



Broadcasting Regulatory Policy CRTC 2012-181

PDF version

Route reference: 2011-524

Additional reference: 2011-524-1

Ottawa, 26 March 2012

Broadcasting Participation Fund

*The Commission **approves** a proposal for the establishment and operation of the Broadcasting Participation Fund (BPF), Inc. (BPF). This approval is subject to the requirement that BCE Inc. and the Public Interest Advocacy Centre (jointly, BCE and PIAC) file signed and dated executed copies of the requested documents as well as the agreements amended according to Commission's directions set out in the appendix to this document within 30 days of this regulatory policy. These amendments include provisions to ensure that the BPF operates and facilitates the participation of public interest and consumer groups in both official languages.*

The Commission further directs BCE and PIAC to begin immediately the process of setting up the BPF, including the process of replacing the Provisional Board of Directors, so that the BPF becomes operational to provide costs support to public interest and consumer groups within 60 days of the date of this regulatory policy.

Introduction

1. In Broadcasting Decision 2011-163, the Commission approved an application by BCE Inc. (BCE), on behalf of CTVglobemedia Inc. (CTVgm), for authority to change the effective control of CTVgm's licensed broadcasting subsidiaries to BCE, subject to the fulfillment of certain prescribed conditions of approval. The conditions of approval included the establishment of an independent broadcasting participation fund to offset the costs of public interest groups that participate in Commission broadcasting proceedings.
2. In the above-mentioned decision, the Commission stated that this fund should be used to assist in the representation, research and advocacy of public interest and consumer groups across Canada in both official languages. In Appendix 2 of Broadcasting Decision 2011-163, the Commission also provided guidelines with respect to governance and accountability of the fund, including that at least two thirds of the directors should represent public interest and consumer groups with non-commercial mandates.
3. In Broadcasting Notice of Consultation 2011-524-1, the Commission published for comment a joint proposal by BCE and the Public Interest Advocacy Centre (jointly, BCE and PIAC) to establish the Broadcasting Participation Fund (BPF), Inc. (BPF).

4. The Commission received comments from a variety of parties concerning the joint proposal. The complete record of this proceeding is available on the Commission's website at www.crtc.gc.ca under "Public Proceedings."

The proposal

5. The BCE and PIAC's proposal addressed the mandate and governance structure of the BPF, how applications to the BPF would be processed, as well as the process by which the BPF would be dissolved, if necessary. A copy of the complete proposal is available as part of the record of this proceeding.

Mandate

6. The BPF would:
 - provide costs support to public interest groups and consumer groups representing non-commercial user interests and the public interest before the CRTC in broadcasting matters under the *Broadcasting Act*;
 - support research, analysis and advocacy in both official languages directly related to ongoing CRTC broadcasting proceedings under the *Broadcasting Act*;
 - retain an independent costing officer who shall be responsible for the day-to-day operations of the BPF subject to the overriding authority of the Board; and
 - do all things which are in furtherance of the foregoing.

Organizational Structure

7. The Board of Directors (Board) of the BPF would consist of three Directors: a Broadcasting Industry Director, a Consumer/Public Interest Director, and a Jointly Approved Director. Prior to their election, the Broadcasting Industry Director would be nominated by the Broadcasting Industry Stakeholders, while the Consumer/Public Interest Director would be nominated by the Consumer/Public Interest Stakeholders. The Jointly Approved Director would be proposed by the Consumer/Public Interest Stakeholders and approved by the Broadcasting Industry Stakeholders prior to his or her election. The Jointly Approved Director would be the Chair of the BPF and would be required to satisfy defined eligibility criteria.
8. The general structure of the BPF would also include an Audit Committee and a Governance Committee, respectively responsible for, among other things, reviewing the audited annual financial statements, annual report, budget, and business plan of the BPF.
9. The officers of the BPF would be a Costs Officer, a Chair, a Treasurer and a Secretary. The Secretary and the Treasurer would be appointed by resolution of the Board, while the Costs Officer – the Chief Executive Officer of the BPF – would be appointed by extraordinary resolution.

