BROADCASTING ACCESSIBILITY FUND (BAF), INC. / Le Fonds pour l’accessibilité

de la radiodiffusion (FAR), Inc.

By-Law No. 1

BROADCASTING ACCESSIBILITY FUND (BAF), INC. / Le Fonds pour

l’accessibilité de la radiodiffusion (FAR), Inc.

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BROADCASTING ACCESSIBILITY FUND (BAF), INC. / Le Fonds pour

l’accessibilité de la radiodiffusion (FAR), Inc.

BY-LAW NO. 1

DEFINITIONS

1. In this By-law and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires:
   1. “**Accessibility Group Directors**” means the four (4) Directors to be nominated and elected pursuant to Sections 30(a) and 32 of this By-law;
   2. “**Accessibility Group Stakeholders**” means accessibility groups, including advocacy and service groups, that directly represent a broad-based membership of disabled users or directly provide services to a broad base of disabled users, which shall have executed the Stakeholder Agreement and have been confirmed and recorded by the Board in the appropriate Category of Accessibility Group Stakeholders pursuant to Section 49(a) of this By-law;
   3. “**Act**” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23 and any act that may be substituted therefor, as from time to time amended;
   4. “**Annual Budget and Business Plan**” means the annual operating and capital budget of the Corporation, including the Fund, together with the plan of operations of the Corporation within such budgets, and including any reasonable reserves, and further including such measurements of the performance of the management of the Corporation and the Fund as the Corporation may determine necessary or advisable;
   5. “**Annual Report**” means an annual report summarizing the activities of the Corporation and the Fund over the last financial year which shall describe theFund initiatives undertaken during such financial year, together with such matters as the Board may determine from time to time;
   6. “**Articles**” means the articles of incorporation of the Corporation under the Act;
   7. “**Audit Committee**” means the committee of the Corporation charged with duties described in Sections 59(a) through 59(g) of this By-law;
   8. “**BDU**” means a broadcasting distribution undertaking;
   9. “**Board**” means the board of directors of the Corporation;
   10. “**Broadcasting Industry Directors**” means the three (3) Directors to be nominated and elected pursuant to Sections 30(b) and 33 of this By-law;
   11. “**Broadcasting Industry Stakeholders**” means broadcasting industry businesses and BDUs, subject to CRTC regulation or conditions of licence, which shall have: (i) been recommended by not less than fifty percent (50%) of the then existing Broadcasting Industry Stakeholders; (ii) executed the Stakeholder Agreement; and (iii) been confirmed and recorded by the Board in the appropriate Category of Broadcasting Industry Stakeholders pursuant to Section 49(a)of this By-law;
   12. “**By-law**” means this by-law of the Corporation as amended from time to time;
   13. “**Category of Accessibility Group Stakeholders**” means the categories of sight, hearing, mobility and cognitive accessibility groups;
   14. “**Category of Broadcasting Industry Stakeholders**” means the categories of broadcast industry businesses and BDUs;
   15. “**Chair**” means the chair of the Board recommended, approved and appointed, from time to time, pursuant to Sections 11(e), 63(c) and 49(d), and 67 respectively;
   16. “**Corporation**” means Broadcasting Accessibility Fund (BAF), Inc. / Le Fonds pour L’Accessibilité de la Radiodiffusion (FAR), Inc. incorporated under the Act;
   17. “**CRTC**” means the Canadian Radio-television and Telecommunications Commission which is an independent public organization that regulates and supervises the Canadian broadcasting and telecommunications systems;
   18. “**Decision 2011-163**” means Broadcasting Decision CRTC 2011-163, including Broadcasting Regulatory Policy CRTC 2012-430;
   19. “**Directors**” means the Accessibility Group Directors, the Broadcasting Industry Directors, and the Independent Accessibility Directors, collectively, and “**Director**” means any one of them;
   20. “**Disbursements From the Fund**” means expenditures from the Fund authorized by the Board for the advancement of the purposes of the Corporation contained in the Articles;
   21. “**Extraordinary Resolution**” means a resolution confirmed by an affirmative vote of at least two thirds (2/3) 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 (2/3) of the Members that are Broadcasting Industry Directors and are present at such meeting casting no more than one third (1/3) of the votes;
   22. “**Fund**” means the broadcasting accessibility fund established initially pursuant to Decision 2011-163;
   23. “**Funding Officer**” means the chief executive officer of the Corporation recommended, approved and appointed, from time to time, pursuant to Sections 21(c)(i), 63(b), 49(c), and 66 respectively;
   24. “**Governance Committee**” means the committee of the Corporation charged with duties described in Section 62;
   25. “**Independent Accessibility Directors**” means the two (2) Directors to be nominated and elected pursuant to Sections 30(c) and 31 of this By-law;
   26. “**Member**” means any one of the Directors, from time to time;
   27. “**Nominating Committee**” means the committee of the Corporation charged with duties described in Section 63;
   28. “**Ordinary Resolution**” means a resolution confirmed by an affirmative vote of a majority of the Members present at a meeting duly called for that purpose;
   29. “**Provisional Board**” has the meaning set forth in Section 30(e);
   30. “**Quarterly Report**” means a quarterly report of the Board summarizing the activities of the Corporation and the Fund over the last financial quarter which shall be made available to the public and which shall describe the Fund initiatives undertaken during such financial quarter, together with such matters as the Board may determine from time to time;
   31. “**Secretary**” means the secretary of the Corporation;
   32. “**Special Resolution**” means a resolution confirmed by an affirmative vote of at least two thirds (2/3) of the Members present at a meeting duly called for that purpose, with Broadcasting Industry Directors casting no more than one third (1/3) of total votes;
   33. “**Stakeholder Agreement**” means the form of agreement required by the Corporation to be signed by the Corporation and each Accessibility Group Stakeholder or Broadcasting Industry Stakeholder, as the case may be;
   34. “**Stakeholders**” means the Accessibility Group Stakeholders and Broadcasting Industry Stakeholders, collectively, and “**Stakeholder**” means any one of them; and
   35. “**Treasurer**” means the treasurer of the Corporation.

