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BY-LAWS

**BEING THE BY-LAWS RELATING GENERALLY TO THE
ORGANIZATION AND THE TRANSACTION OF THE ACTIVITIES AND AFFAIRS OF
SOCIETY OF COMPOSERS, AUTHORS AND MUSIC
PUBLISHERS OF CANADA**

CONTINUED UNDER THE *CANADA NOT-FOR-PROFIT CORPORATIONS ACT*

December 5, 2023

BY-LAWS

TABLE OF CONTENTS

| | |
|---|-----------|
| BY-LAWS..... | 2 |
| SECTION I INTERPRETATION | 2 |
| SECTION II GENERAL | 4 |
| SECTION III CONDITIONS OF MEMBERSHIP | 5 |
| SECTION IV MEETINGS OF MEMBERS..... | 7 |
| SECTION V BOARD OF DIRECTORS | 11 |
| SECTION VI NOMINATIONS | 16 |
| SECTION VII ELECTION OF DIRECTORS..... | 18 |
| SECTION VIII MEETINGS OF THE BOARD OF DIRECTORS | 19 |
| SECTION IX DIRECTOR COMPENSATION..... | 21 |
| SECTION X OFFICERS | 22 |
| SECTION XI FINANCIAL AND AUDITING | 23 |
| SECTION XII BY-LAWS..... | 24 |
| SECTION XIII INDEMNITIES TO DIRECTORS AND OFFICERS | 25 |
| SECTION XIV NOTICES | 26 |
| SECTION XV DISPUTE RESOLUTION | 27 |

BY-LAWS

BY-LAWS

being the by-laws relating generally to the
organization and the transaction of the activities and affairs of
**SOCIETY OF COMPOSERS, AUTHORS AND MUSIC
PUBLISHERS OF CANADA**

continued under the *Canada Not-for-profit Corporations Act*

SECTION I

INTERPRETATION

1.01 Definitions:

In this By-law and resolutions of the Society, unless the context otherwise requires:

- (a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c. 23 including the regulations made pursuant to the *Act*, and any statute or regulations that may be substituted therefor, as amended from time to time.
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society.
- (c) "Auditor" means the public accountant, as defined in the *Act*, appointed for the Society.
- (d) "Board" or "Board of Directors" means the board of directors of the Society.
- (e) "By-Law" or "By-laws" means any and all by-laws of the Society that are in force from time to time.
- (f) "Directors" means the Writer Members that sit on the Board of Directors ("Writer Directors") and/or the Publisher Members that sit on the Board of Directors ("Publisher Directors"), and "Director" means any of them.
- (g) "Members" means the Writer Members and/or the Publisher Members of the Society, and "Member" means any of them.
- (h) "Officer" means any officer as the Directors may appoint from time to time.
- (i) "Performing Right Royalties" for the purposes of Section IV, Section V, Section VI, and Section VIII, unless otherwise stated, includes royalties collected for any right under the

BY-LAWS

Copyright Act of Canada or of any related or similar right whether under federal or provincial legislation or otherwise.

- (j) "Posthumous Successor" means the heirs, executors or administrators as the case may be, of the deceased Writer Member who is/are entitled to exercise the membership rights of a deceased Writer Member in accordance with the By-laws including the right to receive Performing Right Royalties from the Society.
- (k) "Publisher Member" means an applicant who has met one of the conditions for membership in the Society as set out in Section 3.03(3) herein and whose application has been approved by the Directors.
- (l) "Society" means Society of Composers, Authors and Music Publishers of Canada / Société Canadienne des auteurs, compositeurs et éditeurs de musique and its successors and assigns.
- (m) "Writer Member" means an applicant who has met one of the conditions for membership in the Society as set out in Section 3.03(2) herein and whose application has been approved by the Directors.

1.02 General:

In the By-laws of the Society, words importing the singular number include the plural and vice versa and words importing a gender include all genders, and references to persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

Other than as specified in this Section I, words and expressions defined in the *Act* have the same meanings when used in these By-laws.

