



## Broadcasting Regulatory Policy CRTC 2012-430

PDF version

Route reference: 2011-523

Additional reference: 2011-523-1

Ottawa, 7 August 2012

### Broadcasting Accessibility Fund

*The Commission **approves** a proposal for the establishment and operation of the Broadcasting Accessibility Fund (BAF), Inc. (BAF). This approval is subject to the requirement that BCE Inc. (BCE) 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 the date of this regulatory policy.*

*The Commission further directs BCE to begin immediately the process of setting up the BAF, including the process of replacing the Provisional Board of Directors, so that the BAF becomes operational to support and fund innovative projects that promote accessibility of broadcasting content within 120 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 accessibility fund to assist in establishing a fully accessible broadcasting system for persons with disabilities.
2. In that decision, the Commission stated that this fund should focus on innovation that provides platform-neutral solutions to ensure accessibility of all broadcasting content. In Appendix 2 of the decision, the Commission also provided guidelines with respect to the governance and accountability of the fund, including that at least two thirds of the directors should represent persons with disabilities, representatives of disability organizations and/or other parties with relevant expertise in developing or implementing accessibility solutions.
3. In Broadcasting Notice of Consultation 2011-523-1, the Commission published for comment a proposal by BCE to establish the Broadcasting Accessibility Fund (BAF), Inc. (BAF).

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

### **The proposal**

5. The BCE proposal addressed the mandate and governance structure of the BAF, how submissions to the BAF would be processed, as well as the process by which the BAF would be dissolved, if necessary. A copy of the complete proposal is available on the record of this proceeding.

### **Mandate**

6. The BAF would:
  - act as an independent and impartial funding body to support and fund innovative projects that provide platform-neutral solutions to promote accessibility of all broadcasting content in Canada;
  - fund only projects that are incremental to the existing regulatory obligations of the broadcasting industry in Canada;
  - fund projects which provide practical solutions that tangibly increase accessibility in broadcasting as quickly as possible and which, whenever possible, make use of inclusive design principles to promote accessibility at the earliest stages and in the most cost-effective manner for new technologies and applications in Canada;
  - retain an independent funding 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; and
  - do all things which are in furtherance of the foregoing.

### **Organizational structure**

7. The Board of Directors (Board) of the BAF would consist of nine Directors: four Accessibility Group Directors, three Broadcasting Industry Directors, and two Independent Accessibility Directors. Prior to their election, the Accessibility Group Directors would each be nominated by one of the four categories of Accessibility Group Stakeholders (sight, hearing, mobility, and cognitive), while the Broadcasting Industry Directors would be nominated by the Broadcasting Industry Stakeholders. The initial Independent Accessibility Directors would be identified by an executive recruitment firm prior to their election. The Independent Accessibility Directors would be required to satisfy defined eligibility criteria, and the Chair of the BAF would be appointed from among them.

8. The general structure of the BAF would also include an Audit Committee and a Governance Committee. The Audit Committee would be responsible for, among other things, reviewing the audited annual financial statements. The Governance Committee would review the annual report, budget, and business plan of the BAF.
9. The officers of the BAF would be a Funding Officer, a Chair, a Treasurer and a Secretary. The Secretary and the Treasurer would be appointed by resolution of the Board, while the Funding Officer – the Chief Executive Officer of the BAF – would be appointed by extraordinary resolution. The Directors would be paid such remuneration as may be decided by Special Resolution, and would be entitled to be paid their reasonable expenses that are directly related to the business of the Corporation.
10. BCE also proposed administration fees that would represent a maximum of 5% of contributions to the BAF. These fees would be used for the general operation of the BAF as well as to offset costs associated with the incorporation, organization and first full fiscal year of operations of the BAF.

#### **Processes**

11. Projects would be reviewed by the Funding Officer, who would prepare research and draft policies and funding criteria for the Board's consideration, receive and review costs applications, and prepare recommendations and draft findings for the Board.
12. BCE also submitted a provision for the distribution of the funds in the unlikely event of the BAF's dissolution.

