



Notice of Annual and Special Meeting 2021

NOTICE IS HEREBY GIVEN THAT the Annual and Special Meeting of the Members of the Music Industry Association of Newfoundland and Labrador Inc. ("**MusicNL**") will be held via electronic means as follows:

DATE: Sunday, February 7th, 2021

TIME: 1:00 to 2:00 p.m.

LOCATION: Zoom Meeting

The purpose of the meeting is to:

1. to receive and consider the audited financial statements of MusicNL for the fiscal year ended March 31, 2020;
2. to elect the directors of MusicNL for the forthcoming year;
3. to pass the special resolution attached hereto as Schedule "A" approving the new by-laws of Music NL; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

DATED at St. John's, Newfoundland and Labrador, this 13th day of January 2021.

BY ORDER OF THE BOARD OF DIRECTORS
THEA MORASH
DIRECTOR AND CORPORATE SECRETARY

To review the meeting documents, please click on the links below:

- [Annual General Meeting Minutes of January 26th, 2020](#)
- [2021 Annual General Meeting Agenda, including the 2021 Slate of Directors](#)
- [Audited Financial Statement for the year ended March 31, 2020](#)
- [By-laws](#)

To attend the Electronic AGM please register [HERE](#) by **Friday, February 5, 2021**.

Details to access the AGM will be sent to all registrants by 5:00 p.m. on Saturday, February 6th, 2021.

**SCHEDULE “A”
MEMBERS RESOLUTION
APPROVING NEW BY-LAWS FOR MUSICNL**

WHEREAS:

- A. the Board of Directors of the Music Industry Association of Newfoundland and Labrador Inc. (“**MusicNL**”) undertook a review of the corporate governance documents of MusicNL and, as part of that review, determined that the by-laws of the Corporation needed to be updated to comply with the *Corporations Act* (NL) and to reflect the current governance needs of MusicNL;
- B. on November 19th, 2020 the Board of Directors of MusicNL adopted new By-laws, which by-laws have been distributed to the Members of Music NL with the notice of Members Meeting (the “**New By-laws**”);
- C. the New By-Laws include:
 - a. streamlined processes around meetings of members that are compliant with the *Corporations Act* (NL);
 - b. provisions expending the role of the nominating committee of MusicNL and confirmation that such nominating committee should seek diversity on the board in terms of skill set (music industry subsets, legal, accounting, and other skills), geographical representation within Newfoundland and Labrador, and individual characteristics (age, gender, ethnicity, race, ability, etc.); and
 - c. strengthen and enhance the requirements with respect to dealing with conflicts of interest on the Board of Directors and within management;
- D. the Board of Directors believes that the adoption of the New By-Laws is in the best interest of MusicNL and ask the Members to ratify the repeal of the prior by-laws of MusicNL and to ratify the adoption of the New By-laws.

NOW THEREFORE BE IT RESOLVED THAT:

- 1. The repeal of prior by-laws of MusicNL are hereby ratified, confirmed and approved.
- 2. The adoption of the New-Bylaws is hereby ratified, confirmed and approved.
- 3. All acts and things done by any director or officer of MusicNL with respect to the New By-laws are hereby ratified, confirmed and approved.
- 4. Any one officer or director of the Corporation be and is hereby authorized, empowered and directed, acting in the name and on behalf of the Corporation, to do all such acts and to execute all such other documents, instruments or agreements as may otherwise be required to give effect to the New By-laws, and to do all such other acts and things as may be considered necessary, desirable or useful in the discretion of the director or officer for the purpose of giving effect to the foregoing.