If the By-Laws or the Articles conflict with the *Act*, the *Act* shall prevail. If the By-laws conflict with the Articles, the Articles shall prevail.

BY-LAWS

SECTION II

GENERAL

2.01 Registered Office:

Until changed in accordance with the *Act*, the registered office of the Society shall be in the Province of Ontario.

2.02 Seal:

The Society may have a corporate seal in the form approved from time to time by the Directors.

2.03 Financial Year:

Until otherwise approved by the Directors, the financial year of the Society shall end on the last day of December.

BY-LAWS

SECTION III

CONDITIONS OF MEMBERSHIP

3.01 Members:

The membership of the Society shall consist of such persons as have been admitted to the membership of the Society in accordance with this By-law.

3.02 Assignment:

It is a condition of membership that each Member assign, and each Member shall be deemed to have assigned, to the Society its interest and title in any performing rights it holds or may hold during its term of membership and the Society shall be empowered and instructed to collect any royalties relating to such rights and to remit such royalties to the Member in accordance with the Society's royalty distribution rules and regulations, after deducting appropriate administration costs.

3.03 (1) Eligibility:

To be eligible for membership, applicants must meet the following criteria:

(2) Writer Member:

An applicant for membership as a Writer Member shall meet one (1) of the following conditions before being considered for membership in the Society:

- (a) The applicant has written or co-written at least one (1) musical work or the lyrics of at least one (1) musical work that is published by a person or company that carries on business as a music publisher.
- (b) The applicant has written or co-written at least one (1) musical work or the lyrics of at least one (1) musical work that was recorded by a person or company that carries on business as a record company.
- (c) The applicant has written or co-written at least one (1) musical work or the lyrics of at least one (1) musical work that was or will be performed and that performance was or will be a performance that is licensed by the Society.
- (d) A Writer Member applicant includes any person who has acquired, by will or under any law, the right, title and interest of a deceased writer in any musical work otherwise qualifying under subparagraph (a), (b), or (c) above.

BY-LAWS

(3) Publisher Member:

An applicant for membership as a Publisher Member shall meet one (1) of the following conditions before being considered for membership in the Society:

- (a) The applicant must establish that it owns at least five (5) copyright protected musical works written or co-written by a Writer Member of the Society or by a Canadian.
- (b) The applicant must establish that it is entitled by contract to receive the publisher's share of the performance credits of at least five (5) copyright protected musical works that were written or co-written by a Writer Member of the Society or by a Canadian.

In subparagraphs (a) and (b) of this paragraph (3) the applicant must establish its ownership by providing the Society with documents that demonstrate the assignment of copyright of those musical works or the assignment of the right to receive any performance credits that may be attributed to a publisher's share of those five (5) musical works.

3.04 Applications:

Any eligible person desiring to apply for membership in the Society shall make application in such form and manner as the Directors may prescribe from time to time. The Directors may approve such applications in their sole discretion.

3.05 Term of Membership:

- (a) The term of membership shall be two (2) years, which membership may be automatically renewed for successive terms of two (2) years, provided that such Member is a Member in good standing in accordance with the By-laws and any applicable rules and regulations of the Society.
- (b) The membership of a Writer Member shall not terminate upon a Member's death but will continue as a Posthumous Successor and is otherwise subject to these By-laws.

3.06 Resignation:

Any Member may resign from membership in the Society at the end of a two (2) year term by delivering a written resignation to the Society not less than three (3) months before the end of any two (2) year term.

BY-LAWS

SECTION IV

MEETINGS OF MEMBERS

4.01 Annual Meeting:

The Directors shall call the annual meeting of the Members to be held at such time and on such day, subject to the requirements of the *Act*, for the purposes of placing the reports and statements required by the *Act* before the Members at the annual meeting, appointing the Auditor, electing the Directors (as necessary), and transacting such other business as may properly be brought before the meeting.