#### **Issues**

13. After reviewing the record of this proceeding, the Commission considers that it is appropriate to address the following issues:
  - long-term funding;
  - composition of the Board;
  - remuneration of Directors;
  - publication of data from projects funded by the BAF; and
  - other governance matters not raised by parties.

#### **Long-term funding**

##### Comments

14. Saskatchewan Telecommunications submitted that only tangible benefits money should be used to fulfil the mandate of the BAF. TELUS Communications Company

(TELUS) did not consider it appropriate that any existing required contributions be directed to the BAF, or that any new contribution requirements be imposed on the broadcasting industry to support the BAF.

#### Commission's analysis and decisions

15. In Broadcasting Decision 2011-163, the Commission stated that the BAF 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.
16. BCE 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 BAF as proposed by BCE would allow for future sources of funding as described in Broadcasting Decision 2011-163, including transfers of ownership for which the BAF may be specified as an eligible initiative for tangible benefits.

#### **Composition of the Board**

##### Comments

17. Media Access Canada, the Canadian Association of the Deaf, the Council of Canadians with Disabilities, and the Canadian National Institute for the Blind (CNIB) all expressed concerns related to the accountability of Independent Accessibility Directors. CNIB stated that the proposed structure moves control of the fund out of the hands of the accessibility community and into the hands of the Independent Board Members.

#### Commission's analysis and decisions

18. 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 may be Board members representing BDUs or broadcasters, casting no more than one third of the votes in a meeting. The Commission is of the view that the proposed eligibility criteria for the Independent Accessibility Directors may not always meet the criteria set out in Broadcasting Decision 2011-163. In particular, the Commission considers that experience in accessibility is not the same as experience in developing or implementing accessibility solutions and that the Independent Accessibility Directors should not be disqualified by recent affiliation with an accessibility or disability group. In addition, the Commission considers that the initial and subsequent Independent Accessibility Directors should be nominated by the Accessibility Stakeholders.
19. The Commission therefore directs BCE to modify the nomination process for the Independent Accessibility Directors to provide that Accessibility Group Stakeholders will collectively nominate those directors prior to their election. Further, the

Commission directs BCE to amend the proposed eligibility criteria of the Independent Accessibility Directors in accordance with Broadcasting Decision 2011-163, including the removal of the provisions that disqualify a current employee of an accessibility or disability lobbying group, or one who has provided services to or received compensation from such a group, from being an Independent Accessibility Director. The relevant amendments are detailed in the Appendix to this Regulatory Policy.

### **Remuneration of Directors**

#### Comments

20. Media Access Canada submitted that all directors that are not already being paid by their employer to participate, should receive an honorarium for attending Board meetings, the amount of which should be decided by the Board of Directors. According to the Canadian Association of the Deaf, members should be paid industry consultation fees equivalent to not less than ten days per year. The Council of Canadians with Disabilities was also in favour of the remuneration of Board members.

#### Commission's analysis and decisions

21. 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 \$5.7 million directed to the BAF to fulfil its mandate, the Commission directs BCE to modify the by-law to provide that no more than one percent of the BAF annual capital may be allocated to the remuneration of Directors, as detailed in the Appendix. Directors shall also be entitled to be paid their reasonable expenses that are directly related to the business of the BAF.

### **Publication of data from projects funded by the BAF**

22. BCE proposed that the results of research and projects funded by the BAF generally would be published and that such decisions would be made by the Board. In response, Corus and Rogers jointly submitted that, as the recipient of tangible benefits funding intended to further the public interest, all research studies and projects funded by the BAF, including all underlying data and analysis, should be made available to the public.

23. In reply, BCE submitted that it supported a high degree of transparency but it would be more appropriate for the Board to determine the funding process and develop an appropriate policy, taking into account applicants' possible concerns about the confidentiality of research and the promotion of transparency, accountability and the maximum dissemination of improvements to accessibility.

24. The Commission considers that it would be appropriate for the Board to develop a policy regarding the publication of the results and data of projects funded by the BAF as part of its establishment of the funding processes.