10. BCE and PIAC also proposed administration fees that would represent a maximum of 5% of contributions to the BPF. These fees would be used for the general operation of the BPF as well as to offset costs associated with the incorporation, organization and first full fiscal year of operations of the BPF.

Processes

11. Projects would be reviewed by the Costs Officer, who would prepare research and draft policies and costs funding criteria for the Board's consideration, receive and review costs applications, and prepare recommendations and draft findings for the Board. BCE and PIAC explained that the intention is to make the BPF's costs processes, criteria, rates, policies, and forms as consistent as possible with those used in relation to telecommunications costs under the *Telecommunications Act*.

12. BCE and PIAC also submitted a provision for the distribution of the funds in the unlikely event of the BPF's dissolution.

Issues

13. After reviewing the record of this proceeding, the Commission considers that it is appropriate to address the following issues:

- mandate of the BPF;
- administration fees;
- long-term funding;
- the Board; and
- other governance matters not raised by parties.

Mandate of the BPF

Comments

14. The Canadian Association of Community Television User Groups and Stations (CACTUS), the Canadian Association of the Deaf and the Canadian Conference of the Arts proposed that the mandate of the BPF be broadened. Specifically, they submitted that the BPF should support research and analysis that is not only directly related to ongoing Commission proceedings, but also related to upcoming issues or issues of ongoing importance.

15. Union des Consommateurs stated that research and analysis should be directly related to ongoing Commission proceedings.

16. On Screen Manitoba (OSM) submitted that all communication by and with the BPF should be possible in both official languages.

Commission's analysis and decisions

17. In Broadcasting Decision 2011-163, the Commission stated that the BPF should represent non-commercial consumer interests before the Commission in its broadcasting proceedings, facilitate the participation of public interest and consumer groups across Canada in both official languages, and assist in the representation, research and advocacy of these interests. After reviewing the submissions, the Commission considers that the mandate for the BPF set out in Broadcasting Decision 2011-163 remains appropriate, but that references to the official languages should be reinforced.
18. Accordingly, the Commission directs BCE and PIAC to revise the wording of BPF's mandate to ensure that the monies will be directed to support research, analysis and advocacy in the official language of the applicant's choice in broadcasting proceedings under the *Broadcasting Act* and that the monies will not be directed to other issues or concerns of the Commission or to groups that are not making submissions to the Commission as part of a Commission broadcasting proceeding. The Commission further directs BCE and PIAC to revise the wording of the mandate to include a provision stating that the BPF will also provide efficient and accessible service in English and French, and make the documents that potential costs applicants use and consult available in both official languages. The revised wording is set out in the appendix to this regulatory policy.

Administration fees

Comments

19. The Alberta Media Production Industries Association (AMPIA) and OSM urged the Commission to require that the cost to establish the BPF respects the rule which provides that no more than 5% of contributions to a fund be spent on administration.

Commission's analysis and decisions

20. In Broadcasting Decision 2011-163, the Commission announced that no more than 5% of contributions to the BPF should be spent on administration, as is typically the case for certified independent production funds. Further, in a letter to BCE dated 9 June 2011, the Commission determined that it would not be appropriate that the costs associated with the preparation of the documents and other activities related to the establishment of the BPF and the Accessibility Fund resulting from the BCE-CTVgm transaction be recovered from the monies allocated for the two funds, given that the funds were part of the approval of the change in effective control of CTVgm's licensed broadcasting subsidiaries and that the funds do not have set annual contributions.
21. Accordingly, consistent with its past determinations, the Commission directs BCE and PIAC to modify the wording of the relevant provision so that the costs associated with the incorporation of the BPF, including all costs related to the preparation of the

constating documents and related documents, are not recovered from the 5% allocated to administration fees. The revised language is set out in the appendix.

Long-term funding

Comments

22. AMPIA argued that the long-term funding of the BPF should not detract from any monies that might be directed to the production of Canadian programming. Similarly, OSM was of the view that any long-term funding should not be to the detriment of additional funding for independently produced Canadian programming.
23. Saskatchewan Telecommunications took the position that only tangible benefits money should be used to fulfil the mandate of the BPF. TELUS Communications Company (TELUS) did not consider it appropriate that any existing required contributions be directed to the BPF, or that any new contribution requirements be imposed on the industry for the purposes of supporting the BPF.