4.02 Other Meetings:

The Directors may at any time call a special meeting of Members. Subject to the requirements of the *Act*, a special meeting of Members shall be called by the Directors upon the written requisition of Members representing five (5) percent of the votes that may be cast at a meeting of Members sought to be held. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.03 Place of Meetings:

Meetings of Members shall be held at any location in Canada or by electronic means, in accordance with the *Act*, as determined by the Directors or as otherwise set forth herein.

4.04 Notice of Meetings:

The Society shall give notice of the time and place of a meeting of Members to each Member entitled to vote at the meeting:

- (a) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held; or
- (b) by affixing the notice, no later than thirty (30) days before the day on which the meeting is to be held, to a notice board or the Society's website on which information respecting the Society's activities is regularly posted and that is located in a place frequented by Members.

Notwithstanding the foregoing, if a Member who is entitled to vote requests that a notice of a meeting of Members be provided by non-electronic means, notice of the meeting shall be given to such Member by mail, courier or personal delivery during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held.

Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to enable the Members to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting. All notices shall

BY-LAWS

contain either a form of proxy or a statement of the Member's right to use a proxy at the meeting for which the notice is given.

Notice of a meeting of Members shall indicate that each Member who is entitled to vote at that meeting may do so by means of the electronic voting system that the Society has made available for that purpose.

The Society shall send to the Auditor notice of the time and place of any meeting of Members during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held.

4.05 Waiver of Notice:

Any person who is entitled to notice of a meeting of Members may waive notice, and the attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.06 Chair of the Meeting:

The Chair of the Board shall be chair of any meeting of Members. If the Chair of the Board is not present within fifteen (15) minutes from the time fixed for the beginning of the meeting, the Directors present shall choose one (1) of their number, or the Chief Executive Officer, to chair the meeting.

4.07 Persons Entitled to be Present:

- (a) The only persons entitled to attend a meeting of Members shall be those Members entitled to vote thereat, the Directors, the Auditor and others, who, although not entitled to vote, are entitled or required under any provision of the *Act* or the Articles 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 Members at the meeting.
- (b) A Member may attend any meeting of Members in person, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting (if the Society makes available such a communication facility) or by proxy in accordance with the provisions of Section 4.10.

4.08 Quorum:

A quorum at any meeting of the Members shall be twenty-five (25) Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.09 Voting:

Any vote may be held entirely by means of a telephonic, an electronic or other communication facility. If the Society holds such a vote, the Society shall make available a communication facility that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Society without it being possible for the Society to

BY-LAWS

identify how each Member voted.

4.10 Absentee Voting:

A Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements of the *Act*. A Member shall send to the Society notice of appointment of proxyholder no later than the date and time specified in the notice of the meeting of Members.

4.11 Votes to Govern:

At any meeting of Members, every resolution shall, unless otherwise required by the *Act* or By-laws of the Society, be determined by a majority of votes cast by Writer Members and a separate majority of votes cast by Publisher Members.

4.12 Voting Rights of Members:

- (a) **Director Elections:** In elections of Directors, a Writer Member may only vote for Writer Member candidates and the Writer Member vote is non-transferable, and a Publisher Member may only vote for Publisher Member candidates.
- (b) **Writer Members:** Subject to a maximum of twenty (20) votes, each Writer Member who has received Performing Right Royalties from the Society in the preceding calendar year shall have one (1) vote plus one (1) vote for every five hundred dollars (\$500) or part of each five hundred dollars (\$500) received in that preceding calendar year that is in excess of the first five hundred dollars (\$500) received.
- (c) **Publisher Members:** Subject to a maximum of ten (10) votes, each Publisher Member who has received Performing Right Royalties from the Society in the preceding calendar year shall receive one (1) vote plus one (1) vote for every one thousand dollars (\$1000) or part of each one thousand dollars (\$1000) received in that preceding calendar year that is in excess of the first twenty-five hundred dollars (\$2500) received.
- (d) **Posthumous Successors:** Each Posthumous Successor shall be entitled to the same voting rights as a Writer Member set out in paragraph (a) above.
- (e) **No Royalties:** Subject to the Articles, a Member who has received no Performing Right Royalties from the Society in the preceding calendar year shall not be entitled to vote.

