



## Broadcasting Decision CRTC 2025-187

PDF version

Reference: Part 1 application posted on 23 August 2024

Gatineau, 28 July 2025

**Rogers Communications Canada Inc.**  
Across Canada

*Public record: 2024-0443-2*

### Review of the ownership and effective control of the English-language exempt discretionary service OneSoccer

#### Summary

The Commission finds that the English-language exempt discretionary service OneSoccer continues to be owned, operated, and controlled by the Canadian company Timeless Inc. (Timeless).

The Commission received an application from Rogers Communications Canada Inc. (RCCI) requesting it to review the ownership and effective control of OneSoccer. The request for the ownership review follows a complaint by Timeless against RCCI alleging undue preference and disadvantage regarding the carriage of OneSoccer. At the time of Timeless's application and throughout the process leading to Broadcasting Decision 2023-94, where the Commission found that RCCI had given itself an undue preference and subjected OneSoccer to a disadvantage, the evidence on the record before the Commission indicated that Timeless was Canadian and that it owned and controlled OneSoccer. The Commission therefore also finds that its determinations set out in Broadcasting Decision 2023-94 remain valid.

The Commission **directs** both RCCI and Timeless to submit, by no later than **11 August 2025**, updated proposed remedies for resolving the finding of undue preference and disadvantage. Both parties will then be permitted to submit final replies by no later than **18 August 2025**.

#### Parties

1. Timeless Inc. (Timeless) is a Canadian independent programming undertaking that owns and operates OneSoccer, a Canadian, English-language discretionary service that operates as an exempt service pursuant to Broadcasting Order 2023-307<sup>1</sup> (the Exemption Order).
2. Rogers Communications Canada Inc. (RCCI) is a broadcasting distribution undertaking (BDU). It is part of a vertically integrated entity, and its affiliated programming undertaking

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<sup>1</sup> Broadcasting Order 2023-307 is appended to Broadcasting Regulatory Policy 2023-306.

Rogers Media Inc. owns the Sportsnet suite of services, which includes Sportsnet and Sportsnet One.

3. Mediapro Canada Limited (Mediapro) is a non-Canadian corporation that produced the programming for OneSoccer from 2021 to 2024.
4. MidPro is a Canadian corporation that began producing the programming for OneSoccer as of 1 January 2025.

## **Background**

5. On 27 July 2022, Timeless filed an application alleging that RCCI gave itself undue preference by carrying its own sports programming services Sportsnet and Sportsnet One and by refusing to carry OneSoccer, a competing sports programming service. It further submitted that RCCI was subjecting OneSoccer to undue disadvantage by distributing other sports services, including sports services owned or operated by Bell Media Inc.
6. In Broadcasting Decision 2023-94, the Commission found that by refusing to carry OneSoccer on its BDUs, RCCI had given an undue preference to itself and to other services comparable to OneSoccer and had subjected OneSoccer to a disadvantage. In that decision, the Commission directed both RCCI and Timeless to submit proposed remedies for resolving the finding of undue preference and undue disadvantage.
7. In a letter dated 11 April 2023, RCCI alleged that OneSoccer may not be owned and controlled in fact by Canadians and may not be operated by Timeless but rather by the non-Canadian company Mediapro. RCCI further indicated that the ownership and control issues would need to be resolved prior to further negotiations between the parties regarding the carriage of OneSoccer.
8. On 28 June 2024, in a letter addressed to RCCI and Timeless, Commission staff indicated that it was satisfied that OneSoccer was owned, operated, and controlled by Canadians, and considered that the outstanding issue preventing negotiations was resolved.