**Other governance matters not raised by parties**

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

**Mandate of the BAF**

26. In Broadcasting Decision 2011-163, the Commission stated that the BAF should focus on innovation that provides platform-neutral solutions to ensure accessibility of all broadcasting content. The Commission also noted that, as is the case with all tangible benefits, this fund is generally to be used for incremental initiatives. For example, this could include new media broadcasting accessibility initiatives. After reviewing the record of this proceeding, the Commission considers that the mandate for the BAF set out in Broadcasting Decision 2011-163 remains appropriate, but that references to the official languages should be reinforced.

27. Accordingly, the Commission directs BCE to revise the wording of the mandate to include a provision stating that the BAF will provide efficient and accessible service in English and French, and make the documents that potential funding applicants use and consult available in both official languages. The revised wording is set out in the Appendix.

**Administration fees**

28. In Broadcasting Decision 2011-163, the Commission announced that no more than 5% of contributions to the BAF 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 for the costs associated with the preparation of the documents and other activities related to the establishment of the BAF and the Broadcasting Participation Fund to be recovered from the monies allocated for those two funds, which resulted from the BCE-CTVgm transaction, 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.

29. Accordingly, consistent with its past determinations, the Commission directs BCE to modify the wording of the relevant provision so that the costs associated with the incorporation of the BAF, including all costs related to the preparation of the constituting documents and related documents, are not recovered from the monies allocated to the BAF. The revised language is set out in the Appendix.

#### Provisional Board

30. 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 set out in Broadcasting Decision 2011-163.
31. The Commission directs BCE to submit the biography of each proposed member, and address how each proposed Director meets the approved criteria for his or her position. Similarly, the Commission directs BCE to file the complete list of stakeholders who will participate in the nomination process for the election of Directors, indicating which category of accessibility group that each belongs to.

#### Stakeholders

32. The Commission notes that the proposal states that Broadcasting Industry participants and accessibility groups may be required to provide an initial payment in order to become Stakeholders. Given that funding for the BAF is to come from tangible benefits, the Commission considers that such payments are not necessary. Accordingly, the Commission directs BCE to revise the relevant provision to that effect, as detailed in the Appendix.

#### Election of the Initial Board

33. The Commission agrees with the standard process proposed for election of the Directors to the Board (subject to changes regarding the Independent Accessibility Directors set out elsewhere in this regulatory policy and its appendix), involving the nominations by Stakeholders and the subsequent election. However, the Commission wishes to ensure that the first Directors are elected in a timely fashion. The Commission therefore directs BCE to amend the draft documents, as indicated in the Appendix, so that the nominations are delivered to the Board 30 days prior to the election, instead of the proposed 60 days prior.
34. The Commission also directs BCE to remove the special procedure proposed to elect the first Accessibility Group Directors, Broadcasting Industry Directors and Independent Accessibility Directors, 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 be elected by Stakeholders and not through a consultative process satisfactory to the Provisional Board. Amendments related to these provisions can be found in the Appendix.

#### Powers of the Funding Officer

35. The Commission wants to ensure that no contradictions exist in the documents regarding the powers of the Funding Officer and of the Board. Accordingly, the

Commission directs BCE to amend the By-law, as indicated in the Appendix, to clarify that the Funding Officer, who is also the Chief Executive Officer of the BAF, while responsible for the general and active management of the affairs of the BAF, acts under Board supervision.

Dissolution or wind-up of the BAF

36. In Broadcasting Decision 2011-163, the Commission directed BCE to include a provision for the distribution of the BAF to other qualifying funds in the unlikely event that the BAF is dissolved. The Commission directs BCE to amend the specific provision, as indicated in the Appendix, to make it clear that in such an event, monies will be directed to other qualifying funds to be used for accessibility-related initiatives.

Requirements of Broadcasting Decision 2011-163

37. 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 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 BAF 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**

38. The Commission **approves** the proposal for the establishment and operation of the Broadcasting Accessibility Fund (BAF), Inc. subject to the condition that BCE file signed and dated executed copies of the constituting documents as well as the agreements amended according to the directions set out in the Appendix to this regulatory policy within 30 days of the date of this regulatory policy. The Commission directs BCE to amend 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. At that time, the Commission requires BCE to file accurate verified French versions of the above-mentioned documents. In order to ensure that the BAF becomes operational to fund projects that promote accessibility of broadcasting content within 120 days of the date of this regulatory policy, the Commission further directs BCE to file the funding criteria for Commission approval within 90 days of this regulatory policy.