4.13 No Casting Vote:

In case of an equality of votes at any meeting of Members, the chair of the meeting shall not, in addition to their original vote, be entitled to an additional or casting vote.

BY-LAWS

4.14 Errors, Omissions or Delays:

No error, omission or delay

- (a) in the giving of notice of any annual or special meeting or any adjourned meeting of Members, or
 - (b) in the nomination or election process governing the nomination and election of Directors,
- shall invalidate such meeting or election or make void any proceedings taken as a result.

BY-LAWS

SECTION V

BOARD OF DIRECTORS

5.01 Duty to Manage or Supervise:

The Directors shall manage or supervise the management of the activities and the affairs of the Society.

5.02 Number of Directors:

- (a) The number of Directors is set at eighteen (18) Directors, nine (9) of whom shall be Writer Directors and nine (9) of whom shall be Publisher Directors.
- (b) As provided in the Articles, the Directors shall have the authority to appoint, from the Members, additional Directors provided that:
 - (i) Any appointments are made in pairs, namely, one (1) Writer Director appointment and one (1) Publisher Director appointment.
 - (ii) The term of office for such appointed Directors shall be for a term expiring not later than the close of the next annual meeting of Members.
 - (iii) The maximum number of additional appointments by the Directors shall not be more than 1/3 of the number of Directors elected at the last annual meeting of Members.

5.03 (1) Board Composition Objectives:

Without limiting any skills and attributes objectives that may be adopted by the Directors from time to time, the Society desires a Board that satisfies the Board composition objectives set forth in this Section 5.03.

(2) Regional Representation:

The regional representation objective for the composition of the Board are as follows:

- (a) Three (3) Directors shall reside in the West. The "West" shall mean the provinces of Manitoba, Saskatchewan, Alberta, British Columbia, and the Northwest Territories, Yukon and Nunavut. Two (2) of these Directors shall be Writer Members and one (1) shall be a Publisher Member.
- (b) Six (6) Directors shall reside in the Province of Quebec. Three (3) of these shall be Writer Members and three (3) shall be Publisher Members.
- (c) Nine (9) Directors shall reside in the East. The "East" shall mean the Provinces of Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador. Four (4) shall be Writer Members and five (5) shall be Publisher Members.

BY-LAWS

- (d) "Reside" shall mean:
 - (i) in the case of a Writer Member, the place where the Writer Member has their principal residence or, in the case of a Writer Member who no longer has a principal residence in Canada, the place the Writer Member declares as a prior principal Canadian residence; and
 - (ii) in the case of a Publisher Member, the principal place within Canada where the Publisher Member carries on business.

(3) Francophone Representation:

The Francophone representation objectives for the composition of the Board are as follows:

- (a) Six (6) Directors shall be Francophone, three (3) of which shall be Writer Directors and three (3) of which shall be Publisher Directors. At least two (2) Writer Directors shall be creators of songs in French.
- (b) "Francophone" shall mean:
 - (i) in the case of a Writer Member, an individual who expresses themselves in French and who reasonably declares themselves a Francophone; and
 - (ii) in the case of a Publisher Member, a music publishing business that reasonably declares itself to be a publisher of Francophone music.

(4) Audiovisual Music Representation:

The Audiovisual Music representation objectives for the composition of the Board are as follows:

- (a) Two (2) Directors shall be creators of Audiovisual Music.
- (b) "Audiovisual Music" shall mean, in the case of a Writer Member, an individual who reasonably declares themselves as a creator of Audiovisual Music and is active as a creator of Audiovisual Music. "Audiovisual Music" includes but is not limited to music that is referred to by the music community as music specifically created to accompany images, or a series of related images, in a synchronized relationship, including music forming part of film and television programs, video games and other visual representations.