## **Application by RCCI and procedural request by Timeless**

9. On 6 August 2024, the Commission received an application from RCCI requesting that the Commission undertake a review of the ownership and effective control of OneSoccer.
10. Specifically, RCCI alleged that OneSoccer was not under the *de facto* control of a Canadian when Timeless filed its application. Further, RCCI stated that OneSoccer appeared to be controlled in fact by Mediapro, a non-Canadian company. RCCI therefore argued that Timeless did not have standing to file its application in connection with RCCI's carriage of OneSoccer and that the Commission lacked the authority to issue Broadcasting Decision 2023-94.
11. On 22 October 2024, the Commission received a procedural request letter from Timeless asking that while the Commission is examining the record and rendering a decision

regarding RCCI's application, it should order RCCI and Timeless to mediate and, if necessary, arbitrate a rate and a contract for the carriage of OneSoccer.

## Legal framework

12. OneSoccer is operated pursuant to the Exemption Order. A condition of this exemption order is that the Commission must not be prohibited from licensing the service by virtue of any Act of Parliament or any direction to the Commission by the Governor in Council.
13. As a result, the operators of exempt services must qualify as Canadian, including as a qualified corporation, in accordance with the *Direction to the CRTC (Ineligibility of Non-Canadians)*<sup>2</sup> (the Direction). If they do not, the service is not validly exempt from licensing and, since the Commission also could not license it, the service cannot be carried by licensed BDUs or benefit from the Commission's dispute resolution services, such as mediation or arbitration.
14. The test for legal control is set out in the Direction, which states that a qualified corporation is incorporated or continued under federal or provincial law, when, among other things,
  - (a) the chief executive officer or, where the corporation has no chief executive officer, the person performing functions that are similar to the functions performed by a chief executive officer, and not less than 80% of the directors, are Canadians; and
  - (b) in the case of a corporation having share capital, Canadians beneficially own and control, directly or indirectly, in the aggregate and otherwise than by way of security only, not less than 80% of all the issued and outstanding voting shares of the corporation and not less than 80% of the votes.

Further, the Direction establishes that Canadian control of a licensee (in this case, the operator of an exempt service) must be not only *de jure* (legal control) but also *de facto* (control in fact).

## Positions of parties

### Individuals

15. The Commission received 74 interventions from individuals in favour of RCCI carrying OneSoccer. The Commission also received one intervention from an individual who supported RCCI's request to review OneSoccer's ownership.

### Rogers Communications Canada Inc.

16. In its application, RCCI argued that OneSoccer was under the *de facto* control of the non-Canadian company Mediapro. RCCI claimed that Timeless had almost no ability to influence or control programming decisions relating to OneSoccer, and no ability or authority to make any final decisions regarding programming selections. RCCI also argued

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<sup>2</sup> SOR/97-192, 8 April 1997.

that Mediapro was responsible for producing the entirety of the OneSoccer linear feed, which was at all times to mirror Mediapro's OneSoccer online service, except as needed to comply with Canadian content regulations, and that even then, Mediapro was responsible for all acquisition of Canadian content.

17. RCCI further argued that Timeless was acting as a Canadian distributor, given that Mediapro was not eligible to do so. RCCI also argued that Mediapro had all technical control over OneSoccer.
18. Therefore, RCCI claimed that OneSoccer was not a Canadian-owned and controlled broadcasting undertaking on 22 July 2022, when Timeless filed its application with the Commission. As such, RCCI submitted that Timeless had no standing to file the complaint against RCCI because it was not legally authorized to operate OneSoccer in Canada on that date and had no right to seek an order requiring RCCI to distribute OneSoccer.

### **Timeless Inc.**

19. In its reply dated 20 December 2024, as proof of its control over OneSoccer, Timeless noted that it has negotiated a new agreement with MidPro, a Canadian company, for production, transmission, and studio services. Timeless indicated that it contracted out production services with Canadian production executive Mark Milliere, maintained staff from the OneSoccer online service to work on the discretionary service, and hired extra staff for its operation.
20. Timeless disagreed with RCCI's conclusion that it had no standing to file its complaint and that the Commission had no authority to issue Broadcasting Decision 2023-94. Pursuant to Broadcasting Order 2015-88,<sup>3</sup> OneSoccer was required to file ownership and control information with the Commission prior to commencing the service. This ownership and control information was filed, and OneSoccer became an exempt programming service with all the rights and privileges which that status confers. As such, Timeless argued that OneSoccer was allowed to bring a complaint against RCCI, and that the Commission had the authority to hear that complaint and issue a decision.
21. Timeless submitted that Mediapro ran day-to-day operations and other functions for OneSoccer, but that it did so on behalf of and under the direction of Timeless. Timeless argued that at all times it retained the authority to make strategic or organizational changes. Timeless claimed that it used Mediapro to obtain rights for games in international markets given its expertise. Nonetheless, the relationship with Mediapro terminated and Timeless has