Commission's analysis and decisions

24. In Broadcasting Decision 2011-163, the Commission stated that the BPF would be eligible for contributions from other sources, including annual contributions by broadcasting distribution undertakings (BDUs) to the broadcasting system and future tangible benefits resulting from transfers of ownership or control of broadcasting undertakings.
25. BCE and PIAC argued that the record of this proceeding is not adequate to make a determination on long-term, ongoing funding at this time and the Commission agrees. The Commission is satisfied that the structure of the BPF as proposed by BCE and PIAC would allow for future sources of funding as described in Broadcasting Decision 2011-163, including future transfers of ownership for which the BPF may be specified as an eligible initiative for tangible benefits.

The Board

Comments

26. CACTUS stated that three Directors on the Board is not sufficient to fulfill the objective of capturing the variety of interests represented by public interest groups. CACTUS recommended that the Board have five Directors: three nominated by the consumer/public interest stakeholders, one nominated by the broadcasting industry stakeholders, and one Jointly Approved Director.

Commission's analysis and decisions

27. In Broadcasting Decision 2011-163, the Commission stated that, consistent with the criteria established in Public Notice 1999-29, no more than one third of the members casting no more than one third of the votes in a meeting may be Board members representing BDUs or broadcasters.

28. The Commission agrees with BCE and PIAC's argument that the BPF is first and foremost an entity that determines, in an impartial manner, eligibility for costs in broadcasting proceedings before the Commission, and that a Board of three Directors ensures that no specific interest is over-represented. The Commission also agrees with BCE and PIAC that a Board of three Directors would promote a lean and cost-efficient operation, provide the ability to hold meetings more efficiently and achieve quorum more easily.
29. The Commission directs BCE and PIAC to keep the number and the representation on the Board as proposed.

Other governance matters not raised by parties

30. The Commission identified a number of governance matters that were not necessarily raised in the submissions. All amendments required in relation to those matters are set out in the appendix.

Provisional Board

31. In Broadcasting Decision 2011-163, the Commission stated that the proposal filed by BCE should include clear provisions setting out the means of selecting the Provisional Board, including its initial composition. The Commission notes that the proposal filed included the names, occupations and addresses of the three Directors of the Provisional Board, but did not indicate how Board members would satisfy the representation criteria.
32. The Commission directs BCE and PIAC to amend the draft documents so that they include the biography of each proposed member, as well as the sector that each director represents. Similarly, the Commission directs BCE and PIAC to file the complete list of stakeholders who will participate in the nomination process for the election of Directors.

Remuneration of Directors

33. The Commission notes that Broadcasting Decision 2011-163 did not include provisions regarding the remuneration of Directors. In order to ensure an efficient structure and considering the initial amount of \$3 million directed to the BPF to fulfil its mandate, the Commission directs BCE and PIAC to remove all references to remuneration of Directors from the documents, as detailed in the appendix. Directors shall be entitled to be paid only their reasonable expenses that are directly related to the business of the BPF.

Stakeholders

34. In Broadcasting Decision 2011-163, the Commission stated that the BPF should facilitate the participation of public interest and consumer groups across Canada in both official languages, and that the BPF should be used to assist in the representation, research and advocacy of these interests.

35. The Commission notes that BCE and PIAC stated that Broadcasting Industry participants and Consumer/Public Interest groups may be required to provide an initial payment in order to become Stakeholders. Given the mandate of the BPF, the Commission considers that such payments would not be appropriate. Accordingly, the Commission directs BCE and PIAC to revise the relevant provision to that effect, as detailed in the Appendix.

Election of the Initial Board

36. The Commission agrees with the standard process proposed for election of the three Directors to the Board, including the nominations by Consumer/Public Interest Stakeholders and the subsequent election. However, the Commission wants to ensure that the first Directors are elected in a timely fashion. The Commission therefore directs BCE and PIAC to amend the draft documents, as indicated in the appendix, so that the nominations are delivered to the Board ten days prior to the election, instead of sixty days prior.