Secretary General

## **Related documents**

- *Call for comments on the Broadcasting Accessibility Fund*, Broadcasting Notice of Consultation CRTC 2011-523, 24 August 2011, as amended by Broadcasting Notice of Consultation CRTC 2011-523-1, 16 September 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 2012-430

### List of amendments required by the Commission

**Broadcasting Accessibility Fund (BAF), Inc. - Application for Incorporation of a Corporation without share capital under Part II of the Canada Corporations Act (Articles of Incorporation)**

<b>Proposed</b> Elements in ( ) to be removed, except for digits/numbers	<b>Amendment</b>
II The applicants...	II: Add Add the accessibility sector/industry each applicant is representing.
III (c) fund projects which provide practical solutions that tangibly increase accessibility in broadcasting (as quickly as possible) and which, whenever possible, make use of inclusive design principles to promote accessibility at the earliest stages and in the most cost-effective manner for new technologies and applications in Canada;	III (c): Amend fund projects which provide practical solutions that tangibly increase accessibility in broadcasting and which, whenever possible, make use of inclusive design principles to promote accessibility at the earliest stages and in the most effective manner for new technologies and applications in Canada;
III (e) do all things which are in furtherance of the foregoing.	III (e): Amend <b>provide efficient and accessible service in English and French and make available in both official languages the Corporation's documents necessary for potential funding applicants, including policies, funding criteria and annual reports; and</b>
III (f)	III (f): Add <b>do all things which are in furtherance of the foregoing.</b>

<p>VI</p> <p>It is specially provided that in the event of dissolution or wind-up of the Corporation, all of its remaining assets after payment of its liabilities shall be distributed (in accordance with the directions of the Canadian Radio-television and Telecommunications Commission relating thereto.)</p>	<p>VI: Amend</p> <p>It is specially provided that in the event of dissolution or wind-up of the Corporation, all of its remaining assets after payment of its liabilities shall be distributed to other qualifying funds, to be used for accessibility-related initiatives projects.</p>
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*By-Law No. 1*

<p><b>Proposed</b></p> <p>Elements in ( ) to be removed, except for digits/numbers</p>	<p><b>Amendment</b></p>
<p>Last sentence of 1(j)</p> <p>(For the purposes of this By-law, the initial Broadcasting Industry Stakeholders shall be BCE Inc. and Accessible Media Inc.)</p>	<p>Last sentence of 1(j): Remove</p>
<p>1(t)</p> <p>“<b>Extraordinary Resolution</b>” means a resolution confirmed by an affirmative vote of at least two thirds (2/3rds) of the Members that are, collectively, Independent Accessibility Directors and Accessibility Group Directors and are present at a meeting duly called for that purpose, and at least two thirds (2/3rds) of the Members that are Broadcasting Industry Directors and are present at such meeting;</p>	<p>1(t): Amend</p> <p>“<b>Extraordinary Resolution</b>” means a resolution confirmed by an affirmative vote of at least two thirds (2/3rds) of the Members that are, collectively, Independent Accessibility Directors and Accessibility Group Directors and are present at a meeting duly called for that purpose, and at least two thirds (2/3rds) of the Members that are Broadcasting Industry Directors and are present at such meeting <b>casting no more than one third of the votes;</b></p>
<p>1(ee)</p> <p>“<b>Special Resolution</b>” means a resolution confirmed by an affirmative vote of at least two thirds (2/3rds) of the Members present at a meeting duly called for that purpose;</p>	<p>1(ee): Amend</p> <p>“<b>Special Resolution</b>” means a resolution confirmed by an affirmative vote of at least two thirds (2/3rds) of the Members present at a meeting duly called for that purpose, <b>with Broadcasting Directors casting no more than one third of total</b></p>