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<sup>3</sup> Broadcasting Order 2015-88 has since been replaced by Broadcasting Order 2023-307.

maintained that the discussions with various sports leagues further demonstrate that it controls the service.

22. Finally, in response to RCCI's application requesting to review the ownership of OneSoccer, Timeless argued that RCCI filed its application for the sole purpose of delaying the carriage of OneSoccer.

## **Issues**

23. After examining the record for this application in light of applicable regulations and policies, the Commission considers that it must address the following issues:
  - whether OneSoccer is owned and controlled by Canadians;
  - whether the Commission's determinations set out in Broadcasting Decision 2023-94 remain valid considering the present circumstances; and
  - whether Timeless's procedural request for mediation is valid.

## **Ownership and control of OneSoccer**

### **Ownership and *de jure* control**

24. Scott Mitchell is the chief executive officer of Timeless and oversees its day-to-day operations. Timeless's board of directors includes four Canadians and one non-Canadian, with Scott Mitchell serving as board chair. Scott Mitchell and Annette Mitchell, both Canadians, each hold 50% of the issued and outstanding shares of Timeless's holding company, JRB Holdings Corp. (JRB). The board of directors of JRB consists of Scott Mitchell and Annette Mitchell, and Scott Mitchell serves as chief executive officer.
25. Given that Scott Mitchell and Annette Mitchell each hold 50% of the shares in JRB, and that 80% of the members of the board of directors of Timeless are Canadian, the Commission finds that the ownership and legal control of OneSoccer is jointly held by Scott Mitchell and Annette Mitchell. As such, the ownership of OneSoccer and the composition of the board of directors of Timeless satisfy the requirements of the Direction.

### ***De facto* control**

26. The Commission has generally assessed control in fact through the test articulated in Decision No. 297-A-1993 of the National Transportation Agency (the NTA). In that decision, the NTA found that control in fact generally can be viewed as the ongoing power or ability, whether exercised or not, to determine the strategic decision-making activities of an enterprise. It can also be viewed as the ability to manage and run the day-to-day operations of an enterprise.
27. Under the expired Term Sheet Agreement between Timeless and Mediapro, Mediapro ran the day-to-day operations and other functions for OneSoccer, but did so on behalf of, and

under the direction of, Timeless. At all times, Timeless retained the authority to make strategic or organizational changes.

28. In December 2023, the two parties entered into a now-expired Assignment and Assumption Agreement, which resulted in the transfer of assets from Mediapro to Timeless. Further, in that same month, the two parties entered into a now-expired Services Agreement, which resulted in Mediapro still being required to provide certain day-to-day operations for OneSoccer at the request of Timeless.
29. As set out in a Term Sheet for the period of 1 January 2025 to 31 December 2025, Timeless hired MidPro to provide production, studio, and transmission services for OneSoccer. As a result of the new agreement, MidPro contributes to the day-to-day operations, while Timeless determines the strategic decision-making activities of OneSoccer. Mediapro is no longer involved in producing content for the service.
30. The Commission considers that Timeless has retained the ongoing ability to determine the strategic decision-making activities of OneSoccer. Further, the Commission is of the view that Mediapro provided its services under the direction of Timeless, and that production and technical services, such as those covered in the Term Sheet and Services Agreement, on their own do not grant control to the party providing them.
31. Finally, the fact that OneSoccer remains on the air despite Mediapro no longer producing content for the service, and that Timeless entered into a new production agreement with the Canadian company MidPro, is evidence that Timeless exercises control over the service.
32. In light of the above, the Commission finds that *de facto* control of OneSoccer is held by Timeless, a Canadian-owned and -operated entity, pursuant to the Direction. Further, given that Timeless controls OneSoccer pursuant to the Direction, the Commission finds that OneSoccer is a Canadian discretionary service that operates in accordance with the Exemption Order.