37. The Commission also directs BCE and PIAC to remove the special procedure proposed to elect the first Consumer/Public Interest Director, Broadcasting Industry Director and Jointly Approved Director, including the appointment of an ad-hoc committee comprised of such individuals as the Provisional Board may determine. It is the view of the Commission that the Provisional Board should not hold extraordinary powers. Accordingly, the initial Directors should not be elected through a consultative process satisfactory to the Provisional Board. Amendments relative to these provisions can be found in the Appendix.

Power of the Costs Officer

38. The Commission wants to ensure that no contradictions exist in the documents regarding the powers of the Costs Officer and of the Board. Accordingly, the Commission requires BCE and PIAC to make an amendment, as indicated in the appendix, so that it is clear that the Costs Officer – who will be the Chief Executive Officer of the BPF – shall have responsibility for the general and active management of the affairs of the BPF, but under Board supervision.

Dissolution or wind-up of the BPF

39. In Broadcasting Decision 2011-163, the Commission directed BCE and PIAC to include a provision for the distribution of the BPF to other qualifying funds in the unlikely event that the BPF is dissolved. The Commission directs BCE and PIAC to amend the specific provision, as indicated in the appendix, to make it clear that monies will be directed to other qualifying funds in such an event.

Requirements of Broadcasting Decision 2011-163

40. The Commission wishes to ensure that the requirements set out in Broadcasting Decision 2011-163 are met at all times. Accordingly, the Commission directs BCE and PIAC to add a provision to the effect that the By-law and the Articles of

incorporation shall not be altered in such a way that the BPF would not meet the requirements set out in Broadcasting Decision 2011-163. Further, this provision shall not be removed or changed without prior approval of the Commission.

Conclusion

41. The Commission **approves** the proposal for the establishment and operation of the Broadcasting Participation Fund (BPF), Inc. subject to the requirement that BCE and PIAC file signed and dated executed copies of the requested documents as well as the agreements amended according to the directions set out in the appendix within 30 days of the date of this regulatory policy. The Commission directs BCE and PIAC to amend the other constating documents, including the Articles of Incorporation, the Costs Officer Services Agreement, and the Stakeholder Agreement to reflect all amendments to the By-law and Articles of Incorporation set out in the appendix to this regulatory policy. At that time, the Commission requires Bell and PIAC to file accurate verified French translations of the above-mentioned documents. The Commission further directs BCE and PIAC to begin immediately the process of setting up the BPF, including the process of replacing the Provisional Board, so that the BPF becomes operational to provide costs support to public interest groups and consumer groups within 60 days of the date of this regulatory policy. It is the Commission's expectation that any costs incurred as of the date of publication of this regulatory policy could be included in a costs application to the BPF.

Secretary General

Related documents

- *Call for comments on the Canadian Broadcasting Participation Fund – Extension of deadline for the submission of interventions to 7 November 2011, and for the submission of a reply to 17 November 2011*, Broadcasting Notice of Consultation CRTC 2011-524-1, 16 September 2011
- *Call for comments on the Canadian Broadcasting Participation Fund*, Broadcasting Notice of Consultation CRTC 2011-524, 24 August 2011
- *Change in effective control of CTVglobemedia Inc.'s licensed broadcasting subsidiaries*, Broadcasting Decision CRTC 2011-163, 7 March 2011
- *Contributions to Canadian Programming by Broadcasting Distribution Undertakings*, Public Notice CRTC 1999-29, 16 February 1999

Appendix to Broadcasting Regulatory Policy CRTC 2012-181

List of amendments required by the Commission

Broadcasting Participation Fund (BPF), Inc.