	<b>votes;</b>
<p>Last sentence of 13</p> <p>No business shall be transacted at any meeting of the Members unless a quorum is present at the commencement of and throughout the meeting.</p>	<p>Last sentence of 13: Amend</p> <p><b>Subject to Section 25</b>, no business shall be transacted at any meeting of the Members unless a quorum is present at the commencement of and throughout the meeting.</p>
<p>Second last sentence of 14</p> <p>Both the Funding 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 Funding Officer and the auditor of the Corporation, <b>who shall not be considered Members and shall not be entitled to vote, shall nevertheless</b> 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>23</p> <p>Each Member shall be entitled to vote.</p>	<p>23: Amend</p> <p><b>Subject to Section 25</b>, each Member shall be entitled to vote.</p>
<p>Section 25</p> <p>Each Member present in person or by proxy shall at any meeting of the Members be entitled to one (1) vote on each question.</p>	<p>Section 25: Amend</p> <p>Each Member present in person or by proxy shall at any meeting of the Members be entitled to one (1) vote on each question, <b>provided that no more than one third of the votes on any question may be cast by Broadcasting Industry Members .</b></p>

<p>30 (c)</p> <p>The Independent Accessibility Directors shall consist of two (2) individuals who satisfy the eligibility criteria described in Section 31, elected by the Members, provided that the initial Independent Accessibility Directors will be identified by an executive recruitment firm search based on a profile created by such firm. The Independent Accessibility Directors shall be elected for terms described in Sections 31(c) and 34, or until their successors are elected. The Nominating Committee shall coordinate the nomination of candidates for the Independent Accessibility Directors in accordance with this By-law.</p>	<p>30 (c): Amend</p> <p>The Independent Accessibility Directors shall consist of two (2) individuals who satisfy the eligibility criteria described in Section 31, <b>shall be proposed collectively by the Accessibility Group Stakeholders, and elected by the Members following receipt of the nominations as described in Section 77.</b> The Independent Accessibility Directors shall be elected for terms described in Sections 31(c) and 34, or until their successors are elected. The Nominating Committee shall coordinate the nomination of candidates for the Independent Accessibility Directors in accordance with this By-law.</p>
<p>Second and third sentences of 30 (e) (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 of the Nominating Committee set forth in Section 63 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 Accessibility Group Directors, Broadcasting Industry Directors and Independent Accessibility Directors. Such slate of candidates shall be presented by the Provisional Board to the Members for election.)</p>	<p>Second and third sentences of 30(e): Remove</p>

