

Model by-laws – Not-for-profit corporations

By-law No. 1

A by-law relating generally to the conduct of the affairs of

[Music Africa of Canada Incorporated]

(The "Corporation")

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BE IT ENACTED as a by-law of the Corporation as follows:

Section 1 - General

OBJECTIVES

- a. To promote African music in Canada through festivals, workshops, seminars and other events, including AFROFEST as the premier event.
- b. To increase awareness and the appreciation of African arts and culture to the wider Canadian community through access by Canadian audiences to performances.
- c. To support and give exposure to local Canadian and international African performers and groups who perform African music and dance.
- d. To form partnerships and cooperate with and provide liaison for Canada-based African cultural and ethnic organizations in the staging of cultural events.
- e. To operate within Canada's official multicultural policy by encouraging wide participation in the organization's activities. (Reference to the Canadian Multiculturalism Act, 1988)

1.01 Definitions

In this by-law and all other by-laws of the Corporation, 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, 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 Corporation;
- c. "Board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "By-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
 - e. "Chair" means the chairperson of the Board;
 - f. "Executive" means the Executive Director or the team hired by the board of directors
- g. "Meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

- h. "Officer" means an officer of the Corporation appointed under the Act including:
1. The Chair, the Vice-Chair, the Treasurer, and the Secretary and the Executive Director of the corporation; and
 2. Any other individual who performs functions for the Corporation similar to those normally performed by an individual listed above;
- i. "Ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- j. "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- k. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- l. Required Financial statements means the financial statements to be placed before members at each AGM as required by the Act;
- m. "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the Executive Director and Secretary of the Corporation shall be the custodians of the corporate seal.

1.04 Execution of Documents: Executive

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by the Executive Director or any other 2 officers or persons authorized by the Board.

1.04.2 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Chair and the Treasurer or any other 2 officers or persons authorized by the Board.

1.04.1 Execution of Documents: Legislative Board

Execution of corporate documents shall be done by the Chairperson or any other 2 directors with the knowledge of the Chairperson after the execution of the document has been approved by the board. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any directors authorized to sign any document may affix the corporate seal to the document. Any signing directors may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

Unless otherwise resolved by the Board of Directors, the financial year of the Corporation shall end August 31.

1.05.1 Financial Policy

The business of the organization shall be carried out without purpose of gain for its members, and any profits or other gains to the organization shall be used in promoting its objectives. Activities will not be directed to the benefit of particular artist, or musician or any other stakeholders and entities.

Music Africa is incorporated and is registered with Revenue Canada.

The board shall decide and approve in advance all matters of finance relating to the organization. Financial reports shall be issued by the board at the AGM, the end of the financial year, an annual financial statement consisting of a Statement of Income and Expenditures shall be available for review by all members.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.06.1 Banking Arrangements: Business

The banking business or any part of it shall be transacted by at least two officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.06.2 Banking Arrangements: Signing Authority

The President, Executive Director and any other person designated by the board of directors shall have signing authority on Music Africa cheques.

All music Africa cheques should have two signatures. No signing authority should be signing cheques to themselves. Unless under exceptional circumstances it is approved with a resolution by the board.

1.07 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

The financial statements should be available on request.

Section 2 - Membership

2.01 Membership Eligibility

Subject to the articles, there shall be one class of members in the Corporation.

Membership in the Corporation:

- Shall be available only to individuals interested in furthering the Corporation's purposes;
- have applied for and have been accepted into membership in the Corporation by resolution of the board;
- have paid their membership dues;
- have no individual or class action unresolved legal disputes with the corporation.
- Have contributed a minimum of ten hours of volunteer work to the Corporation;
- All board members shall submit themselves to background checks by the police (police clearance);
- Directors are given 60 days to submit a police clearance. If director does not submit within the 60-day timeframe, they will automatically be suspended.

2.02 Rights of members

- Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.
- Each member shall be entitled to all of the other rights and privileges afforded by the Act.
- Only a member can become a registered board member.
- Only a member could be at an Annual General Meeting.

Membership in the Corporation is not transferable.

2.03

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.04 Notice of Meeting of Members

An Annual General Meeting (AGM) shall be held between November and January. A minimum of 60 days' notice of the AGM shall be given to all registered members.

At the AGM, members of the Board who have completed their terms shall vacate their positions and the vacant positions shall be open for nomination. A neutral Chairperson and scrutineers shall conduct the election; any members not standing for election can be classified as neutral. Other agenda items at the AGM shall be reports from the Chair, Treasurer and other directors, and amendments to the bylaws.