#### **Broadcasting Decision 2023-94**

33. RCCI submitted that at the time of both the filing of Timeless's application and the publication of Broadcasting Decision 2023-94, control of OneSoccer was held by the non-Canadian company, Mediapro. RCCI further submitted that both Timeless's initial application alleging undue preference regarding the carriage of OneSoccer and the resulting decision of the Commission are therefore void, since the service would not have been validly operating under the Exemption Order and therefore not able to participate in the Commission's dispute resolution processes or be carried by BDUs in normal circumstances.
34. Timeless submitted that it controlled OneSoccer in fact at the time of its application. It also submitted that, in previous matters where doubts were raised regarding the ownership or control of an applicant, the Commission has allowed for applicants to correct the situation.
35. Under subsection 12(1) the *Broadcasting Distribution Regulations*, the Commission may resolve disputes between licensees of distribution undertakings and the operators of licensed or validly exempt programming undertakings. At the time of Timeless's application and

throughout the process leading to Broadcasting Decision 2023-94, the evidence before the Commission indicated that Timeless was Canadian and that it owned and controlled OneSoccer, which would therefore have been operating validly under the Exemption Order.

36. On this basis, and given the evidence on the record, the Commission considers that it was reasonable for it to decide Timeless's application in the manner it did.
37. Further, parties and interveners, including RCCI, had the opportunity to raise concerns and present evidence regarding the ownership and control of OneSoccer as part of the proceeding that led to Broadcasting Decision 2023-94. In the absence of any concerns raised or evidence presented, the Commission was not seized of the issue as part of its overall consideration of the matter and made its decision on the record before it at the time.
38. Accordingly, Broadcasting Decision 2023-94 was valid at its issue and remains valid today.
39. The Commission considers that given the passage of time since the issuance of Broadcasting Decision 2023-94, parties should have the opportunity to review their submissions for remedies and provide updated information.
40. In light of the above, the Commission considers that the matters presented which formed the record for Broadcasting Decision 2023-94 still stand. Therefore, any updated submissions should speak to remedies and not resubmit evidence for the record. Furthermore, the Commission expects parties to be able to provide and act on the remedies in a timely manner.

#### **Procedural request by Timeless**

41. The Commission finds that the procedural request by Timeless for an immediate order to begin mediation will be rendered moot by the disposal of this application through this decision.

#### **Conclusion**

42. In light of all of the above, the Commission finds that the English-language exempt discretionary service OneSoccer continues to be owned, operated, and controlled by the Canadian company Timeless.

#### **Next steps**

43. The Commission **directs** both Rogers Communications Canada Inc. and Timeless Inc. to submit, by no later than **11 August 2025**, updated proposed remedies for resolving the finding of undue preference and disadvantage. Both parties will then be permitted to submit final replies by no later than **18 August 2025**.
44. The Commission **directs** Timeless Inc. to file the final long-form agreement with MidPro and any other relevant documents by no later than **27 August 2025**.

Secretary General

## Related documents

- *Standard conditions of service for licensed discretionary services, national news discretionary services and mainstream sports discretionary services and exemption order for exempt discretionary services – Modifications to the advertising time limit requirement*, Broadcasting Regulatory Policy CRTC 2023-306 and Broadcasting Order CRTC 2023-307, 5 September 2023
- *Complaint by Timeless Inc. against Rogers Communications Canada Inc. alleging undue preference regarding the carriage of the Canadian English-language exempt discretionary service OneSoccer*, Broadcasting Decision CRTC 2023-94, 23 March 2023
- *Exemption order respecting discretionary television programming undertakings serving fewer than 200,000 subscribers*, Broadcasting Order CRTC 2015-88, 12 March 2015