration for services provided as such, but the Corporation shall reimburse each Member of the committee for reasonable expenses incurred in relation to any function carried out as a Member of the committee.
47. Except where provided otherwise, if a committee Chair is unwilling or unable to continue to serve as Chair, then the President or the Board shall appoint a new Chair for the committee.
48. If a committee Member is unwilling or unable to continue to serve on a committee, then the Chair shall appoint another member to that committee.
49. The President may remove a committee Chair, and either the President or a committee Chair may remove a committee Member for cause at any time without notice, subject to the right to appeal under Article 13.
50. The Corporation shall indemnify and save harmless each Board Member and committee Member, and those person's respective heirs, executors, administrators and representatives from and against all actions, causes of action and claims for damages, interest, costs, or any loss or injury of any nature or kind whatsoever which is in any way related to any action taken by a Member within the scope of the Member's authority as granted by the Corporation.

51. Notices of all meetings of committees shall be given in the manner as set out in Article 22.
52. Each committee member shall serve as such from the time of the Members' election or appointment to the earlier of the date on which the committee member resigns or is removed or the date on which the Member's successor has been elected or appointed.
53. Any member of any committee may participate by telephone in any meeting of the committee provided that all Members of the committee consent to such participation.

FISCAL YEAR

54. The fiscal year of the Corporation shall terminate on such day in each year as the Board of Directors may from time to time by resolution determine.

REMUNERATION OF DIRECTORS

55. No Director shall receive any remuneration for acting as a Director of the Corporation. However, Directors may be entitled to reimbursement for reasonable expenses incurred in the performance of their duties, in such manner as may be determined through resolution of the Board of Directors.

FINANCES

56. The Board shall set and revise annual budgets for the Corporation and to authorize the expenditures of the Corporation's funds for the purpose of carrying out the objectives of the Corporation.
 - (a) For the purpose of carrying out its objectives, the Corporation, as determined by the Board, may borrow, raise or secure the payment of money in such a manner as it sees fit. All borrowing shall be reported by the Board to the next meeting of the membership.
 - (b) Any two members of the Board and the Chief Executive Officer (upon Board direction) shall be sufficient signing officers of the Corporation.
 - (c) The Corporation may employ such persons and maintain such offices and other facilities as required by, or as deemed necessary by the Board. The Board, from time to time, may establish job descriptions and objectives for employees and review employee performances.

FINANCIAL DISCLOSURE

57. The Board shall cause the accounts and minutes of the Corporation, and all documents relating thereto, to be kept at the registered office of the Corporation. Documents shall be open to inspection by the Directors and Members on forty-eight (48) hours notice.

AMENDMENTS TO BYLAWS

- 58. Proposed amendments to the Bylaws of the Corporation shall be submitted in writing by Members to the Board, and the proposed changes shall be circulated to the membership postmarked no less than ten (10) days prior to any meeting called to consider amendments to the Bylaws.
- 59. The Corporation shall have the power to amend its Bylaws as may be deemed advisable and appropriate by special resolution at a duly called meeting of the Members of the Corporation.

DISSOLUTION

- 60. In the event of the dissolution of the Corporation, its property and assets shall, after payment of all liabilities, be donated to one or more recognized charitable organizations, as designated by the Corporation's membership at a general meeting called for the purpose of dissolution and in accordance with conditions for dissolution specified in The Non-Profit Corporations Act.

RULES OF ORDER

- 61. Unless otherwise stated, the procedural manual for the Corporation shall be the most recent Edition of **Roberts Rules of Order**.

ACCEPTED by the Board on the 29th day of November, 2014.

Secretary

CONFIRMED by the Members in accordance with the Act on the 29th day of November, 2014.

Secretary