At the AGM, the following business shall be conducted;

- Review and approval of the last AGM;
- Report from the Chair;
- Report from the Executive Director;
- Report of the Treasurer;
- Committee Reports
- Election of nominee Directors;
- Appointment of auditors; and
- Any other business properly brought before the AGM, as outlined in the Act (s.56)

2.05 Notice of membership meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- By mail, courier or personal delivery to each member entitled to vote at the meeting 60 days before the day on which the meeting is to be held; or

- By telephonic, electronic or other communication facility to each member entitled to vote at the meeting 30 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members. (add an appendix of the Act at the bottom of the by-laws)

2.06 Absentee Voting by Electronic Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by electronic ballot if the Corporation has a system that:

- a. Enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.
- c. Preferred method is electronically, but every other method will be studied on a case by case.

Section 3 - Membership dues, termination and discipline

3.01 Membership Dues

Members shall be notified in writing of their annual membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a. The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. A member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c. The member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

The Chair will ask for letter of resignation and confirm the resignation of the member via way of notice.

- d. The member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. The member's term of membership expires; or
- f. The Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. Violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. Carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c.
- d. Carrying out any conduct which may be criminal or illegal; Members accused of illegal or criminal activity may be suspended of any Music Africa activity until verdict;
- e. For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

3.03 Discipline of Members: Appeals

The directors, members or a committee of directors or members has the power to discipline a member or to terminate their membership. If they do, they must also set out the circumstances and the manner in which the power may be exercised.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the Chair, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.

If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

The organization shall maintain a board-appointed ombudsperson.

3.03.1 Discipline of Members: Appeals

Every member under disciplinary review will be given fair treatment and their previous service to the corporation acknowledged. Before membership is revoked members shall have the right to address the board of directors at a board meeting. The board of directors shall provide a written letter detailing the reasons for revoking membership.

Section 4 - Meetings of members

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.02 Chair of the Meeting

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting. The chair of the meeting shall be a director of the corporation and can only be voted if 2/3 of the board members are present at such a meeting.

4.03 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be ~~10% of the members in addition to the board members entitled to vote at the meeting~~ a minimum of 25 members should attend the AGM.

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.

4.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. The Chair is not voting unless in the case of a tie.

4.05 Adjournment

Any meeting of the Corporation may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.

Section 5 – Directors

5.01 Board composition

The affairs of the Corporation shall be managed by the Board of Directors, which shall consist of a minimum of nine members and a maximum of twelve members.

The board should be made up of an approved list of stakeholders that are in finances, leadership, accounting, vendors, artists, sponsorship, legal.

5.02 Tenure and Election:

- a) The persons acting as Chair, Artistic Director and Public Relations Director under the old Constitution shall be elected as members at large for a three-year term at the Annual General Meeting held in 2004 and every three years thereafter- 2019.
- b) The persons acting as Treasurer, Membership Director and Producer under the old Constitution shall be elected for a three-year term at the Annual General Meeting held in 2005 and every three years thereafter- 2020.
- c) The persons acting as Secretary, Fundraising Coordinator and the Volunteer Coordinator under the old Constitution shall be elected for a three-year term at the Annual General Meeting held in 2006 and every three years thereafter 2021.

The Executive Director shall represent the corporation's staff on the board of directors. There is no term limit to this position. He/She shall remain on the Board as long as they maintain their staff role as executive director.

All prospective directors shall maintain membership to the organization for one full year immediately preceding nomination to be eligible to fill a Board position.

5.03 Commitment of Board Members to the Activities of Music Africa

- a) All Board members are expected to attend all Board and General Meetings of Music Africa, and to inform the Secretary or Chair if they are unable to attend.

- b) Repeated failure to attend meeting without explanation will result in a verbal warning from the Chair or an alternate member of the Board, followed by written notice and/or request for resignation on continuing failure to act.

5.04 Election and Term

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.

Section 6 - Meetings of directors

6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a. Delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. Mailed by prepaid ordinary mail to the director's address as set out in (a);
- c. By telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d. By an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is

announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need to specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named.

The Board of the Directors shall meet no less than ten months out of twelve between AGMs.

A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

A Special General Meeting may be called by a written request for same to the Chair or Secretary with the appendage of at least twenty members' signatures. A minimum of seven days' notice shall be given of the meeting.

6.04 Votes to Govern

Voting privileges are that a registered member shall have one vote and be entitled to vote at all General, Special Annual general meetings.

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.05 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

Section 7 - Officers

7.01 Description of Offices

Following the Annual General Meeting of Members, the Board shall hold an internal vote to elect officers of the Corporation. To be eligible for the office of Chair, a candidate must have served one year with the organization on the Board immediately preceding his/her candidacy for the position. No member of the Board may serve more than two consecutive terms of office **as an officer**. Terms of office of members of the Board shall commence and end on completion of the election at an Annual General Meeting. If inadequate numbers of candidates stand for office at an Annual General Meeting, the outgoing Board is empowered to appoint members to any or all vacant positions for the next term.