(5) Music Other Than Audiovisual Music Representation:

The Music Other than Audiovisual Music representation objectives for the composition of the Board are as follows:

BY-LAWS

- (a) Five (5) Directors shall be creators of music other than Audiovisual Music, at least one (1) of whom shall reside in the West, at least two (2) of whom shall reside in the East and at least two (2) of whom shall reside in Quebec.
- (b) "Music Other than Audiovisual Music" shall mean, in the case of a Writer Member, an individual who reasonably declares themselves a creator of music other than Audiovisual Music and who creates music or songs including, but not limited to, pop, country, rock, blues, new classical, folk and jazz.

5.04 Qualifications of Directors:

In accordance with the *Act*, the following persons are disqualified from being a Director of the Society:

- (a) anyone who is less than 18 years of age;
- (b) anyone who is incapable;
- (c) a person who is not an individual; and
- (d) a person who has the status of a bankrupt.

5.05 Non-Eligibility:

In addition to any eligibility provision or restriction provided by law, the following persons are not eligible for election to the Board of Directors:

- (a) a Writer Member who has received less than \$300 in Performing Right Royalties in total from the Society over the preceding three (3) calendar years;
- (b) a Publisher Member who has received less than \$3,000 in Performing Right Royalties in total from the Society over the preceding three (3) calendar years;
- (c) as a representative of a Publisher Member, more than one (1) representative from any group of affiliated Publisher Members (for the purposes hereof "affiliated" means a group of two (2) or more publishing business controlled through stock ownership by any one (1) of such group or all of which are either directly or indirectly controlled by any other person, co-partnership, firm, association or corporation);
- (d) a Member who has:
 - (i) had an assignment of bankruptcy filed by or against them/it;
 - (ii) been adjudicated an undischarged bankrupt;
 - (iii) had a receiver, trustee or liquidator appointed over their/its assets; or
 - (iv) had an assignment made for the benefit of their/its creditors (for the purposes of this Section, "Member" means an individual who is a Writer Member, a Publisher Member or the representative of a Publisher Member);

BY-LAWS

- (e) a Writer Member and a representative of a Publisher Member that is owned or controlled, in whole or in part, either directly or indirectly by that Writer Member (in the event that both are nominated, one (1) shall decline the nomination);
- (f) a representative of a Publisher Member who is neither a Canadian citizen nor has their/its principal residence in Canada; or
- (g) a Posthumous Successor.

5.06 Term of Elected Directors:

The elected Directors shall hold office for respective terms of up to four (4) years.

5.07 Staggered Terms:

It is not necessary that all Directors elected at a meeting of Members hold office for the same term.

5.08 Vacation of Office:

A Director of the Society ceases to hold office when the Director:

- (a) dies;
- (b) resigns;
- (c) is removed in accordance with the *Act*;
- (d) becomes disqualified pursuant to Section 5.04;
- (e) in the case of a Director who is a representative of a Publisher Member, upon ceasing to
 - (i) represent the Publisher Member which the Director represented at the time of that Director's most recent election or appointment; or
 - (ii) be a Canadian citizen and to have a principal residence in Canada; or
- (f) in the case of a Director who is a representative of a Publisher Member, where the Publisher Member has
 - (i) had an assignment of bankruptcy filed by or against it;
 - (ii) has been adjudicated an undischarged bankrupt;
 - (iii) has had a receiver, trustee or liquidator appointed over its assets; or
 - (iv) has had an assignment made for the benefit of its creditors.

BY-LAWS

5.09 Removal of Directors by Members:

Subject to the requirements and applicable procedures of the *Act*:

- (a) The Writer Members may by ordinary resolution at a special meeting remove any Writer Director(s) from office. A vacancy created by the removal of a Director may be filled at the meeting of the Members at which the Director is removed or, if not so filled, may be filled under Section 5.10.
- (b) The Publisher Members may by ordinary resolution at a special meeting remove any Publisher Director(s) from office. A vacancy created by the removal of a Director may be filled at the meeting of the Members at which the Director is removed or, if not so filled, may be filled under Section 5.10.