Application for Incorporation of a Corporation without share capital under Part II of the Canada Corporations Act (Articles of Incorporation)

<p style="text-align: center;">Proposed</p> <p style="text-align: center;">Elements in () to be removed, except for digits/numbers</p>	<p style="text-align: center;">Amendment</p>
<p>II</p> <p>The applicants...</p>	<p>II: Add</p> <p>Add the sector/industry each applicant is representing.</p>
<p>III (a)</p> <p>provide costs support to public interest groups and consumer groups representing non-commercial user interests and the public interest before the Canadian Radiotelevision and Telecommunications Commission (“CRTC”) in broadcasting matters under the <i>Broadcasting Act</i> (Canada);</p>	<p>III (a): Amend</p> <p>provide costs support to public interest groups and consumer groups representing non-commercial user interests and the public interest before the Canadian Radio-television and Telecommunications Commission (“CRTC”) in broadcasting matters under the <i>Broadcasting Act</i> (Canada), recognizing that English and French language broadcasting, while sharing common aspects, operate under different conditions and may have different requirements;</p>
<p>III (b)</p> <p>support research, analysis and advocacy in both official languages directly related to (ongoing) CRTC broadcasting matter proceedings under the <i>Broadcasting Act</i> (Canada);</p>	<p>III (b): Amend</p> <p>support research, analysis and advocacy in the official language of the applicant’s choice in CRTC broadcasting proceedings under the <i>Broadcasting Act</i> (Canada);9</p>
<p>III (c)</p> <p>retain an independent costing officer who shall be responsible for the day-to-day operations of the Corporation subject to the overriding authority of the board of directors of the Corporation;</p>	<p>III (c): Amend</p> <p>retain an independent costs officer who shall be responsible for the day-to-day operations of the Corporation subject to the overriding authority of the board of directors of the Corporation;</p>

<p>III (d)</p> <p>do all things which are in furtherance of the foregoing.</p>	<p>III (d): Amend</p> <p>provide efficient and accessible service in English and French and make available in both official languages the Corporation's documents necessary for potential costs applicants, including policies, costs funding criteria and annual reports; and</p>
<p>III (e)</p>	<p>III (e): Add</p> <p>do all things which are in furtherance of the foregoing.</p>
<p><i>By-Law No. 1</i></p>	
<p>Last sentence of 1(h)</p> <p>(For the purposes of this definition, the initial Broadcasting Industry Stakeholder shall be BCE Inc.)</p>	<p>Last sentence of 1(h): Remove</p>
<p>Second last sentence of 14</p> <p>Both the Costs Officer and the auditor of the Corporation shall receive all notices and other communications relating to any meetings of Members that any Member is entitled to receive.</p>	<p>Second last sentence of 14: Amend</p> <p>Both the Costs Officer and the auditor of the Corporation, who shall not be considered Members and shall not be entitled to vote, shall nevertheless receive all notices and other communications relating to any meetings of Members that any Member is entitled to receive.</p>
<p>First sentence of 19</p> <p>(No error or omission in giving notice of any annual general meeting or special general meeting or any adjourned meeting of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.)</p>	<p>First sentence of 19: Remove</p>
<p>28</p> <p>(In the case of an equality of votes of Members at any meeting of Members, either upon a show of hands or upon a poll, the Chair shall not have a second or casting vote.)</p>	<p>28: Remove</p>

<p>Second sentence of 29(a)/(b)</p> <p>(Provided that, the initial Consumer/Public Interest Director / Broadcasting Industry Director to be elected at the time of replacement of the Provisional Board shall be identified through a consultative process satisfactory to the Provisional Board, and thereafter the process identified in Section 75 will be followed in connection with subsequent Broadcasting Industry Directors only.)</p>	<p>Second sentence of 29(a)/(b): Remove</p>
<p>29(c)(ii)</p> <p>(The initial Jointly Approved Director to be elected at the time of replacement of the Provisional Board shall be identified through a consultative process satisfactory to the Provisional Board, and thereafter the nomination process identified in Section 75 will be followed in connection with subsequent Jointly Identified Directors only.)</p>	<p>29(c)(ii): Remove</p>
<p>Second sentence of 29(e)</p> <p>(Subject to the provisions of the Letters Patent but without otherwise limiting the Provisional Board's authority under this By-law, the Provisional Board shall, within thirty (30) days following incorporation of the Corporation, appoint an ad hoc committee comprised of such individuals as the Provisional Board may determine, which committee shall perform the obligations set forth in Section 62 and deliver a recommendation in writing to the Provisional Board within ninety (90) days of incorporation of the Corporation, with regard to a slate of candidates to be elected as the first Consumer/Public Interest Director, Broadcasting Industry Director and Jointly Approved Director.)</p>	<p>Second sentence of 29(e): Remove</p>