<p>31 (a) (ii)</p> <p>a current director, officer or employee of any broadcaster, BDU or accessibility or disability group, or in the three (3) years prior to election</p> <p>as an Independent Accessibility Director, a director, officer or employee of any broadcaster, BDU( or accessibility or disability group);</p>	<p>31 (a) (ii): Amend</p> <p>a current director, officer or employee of any broadcaster, BDU or accessibility or disability group , or in the three (3) years prior to election</p> <p>as an Independent Accessibility Director, a director, officer or employee of any broadcaster <b>or</b> BDU;</p>
<p>31 (a) (iv)</p> <p>a current employee of a broadcast industry or accessibility or disability lobbying group or, in the three (3) years prior to election as an</p> <p>Independent Accessibility Director, an employee of a broadcast industry (or accessibility or disability) lobbying group;</p>	<p>31 (a) (iv): Amend</p> <p>a current employee of a broadcast industry or accessibility or disability lobbying group or, in the three (3) years prior to election as an</p> <p>Independent Accessibility Director, an employee of a broadcast industry lobbying group;</p>
<p>31 (a) (vi)</p> <p>an individual who provides or, in the three (3) years prior to election as an Independent Accessibility Director, provided goods or services to and receives or received direct significant compensation from, or an individual</p> <p>who is (or, in the three (3) years prior to election as an Independent Accessibility Director, was) an employee or a partner of an entity that receives significant revenue from services the entity provides to, a broadcaster or BDU or accessibility or disability group, 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>31 (a) (vi): Amend</p> <p>an individual who provides or, in the three (3) years prior to election as an Independent Accessibility Director, provided goods or services to and receives or received direct significant compensation from, or an individual</p> <p>who is an employee or a partner of an entity that receives significant revenue from services the entity provides to, a broadcaster or BDU or accessibility or disability group, or, in the three (3) years prior to election as an Independent Accessibility Director, was an employee or a partner of an entity that receives significant revenue from services the entity provides to, a broadcaster 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>31 (b) collectively, the Independent Accessibility Directors shall, to the greatest extent possible, have extensive experience in corporate governance and accessibility and shall include:</p> <p>(i) individuals known and respected on a regional and national basis, either in their own right or by virtue of an appointment or office held; and</p> <p>(ii) individuals representative of the Canadian population, including gender, linguistic, minority, and geographic representation;</p>	<p>31 (b): Amend the Independent Accessibility Directors shall <b>be persons with disabilities, representatives of disability organizations and/or other individuals with relevant expertise in developing or implementing accessibility solutions at all times, and collectively</b>, to the greatest extent possible, have extensive experience in corporate governance and include individuals representative of the Canadian population, including gender, linguistic, minority, and geographic representation;</p>
<p>Second sentence of 41</p> <p>Each Director is entitled to exercise one (1) vote.</p>	<p>Second sentence of 41: Amend</p> <p><b>Subject to Section 25</b>, each Director is entitled to exercise one (1) vote.</p>
<p>46</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>46: Amend</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, <b>provided that no more than one percent of the BAF annual capital may be allocated to Directors' remuneration.</b> 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>49 (a)</p> <p>The Board shall... determine the identity, and appropriate category placement, of the Accessibility Group Stakeholders and Broadcasting Industry Stakeholders, from time to time;</p>	<p>49 (a): Amend</p> <p>The Board shall... <b>confirm and record in the records of the Corporation, the</b> appropriate category placement of Accessibility Group Stakeholders and Broadcasting Industry Stakeholders <b>pursuant to Section 76</b>, from time to time;</p>

<p>Second sentence of 50</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 which may include, without limitation, accommodations to ensure effective participation by persons with disabilities on the Board, not more than five percent (5%) of the Fund contributions, including recouped proceeds, may be spent on administration.</p>	<p>Second sentence of 50: Amend</p> <p><b>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 which may include, without limitation, accommodations to ensure effective participation by persons with disabilities on the Board. The costs associated with the incorporation of the Corporation, including all costs related to the preparation of the constituting and related documents, are not proper justification and shall not be recovered from the fund.</b></p>
<p>Last sentence of 54</p> <p>(The Board may fix any remuneration to be paid, if any, to members of any committee.)</p>	<p>Last sentence of 54: Remove</p>
<p>Last sentence of 56</p> <p>No business shall be transacted at any committee meeting unless a quorum is present at the commencement of and throughout the meeting.</p>	<p>Last sentence of 56: Amend</p> <p><b>Subject to Section 25</b>, no business shall be transacted at any committee meeting unless a quorum is present at the commencement of and throughout the meeting.</p>
<p>57.</p> <p>The chair of each committee of the Corporation shall be the individual selected from among the members of the committee by a majority vote of the members of the committee, provided that the Chair shall act as the chair of the Governance Committee and of the Nominating Committee.</p>	<p>57: Amend</p> <p>The chair of each committee of the Corporation shall be the individual selected from among the members of the committee by a majority vote of the members of the committee, provided that <b>the Broadcasting Industry Members may cast no more than one third of the votes and</b> the Chair shall act as the chair of the Governance Committee and of the Nominating Committee.</p>