5.10 Filling Vacancies:

Subject to the *Act*, in the event of a vacancy among the Directors, a quorum of the Directors may fill that vacancy having regard to the Board composition objectives described in Section 5.03.

BY-LAWS

SECTION VI

NOMINATIONS

6.01 Nominating Committees:

- (a) **Writer Nominating Committee:** A Writer Nominating Committee consisting of at least three (3) but no more than five (5) Writer Members (a majority of whom have received Performing Right Royalties from the Society) shall be appointed by the Writer Directors for such term as the Directors may determine. The Writer Directors shall designate one (1) of those so appointed as chair. No member of the Writer Nominating Committee shall be eligible to stand as a candidate for the Board of Directors.
- (b) **Publisher Nominating Committee:** A Publisher Nominating Committee consisting of at least three (3) but no more than five (5) individuals (a majority of whom have received Performing Right Royalties from the Society) shall be appointed by the Publisher Directors for such term as the Directors may determine. The Publisher Directors shall designate one (1) of those so appointed as chair. No member of the Publisher Nominating Committee shall be eligible to stand as a candidate for the Board of Directors.
- (c) **Joint Meetings:** The Writer Nominating Committee and the Publisher Nominating Committee shall meet together at such times as the Chair of the Board may determine, for the purpose, among other things, of achieving the Board composition objectives as set out in Section 5.03 and any other skills and attributes objectives as the Directors may set from time to time.

6.02 Procedure for Nominations:

Candidates for the election to the Board of Directors shall be nominated in the following manner:

- (a) **Incumbent Directors:**

The Nominating Committees shall automatically regard each incumbent Director as a candidate for re-election unless the incumbent Director is ineligible under this By-law, has served for the maximum period permitted under any policy adopted by the Directors or otherwise instructs in writing.

- (b) **Nominating Committees:**

Each Nominating Committee shall establish a list of nominees for the election of Directors as follows:

- (i) the number of nominees on each list shall be at least equal to the number of vacancies at the next annual meeting of Members;

BY-LAWS

- (ii) the nominees on each list shall give effect to the Board composition objectives as set out in Section 5.03 and other skills and attributes objectives as the Directors may set from time to time; and
 - (iii) the Nominating Committees shall secure the written consent of each candidate nominated by them.
- (c) **Self Nomination:**

A Member may be included on the list of nominees, provided that such Member delivers to the Society a nomination form that is signed by that Member and at least twenty-five (25) other Members who are entitled to vote for that Member. Each such nomination form must be delivered to the Society at least ninety (90) days before the anniversary of the previous annual meeting of Members.

6.03 Notice of Nominees to Members:

A list of all nominees nominated pursuant to Section 6.02 above shall be made available to each Member, in advance of the annual meeting of Members, and no additional nominations for the election of Directors may be made at the annual meeting of Members.

BY-LAWS

SECTION VII

ELECTION OF DIRECTORS

7.01 Frequency:

The election of Directors shall take place at each annual meeting of Members at which the term of one or more Directors expires.

7.02 Scrutineers:

The Directors shall appoint a trust company, professional scrutineers, or a firm of chartered accountants to act as scrutineers with respect to the election of Directors.

7.03 Voting Information:

- (a) The Society will provide instructions to each voting Member on how to elect the candidates on the applicable list of nominees as Directors, using the electronic voting system that the Society has made available for that purpose.
- (b) All votes that are cast through the electronic voting system must be cast no later than the date of the annual meeting. Votes that are received after that date shall not be counted.

7.04 Scrutineer Report:

The scrutineer, after counting the votes cast, shall report to the Chair of the Board as soon as practicable following the close of the voting, the names of the elected candidates.

7.05 Confidential Voting:

Any information that may indicate how a particular Member or Members voted shall remain strictly confidential to the scrutineer.