<p>30(a)(ii)</p> <p>a current director, officer or employee of any broadcasting industry business, BDU (or consumer/public interest, advocacy, lobbying or service group whose mandate and activities include broadcasting issues), or in the three (3) years prior to election as the Jointly Approved Director, a director, officer or employee of any broadcasting industry business or BDU, (or consumer/public interest, advocacy, lobbying or service group whose mandate and activities include broadcasting issues);</p>	<p>30(a)(ii): Amend</p> <p>a current director, officer or employee of any broadcasting industry business or BDU, or in the three (3) years prior to election as the Jointly Approved Director, a director, officer or employee of any broadcasting industry business or BDU;</p>
<p>30(a)(vi)</p> <p>an individual who provides or, in the three (3) years prior to election as the Jointly Approved Director, provided goods or services to and receives or received direct significant compensation from, or an individual who is or, in the three (3) years prior to election as the Jointly Approved Director, was an employee or a partner of an entity that receives significant revenue from services the entity provides to, a broadcasting industry business or BDU (or consumer /public interest, advocacy, lobbying or service group whose mandate and activities include broadcasting issues), and, for the purposes of this paragraph, “significant compensation” and “significant revenue” means compensation or revenue the loss of which would have a material impact on the individual or entity; or</p>	<p>30(a)(vi): Amend</p> <p>an individual who provides or, in the three (3) years prior to election as the Jointly Approved Director, provided goods or services to and receives or received direct significant compensation from, or an individual who is or, in the three (3) years prior to election as the Jointly Approved Director, was an employee or a partner of an entity that receives significant revenue from services the entity provides to, a broadcasting industry business or BDU, and, for the purposes of this paragraph, “significant compensation” and “significant revenue” means compensation or revenue the loss of which would have a material impact on the individual or entity; or</p>
<p>Last paragraph of 30(a)</p> <p>(provided that the Jointly Approved Director need not meet the requirements of Section 30 (a) (ii) or (vi) if the Consumer/Public Interest Director and the Broadcasting Industry Director agree;)</p>	<p>Last paragraph of 30(a): Remove</p>
<p>30(b)</p> <p>the Jointly Approved Director shall, to the greatest extent possible, be an individual known and respected on a regional and national basis, either in their own right or by virtue of an appointment or office held;</p>	<p>30(b): Amend</p> <p>the Jointly Approved Director shall be a consumer/public representative at all times, and to the greatest extent possible, be an individual known and respected on a regional and national basis, either in their own right or by virtue of an appointment or office held;</p>