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** - The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The Chair shall have the casting vote in the event of a tie; shall call any meetings deemed necessary; shall act as signing officer together with one other member of the Board on all contracts or legal matters; shall be ex-officio on all committees. The chair shall have such other duties and powers as the board may specify.
- b. **Vice-Chair of the Board** - The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- d. **Treasurer** - If appointed, the treasurer shall have such powers and duties as the board may specify.
- e. **Executive Director** – When appointed, the executive director shall be responsible for implementing the strategic plans and policies of the Corporation. The executive director shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for on the board. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.02 Operation of the Board

A board meeting shall be held immediately or not later than one month after the Annual General Meeting, at which time the organizations records will be handed over from outgoing to newly elected officers, and new members shall be informed about the Constitution and duties of office.

The board shall meet as often as necessary to carry out the business of the corporation, and at the call of the Chair, Vice Chair or 2 officers. A quorum of at least 2/3 of the current elected board members must be present in order for a board meeting to be held. A special board Meeting must be called by the Chair or Secretary on direction in writing of two board members; a minimum of seven days' notice shall be given of the meeting. Appointments to fill vacancies on officers shall be made by the Board. If in the opinion of his/her fellow officers any Board member is deemed negligent in carrying out his/her duties, he/she may be removed from office by a majority vote of the Board.

Appointments to fill vacancies on Board members shall be made at the Annual General Meeting or at a Special meeting of Music Africa members.

Members of the board shall receive no direct financial remuneration for acting as such. The executive director shall be the staff member on the Board of directors and shall receive financial remuneration for performing his/her duties.

Music Africa Inc. will uphold equal opportunity and non-discrimination policies by which discrimination on the grounds of race, creed, colour, national origin, political or religious affiliation, sex, sexual orientation, age marital status, and disability is prohibited by and within the association.

7.03 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. The officer's successor being appointed,
- b. The officer's resignation,
- c. Such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. Such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

Section 8 – Notices

8.01 Method of Giving Notices

Any notice (which term includes any communication (direct mail, voicemail and electronic mail or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. If mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. If sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. If provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch or if sent via email or text when a sent confirmation is received by sender. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

Accident: also known as an unintentional act, is an undesirable, incidental, and an unplanned event that could have been prevented had circumstances leading up to the accident been recognized, and acted upon, prior to its occurrence.

Honest Mistake: something that anyone could be wrong about.

The accidental omission or honest mistake to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 9 - Dispute resolution

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event of a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising from or related to the articles or by-laws, or any aspect of the operations of the Corporation, the first attempt at resolution is a private meetings between the parties in good faith and without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles and/or by-laws. As an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. In the event of a dispute or controversy brought before the board, the board shall be deliberated upon by the Board of Directors of Music Africa, Inc. A resolution will be sought by a 2/3 majority vote of the members of the Board of Directors or by mutual consensus.
- b. In the event of a non-resolution of the dispute or controversy by the members of the Board of Directors, the matter shall be referred to an Ombudsperson or persons serving as mediators and designated by Music Africa, Inc.

9.03 Conflict of Interest

- a) No member of the Board of Music Africa shall use the goodwill of the organization or his/her position on the Board to solicit favours, privileges, to his/her personal benefit.
- b) No member of the Board shall engage in activities through which he/she would profit financially, directly or indirectly, by rendering services to Music Africa without explicit approval of the Board.
- c) In general no member of the Board should receive payment from the organization for any service without the express approval of the Board of Directors by a motion. An exception may be for performing individually or as a member of a group during a Music Africa presentation. However, such performances should be single and compensated with the minimum fee applicable to the event.
- d) All Board members shall declare their business or services which may be considered as a conflict of interest within the organization.
- e) Failure to comply with the preceding will result in disciplinary measures to be decided at the discretion of the Board.

9.04 Participation of board members in other organizations

- a) Members of the Board who serve on other organizations with related activities should be attentive to the possibility of conflicting objectives of the different organizations.
- b) All Board members shall declare any perceived conflict of interest.
- c) In the event that the outcome of decisions on one or other of the organizations may result in a conflict, that member should declare a conflict of interest and abstain from further participation in that topic. That Board member should not be permitted to sign any agreement between the two organizations on behalf of Music Africa.

9.05 Affiliation

Any and all groups operating under the auspices of Music Africa are subject to the organization's bylaws. The Board shall approve requests for affiliation and set categories and affiliate membership fees.

9.06 Amendments to the bylaws

Changes to the bylaws can only be made at the AGM. Any amendment to the bylaws proposed by a member must be submitted in writing to the President or Secretary no later than twenty-one days prior to the AGM.

Section 10 - Effective date

10.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation under the new structure as enacted by the Directors of the Corporation by resolution on the _ day of _____, 20____ and confirmed by the members of the Corporation by special resolution on the _ day of _____, 20____.

Dated as of the _ day of _____, 20____.