BY-LAWS

SECTION VIII

MEETINGS OF THE BOARD OF DIRECTORS

8.01 Board Meetings:

(1) Calling of Meetings:

Meetings of the Directors may be called by the Chair of the Board or by at least five (5) Writer Directors and five (5) Publisher Directors.

(2) Notice of Meetings:

Notice of the time and place of every meeting of the Directors shall be given to each Director no less than forty-eight (48) hours before the time when the meeting is to be held.

No notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

(3) Frequency of Meetings:

The Directors shall meet at least four (4) times a year.

(4) Participation by Telephone or Other Communication Facilities:

A Director may participate in a meeting of Directors or of any committee of Directors by means of a telephonic, an electronic or other communication facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of the *Act* to be present at that meeting.

8.02 Chair:

The Chair of the Board, as appointed by the Directors, shall chair any meeting of Directors. If the Chair of the Board is not present, the Directors present shall choose one (1) of their number to act as chair of the meeting.

8.03 Voting:

(1) Votes to Govern:

At all meetings of the Directors, every resolution shall be decided by a majority of the votes cast, except as may be otherwise provided by the By-laws. In the case of an equality of votes, the Chair shall not, in addition to their original vote, be entitled to an additional or have a casting vote.

BY-LAWS

(2) Special Majority:

Any rule or regulation passed or enacted by the Directors which relates to or establishes the amount, system or method of distributing Performing Right Royalties to Members shall require a favourable vote of three-quarters (3/4) of the Directors present at the meeting of Directors.

8.04 Quorum:

A majority of the Writer Directors and a majority of the Publisher Directors constitutes a quorum at any meeting of Directors.

8.05 Written Resolutions:

A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of the Directors.

8.06 (1) Committees:

The Directors may appoint one or more committees of Directors from time to time and, subject to the *Act*, delegate to the committees any of the powers of the Directors.

(2) Additional Committee Members:

Each committee may recommend to the Board of Directors the addition of up to two (2) non-voting members, provided they are Members but not Directors.

8.07 Confidentiality:

All matters, including but not limited to written communications, raised or discussed at a meeting of the Directors or during any committee meeting shall be considered confidential. A Director is prohibited from disclosing to persons other than another Director, such confidential information, except as required by law.

BY-LAWS

SECTION IX

DIRECTOR COMPENSATION

9.01 Annual Compensation:

Directors may be paid such annual compensation as shall from time to time be authorized by resolution of the Board of Directors.

9.02 Compensation for Meetings:

Directors may be paid such compensation for attendance at meetings of the Board, and committees of the Board, as shall from time to time be authorized by resolution of the Board of Directors. Directors shall be reimbursed for their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the Board and committees of the Board.

BY-LAWS

SECTION X

OFFICERS

10.01 Appointment of Officers:

The Directors may appoint such individuals to offices as they may deem appropriate.

10.02 Responsibilities of Officers:

Officers shall have such responsibilities as the Directors may deem necessary.

10.03 Delegation of Authority:

Subject to the requirements of the *Act*, the Directors shall have the power to delegate authority to the Chief Executive Officer and to any other Officer as the Directors may determine.

10.04 Term of Office and Removal:

The term of office of Officers shall be determined by the Directors from time to time. The Directors may remove an Officer of the Society at any time.

BY-LAWS

SECTION XI

FINANCIAL AND AUDITING

11.01 Books and Records:

The Society shall prepare and maintain, at its registered office or any other place in Canada designated by the Directors, the records required by the *Act*.

11.02 Appointment of Auditor:

The Members shall, by ordinary resolution at each annual meeting, appoint an Auditor to hold office until the close of the next annual meeting.

11.03 Removal of Auditor:

The Members may, by ordinary resolution, at a special meeting of the Members called for the purpose, remove any Auditor before the expiration of its term of office and may, by ordinary resolution, elect any other public accountant in its stead for the remainder of the term.