<p>35(c)</p> <p>if the vacancy relates to the Jointly Approved Director nominated pursuant to Section 29(c), the vacancy shall be filled with a nominee recommended by the Board in accordance with Section 75(c).</p>	<p>35(c): Amend</p> <p>if the vacancy relates to the Jointly Approved Director nominated pursuant to Section 29(c), the vacancy shall be filled with a nominee recommended by the Board in accordance with Section 75(a) and (b).</p>
<p>45</p> <p>(The Directors shall be paid such remuneration as may be decided from time to time by Special Resolution at any annual general meeting or special general meeting of the Members.) In addition, Directors shall be entitled to be paid their reasonable expenses that are directly related to the business of the Corporation pursuant to an expense policy established by resolution of the Board, from time to time.</p>	<p>45: Remove first sentence and amend second sentence</p> <p>Directors shall be entitled to be paid only their reasonable expenses that are directly related to the business of the Corporation pursuant to an expense policy established by resolution of the Board, from time to time.</p>
<p>48(a)</p> <p>The Board shall...</p> <p>determine the identity, and designate the Consumer/Public Interest Stakeholders and Broadcasting Industry Stakeholders, from time to time;</p>	<p>48(a): Amend</p> <p>The Board shall...</p> <p>confirm and record, in the records of the Corporation, the Consumer/Public Interest Stakeholders and Broadcasting Industry Stakeholders pursuant to Section 74, from time to time;</p>
<p>Second last sentence of 49(a)</p> <p>Except for the costs associated with the incorporation, organization and first full fiscal year of operations of the Corporation, or where authorized in writing, in advance, by the Board based upon what the Board determines to be proper justification, not more than five percent (5%) of the Fund contributions, including recouped proceeds, may be spent on administration.</p>	<p>Second last sentence of 49(a): Amend</p> <p>Not more than five percent (5%) of the Fund contributions, including recouped proceeds, may be spent on administration, except where authorized in writing, in advance, by the Board based upon what the Board determines to be proper justification. The costs associated with the incorporation of the Corporation, including all costs related to the preparation of the constating and related documents, are not considered proper justification and shall not be recovered from the five percent (5%) allocated to administration fees.</p>
<p>Last sentence of 53</p> <p>(The Board may fix any remuneration to be paid, if any, to members of any committee.)</p>	<p>Last sentence of 53: Remove</p>

<p>61(b)</p> <p>the review of the proposed Annual Budget and Business Plan, which shall include the amounts to be paid and the review of the Chair’s report on the remuneration and benefits of Directors, officers, agents and employees and committee members, prior to confirmation by the Board pursuant to Section 48(f) and approval, by Extraordinary Resolution, by the Members pursuant to Section 11(c);</p>	<p>61(b): Amend</p> <p>the review of the proposed Annual Budget and Business Plan, which shall include the amounts to be paid and the review of the Chair’s report on the remuneration of the Costs Officer and the Auditor, as well as the reimbursement of Directors’ reasonable expenses directly related to the business of the Corporation, prior to confirmation by the Board pursuant to Section 48(f) and approval, by Extraordinary Resolution, by the Members pursuant to Section 11(c);</p>
<p>69</p> <p>The Costs Officer shall be the chief executive officer of the Corporation, shall have responsibility for the general and active management of the affairs of the Corporation, including the Fund and Disbursements From the Fund, and shall perform such other duties as may from time to time be assigned to the Costs Officer by resolution of the Board. The Costs Officer shall execute, and shall perform his or her duties in accordance with an independent contractor agreement in a form to be determined by the Board. The Costs Officer shall research and draft policies and costs funding criteria for the Board’s consideration; assist in the preparation of the Annual Budget and Business Plan and Annual Report; receive and review costs applications...</p>	<p>69: Amend</p> <p>The Costs Officer shall be the chief executive officer of the Corporation, shall have responsibility, under the Board supervision, for the general and active management of the affairs of the Corporation, including the Fund and Disbursements From the Fund, and shall perform such other duties as may from time to time be assigned to the Costs Officer by resolution of the Board. The Costs Officer shall execute, and shall perform his or her duties in accordance with an independent contractor agreement in a form to be determined by the Board. The Costs Officer shall research and draft policies and costs funding criteria in both official languages for the Board’s consideration; assist in the preparation of the Annual Budget and Business Plan and Annual Report; receive and review costs applications in the official language of the choice of an applicant to the Fund...</p>
<p>Second sentence of 70</p> <p>The Chair shall review the remuneration (and benefits of Directors, officers, agents and employees and committee members) annually prior to the Board’s approval of the budget for the next fiscal year and shall report to the Board on the review.</p>	<p>Second sentence of 70: Amend</p> <p>The Chair shall review the remuneration of the Costs Officer and the Auditor, as well as the reimbursement of Directors’ reasonable expenses directly related to the business of the Corporation annually prior to the Board’s approval of the budget for the next fiscal year and shall report to the Board on the review.</p>