<p>62 (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 49(f) and approval, by Extraordinary Resolution, by the Members pursuant to Section 11(c); and</p>	<p>62 (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 <b>of the Funding Officer and the Auditor, as well as the reimbursement of Directors’ reasonable expenses directly related to the business of the Corporation</b>, prior to confirmation by the Board pursuant to Section 49(f) and approval, by Extraordinary Resolution, by the Members pursuant to Section 11(c); and</p>
<p>70</p> <p>The Funding 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 shall perform such other duties as may from time to time be assigned to the Funding Officer by resolution of the Board. The Funding Officer shall execute, and shall perform his or her duties in accordance with an employment agreement in a form to be determined by the Board. The Funding Officer shall research and draft policies and funding criteria for the Board’s consideration; assist in the preparation of the Annual Budget and Business Plan and Annual Report; draft requests for proposal for Board review and approval; supervise the proposal submission processes; evaluate and rank submissions received for funding for the Board’s consideration; and provide oversight of funded proposals to ensure milestones are met and quality results achieved...</p>	<p>70: Amend</p> <p>The Funding Officer shall be the chief executive officer of the Corporation, shall have responsibility, <b>under the supervision of the Board</b>, for the general and active management of the affairs of the Corporation, including the Fund, and shall perform such other duties as may from time to time be assigned to the Funding Officer by resolution of the Board. The Funding Officer shall execute, and shall perform his or her duties in accordance with an employment agreement in a form to be determined by the Board. The Funding Officer shall research and draft policies and funding criteria <b>in both official languages</b> for the Board’s consideration; assist in the preparation of the Annual Budget and Business Plan and Annual Report; draft requests for proposal for Board review and approval; supervise the proposal submission processes; evaluate and rank submissions received for funding for the Board’s consideration; and provide oversight of funded proposals to ensure milestones are met and quality results achieved...</p>

<p>Third sentence of 71</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 Nominating Committee on the review.</p>	<p>Third sentence of 71: Amend</p> <p>The Chair shall review the remuneration of <b>the Funding Officer and the Auditor, as well as the reimbursement of Directors’ reasonable expenses directly related to the business of the Corporation</b> annually prior to the Board’s approval of the budget for the next fiscal year and shall report to the <b>Board</b> on the review.</p>
<p>First sentence of 76</p> <p>A broadcaster, BDU or accessibility group shall become a Stakeholder upon resolution of the Board following execution and delivery by the broadcaster, BDU, or accessibility group of the appropriate form of 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 76: Amend</p> <p>A broadcaster, BDU or accessibility group shall become a Stakeholder upon resolution of the Board following execution and delivery by the broadcaster, BDU, or accessibility group of the appropriate form of Stakeholder Agreement by the Stakeholder and the Corporation.</p>
<p>77 (a)</p> <p>Accessibility Group 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 Accessibility Group Directors described in Section 30(a), which nominations shall be conducted in accordance with such process as may be reasonably determined by each Category of Accessibility Group Stakeholders and, following conclusion of such process, be delivered to the Nominating Committee not less than sixty (60) days prior to the election to which such nomination relates;</p>	<p>77 (a):Amend</p> <p>Accessibility Group 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 Accessibility Group Directors described in Section 30(a) <b>and the nomination process relating to the election of the Independent Accessibility Directors described in Section 30(c)</b>, which nominations shall be conducted in accordance with such process as may be reasonably determined by each Category of Accessibility Group Stakeholders and, following conclusion of such process, be delivered to the Nominating Committee not less than <b>thirty (30)</b> days prior to the election to which such nomination relates;</p>

<p>77 (b)</p> <p>Broadcasting Industry 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 Broadcasting Industry Directors described in Section 30(b), which nominations shall be conducted in accordance with such process as may be reasonably determined by each Category of Broadcasting Industry Stakeholders, and, following conclusion of such process, be delivered to the Nominating Committee not less than sixty (60) days prior to the election to which such nomination relates; and</p>	<p>77 (b): Amend</p> <p>Broadcasting Industry 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 Broadcasting Industry Directors described in Section 30(b) <b>and the nomination process relating to the election of the Independent Accessibility Directors described in Section 30(c)</b>, which nominations shall be conducted in accordance with such process as may be reasonably determined by each Category of Broadcasting Industry Stakeholders, and, following conclusion of such process, be delivered to the Nominating Committee not less than <b>thirty (30)</b> days prior to the election to which such nomination relates; and</p>
<p>78</p> <p>(Each Broadcasting Industry Stakeholder shall pay amounts owing by it to the Corporation under the applicable Stakeholder Agreement, from time to time.)</p>	<p>78. Remove</p>
<p>85 (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>85 (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>85 (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>85 (b): Amend</p> <p><b>Any two (2) officers</b> 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>91</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>91: 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>

New provision	Add <b>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.</b>
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