11.04 Filling Vacancy of Auditor:

Subject to Section 11.03, the Directors shall immediately fill a vacancy in the office of the Auditor.

11.05 Annual Financial Statements:

The Directors shall place before the Members at each annual meeting, the financial statements as required by the *Act*, and the report of the Auditor.

The Society may, instead of sending copies of the annual financial statements and related documents referred to in the *Act* to the Members, publish a notice to its Members stating that the annual financial statements and related documents are available on the Society's website and at its registered office. Any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

11.06 Confidentiality:

The Society shall at all times keep confidential any information relating to the earnings of individual Members.

BY-LAWS

SECTION XII

BY-LAWS

12.01 By-laws:

- (a) The Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Society, except in respect of matters referred to in Section 197(1) of the *Act*.
- (b) The Directors shall submit the by-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may, by ordinary resolution, confirm, reject or amend the by-law, amendment or repeal.
- (c) Subject to the *Act*, the by-law, amendment or repeal is effective from the date of the resolution of the Directors. If the by-law, amendment or repeal is confirmed, or confirmed as amended, by the members it remains effective in the form in which it was confirmed.
- (d) The by-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members as required under subsection (b) or if it is rejected by the Members.
- (e) If a by-law, an amendment or a repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members.

12.02 Previous By-laws:

All previous by-laws of the Society are repealed as of the coming into force of these By-laws.

BY-LAWS

SECTION XIII

INDEMNITIES TO DIRECTORS AND OFFICERS

13.01 Indemnity:

- (a) The Society shall indemnify a present or former Director or Officer of the Society, or another individual who acts or acted at the Society's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Society or other entity.
- (b) The Society may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding referred to in subparagraph (a). The individual shall repay the money if the individual does not fulfil the conditions of subparagraph (c).
- (c) The Society may not indemnify an individual under subparagraph (a) unless the individual
 - (i) acted honestly and in good faith with a view to the best interests of the Society or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Society's request; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.
- (d) The Society may, with the approval of a court, indemnify an individual referred to in subparagraph (a), or advance money under subparagraph (b), in respect of an action by or on behalf of the Society or other entity to procure a judgment in its favour to which the individual is made a party because of the individual's association with the Society or other entity as described in subparagraph (a), against all costs, charges and expenses reasonably incurred by the individual in connection with the action, if the individual fulfils the conditions set out in subparagraph (c).
- (e) The Society may purchase and maintain insurance for the benefit of an individual referred to in subparagraph (a) against any liability incurred by the individual
 - (i) in the individual's capacity as a Director or an Officer of the Society; or
 - (ii) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Society's request.

BY-LAWS

SECTION XIV

NOTICES

14.01 By Mail or By Electronic Means:

Whenever, under the provisions of the *Act*, the Articles or the By-laws, notice or a document is required to be given to any Director or Member, such notice or document is given if delivered personally or delivered by mail to their address as it appears in the records of the Society or if sent by any means of telephonic, electronic or other communication facility to such Director's or Member's recorded address for that purpose. Notice or a document shall be deemed to have been received on the fifth (5th) day following the date of mailing. A notice or a document sent by any means of telephonic, electronic or other communication facility shall be deemed to have been given at the time when it was delivered to the Director's or Member's recorded address.

14.02 Waiver:

Whenever any notice or document is required to be given under the provisions of the *Act*, the Articles or the By-laws, the sending of a notice or document may be waived or the time for the notice or document may be waived or abridged at any time with the consent in writing of the person entitled to the notice or document.

BY-LAWS

SECTION XV

DISPUTE RESOLUTION

- 15.01** If a dispute or controversy among Members, Directors, Officers or committee members of the Society concerning the interpretation of the Articles or By-laws is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:
- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
 - (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

* * * * *

ENACTED by the Directors pursuant to the *Canada Not-for-profit Corporations Act* this 30th day of October, 2023.

APPROVED by the Members pursuant to the *Canada Not-for-profit Corporations Act* this 5th day of December, 2023.