<p>First sentence of 74</p> <p>A consumer or public interest group, broadcasting industry business or BDU shall become a Stakeholder upon resolution of the Board following execution and delivery by the consumer or public interest group, broadcasting industry business or BDU of the Stakeholder Agreement by the Stakeholder and the Corporation (and the payment by the Stakeholder of any initial amount contemplated thereby, if any.)</p>	<p>First sentence of 74: Amend</p> <p>A consumer or public interest group, broadcasting industry business or BDU shall become a Stakeholder upon resolution of the Board following execution and delivery by the consumer or public interest group, broadcasting industry business or BDU of the Stakeholder Agreement by the Stakeholder and the Corporation.</p>
<p>75(a)</p> <p>Consumer/Public Interest Stakeholder shall, pursuant to the Stakeholder Agreement entered into by such Stakeholder, be entitled to participate in the nomination process relating to the election of the Consumer/Public Interest Director described in Section 29(a) and the nomination process relating to the election of the Jointly Approved Director described in Section 29(c), which nominations shall be conducted in accordance with such process as may be reasonably determined by the Consumer/Public Interest Stakeholders and, following conclusion of such process, be delivered to the Board not less than sixty (60) days prior to the election to which such nomination relates;</p>	<p>75(a): Amend</p> <p>Consumer/Public Interest Stakeholder shall, pursuant to the Stakeholder Agreement entered into by such Stakeholder, be entitled to participate in the nomination process relating to the election of the Consumer/Public Interest Director described in Section 29(a) and the nomination process relating to the election of the Jointly Approved Director described in Section 29(c), which nominations shall be conducted in accordance with such process as may be reasonably determined by the Consumer/Public Interest Stakeholders and, following conclusion of such process, be delivered to the Board not less than ten (10) days prior to the election to which such nomination relates;</p>
<p>75(b)</p> <p>Broadcasting Industry Stakeholders shall, pursuant to the Stakeholder Agreement entered into by such Stakeholder, be entitled to participate in the nomination process relating to the election of the Broadcasting Industry Director described in Section 29(b) and the nomination process relating to the election of the Jointly Approved Director described in Section 29(c), which nominations shall be conducted in accordance with such process as may be reasonably determined by the Broadcasting Industry Stakeholders, and, following conclusion of such process, be delivered to the Board not less than sixty (60) days prior to the date of the election to which such nomination relates;</p>	<p>75(b): Amend</p> <p>Broadcasting Industry Stakeholders shall, pursuant to the Stakeholder Agreement entered into by such Stakeholder, be entitled to participate in the nomination process relating to the election of the Broadcasting Industry Director described in Section 29(b) and the nomination process relating to the election of the Jointly Approved Director described in Section 29(c), which nominations shall be conducted in accordance with such process as may be reasonably determined by the Broadcasting Industry Stakeholders, and, following conclusion of such process, be delivered to the Board not less than ten (10) days prior to the date of the election to which such nomination relates;</p>

<p>82(a)</p> <p>any two (2) Directors (or officers) of the Corporation, provided that no individual shall execute, acknowledge, or verify any instrument in more than one capacity; or</p>	<p>82(a) : Amend</p> <p>any two (2) Directors of the Corporation, provided that no individual shall execute, acknowledge, or verify any instrument in more than one capacity; or</p>
<p>82(b)</p> <p>Any (individual or individuals) appointed by resolution of the Board to sign a specific document or that type of document or generally on behalf of the Corporation.</p>	<p>82(b): Amend</p> <p>Any two (2) officers appointed by resolution of the Board to sign a specific document or that type of document or generally on behalf of the Corporation.</p>
<p>88</p> <p>The auditor shall not be a director, officer or employee, or associated with a director, officer of employee, of either the Corporation or of an affiliated corporation (unless all the Members have unanimously consented).</p>	<p>88: Amend</p> <p>The auditor shall not be a director, officer or employee, or associated with a director, officer of employee, of either the Corporation or of an affiliated corporation.</p>
<p>New provision</p>	<p>Add</p> <p>The By-law and Articles of Incorporation shall not be altered in such a way that the fund does not meet the requirements of Broadcasting Decision CRTC 2011-163. This provision shall not be removed or changed without prior approval of the Canadian Radio-television and Telecommunications Commission.</p>