INTERPRETATION

1. In this By-law and in all other by-laws hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include individuals, firms and corporations. The division of this By-law into sections and paragraphs and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

CORPORATE SEAL

1. The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

FINANCIAL YEAR

1. Unless otherwise ordered by the Board, the financial year-end of the Corporation shall be December 31.

REGISTERED OFFICE

1. Until changed in accordance with the Act, the registered office of the Corporation shall be in the City of Ottawa, in the Province of Ontario at such place within the City of Ottawa as the Board may determine from time to time by resolution.

CONDITIONS OF MEMBERSHIP

1. Membership in the Corporation shall be limited to the Directors of the Corporation referenced in Section 7.
2. An individual shall not be elected as a Director unless that individual has consented to serve as a Director and Member of the Corporation. A person shall become a Member effective upon the date of such Director’s election to the Board. For greater certainty, the Directors comprising the Provisional Board shall be Members of the Corporation.
3. No membership fees or dues shall be levied by the Corporation in respect of the Members.
4. A Director ceases to be a Member when such individual ceases to be a Director.

MEETINGS OF MEMBERS

1. The annual meeting or any special meeting of the Members shall be held at the registered office of the Corporation or at any place in Canada as the Board may determine and on such day as the Board shall appoint.
2. An annual meeting of the Members shall be held not later than eighteen (18) months after the incorporation of the Corporation and thereafter not: (i) more than fifteen (15) months after the holding of the last preceding annual meeting; and (ii) later than six (6) months after the end of the Corporation’s preceding financial year. At every annual meeting, in addition to any other business that may be transacted:
   1. the audited financial statements, the report of the Directors and the report of the public accountant shall be presented to the Members;
   2. the Members shall review and, if determined appropriate, approve by Special Resolution the Annual Report of the Corporation reviewed and confirmed pursuant to Sections 62(a) and 49(e), respectively;
   3. the Members shall review and, if determined appropriate, approve by Extraordinary Resolution the Annual Budget and Business Plan of the Corporation reviewed and confirmed pursuant to Sections 62(b) and 49(f), respectively;
   4. the Members shall review the nominations of, and elect by Special Resolution, the Accessibility Group Directors, Broadcasting Industry Directors and Independent Accessibility Directors nominated pursuant to Sections 30 through 34, respectively;
   5. the Members shall review the nomination of, and appoint by Special Resolution, the Chair nominated and confirmed pursuant to Sections 63(c) and , respectively; and
   6. the Members shall appoint, by Ordinary Resolution, a public accountant to hold office until the close of the next annual meeting and may fix the remuneration of the public accountant.
3. The Board shall have the power to call at any time a meeting of the Members. In addition, subject to the Act, the Board shall call a meeting of the Members, on written requisition of Members who hold not less than five percent (5%) of the votes that may be cast at a meeting of Members, for the purposes stated in the requisition. Should the Board fail to call such meeting within twenty-one (21) days of receipt of such requisition, any Member who signed the requisition may call such meeting.
4. Subject to Section 22, a quorum shall consist of a majority of Members which includes at least one (1) Member who is an Accessibility Group Director, one (1) Member who is a Broadcasting Industry Director and one (1) Member who is an Independent Accessibility Director present in person or by proxy provided that no less than five (5) Members are present. Such majority shall consist of a total number of Members who are, on the one hand, Accessibility Group Directors or Independent Accessibility Directors, that is greater than the total number of Members who are, on the other, Broadcasting Industry Directors, present in person or by proxy at the meeting. Subject to Section 25, no business shall be transacted at any meeting of the Members unless a quorum is present at the commencement of and throughout the meeting. The Funding Officer shall not be considered when determining whether a quorum exists at meetings of the Members.
5. Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:
   1. by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
   2. by telephone, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Notice of any annual meeting shall include a statement informing the Members that the comparative financial statements, report of the public accountant, and any other documents required by the Act, are available at the registered office of the Corporation and that the Members may, upon request, obtain a copy of those financial statements and other documents free of charge at the registered office or by prepaid mail.

Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Ordinary Resolution, Special Resolution or Extraordinary Resolution to be submitted to the meeting. For purposes of this Section, all business transacted at a special meeting or annual meeting of Members, except consideration of the financial statements, public accountant’s report, election of Directors and re-appointment of the incumbent public accountant, is “special business”. The Funding Officer and the public accountant 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.

1. A meeting of Members may be held at any time and place without notice if all the Members waive notice or otherwise consent to such meeting being held. Attendance of a Member at a meeting of Members is a waiver of notice of the meeting, except where that Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
2. Each Member may, by means of a written proxy, appoint a proxyholder to attend and act at any annual meeting or special meeting of Members in the manner and to the extent authorized by the proxy. The Secretary of the Corporation shall forward with each notice of meeting of the Members, a form of proxy which shall have been approved by the Board. A proxy may be in such form as the Board prescribes from time to time or in such other form as the chair of the Members’ meeting may accept as a valid proxy provided that: (i) no proxy shall be valid unless it is executed in writing; and (ii) Members shall only be entitled to appoint other Members as a proxyholder. Proxies shall be deposited with the Secretary of the Corporation not less than forty-eight (48) hours preceding any meeting or adjourned meeting of the Members, or such other time as may be fixed by the Board, provided that, such time shall be not less than forty-eight (48) hours preceding the meeting at which the proxy is to be exercised. A proxy shall be valid only if the Member purporting to grant such proxy shall have complied with the requirements of this Section 16.
3. If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephone, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of Members pursuant to this Section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose. The Secretary shall ensure that each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the Members at the meeting. Each vote cast by a Member participating by telephone or other electronic means shall be recorded in the minutes by the Secretary.
4. Any meeting of the Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. If the meeting is adjourned:
   1. for less than 31 days, it is not necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned; or
   2. by one or more adjournments for an aggregate of more than 30 days, notice of the adjournment will be given as if for an original meeting.

Such adjournment may be made notwithstanding that no quorum is present.

1. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address shall be the last address recorded on the books of the Corporation for the Member, Director or officer.
2. Subject to Section 166(1) of the Act, a resolution in writing signed by all of the Members is as valid as if it had been passed at a meeting of Members. Such resolution in writing may be signed by counterpart and shall be deemed to satisfy all of the relevant requirements of the Articles and By-laws relating to meetings of Members.

SPECIAL MEETINGS; RESOLUTIONS

1. A special meeting of the Members shall be called by the Board, pursuant to Section , to address general matters and, in addition, may address the following specific matters that, in addition to those other matters in this By-law which:
   1. require determination by Ordinary Resolution, shall require determination by Ordinary Resolution:
      1. the removal of a Director pursuant to Section ; and
   2. require determination by Special Resolution, shall require determination by Special Resolution:
      1. any amendment or repeal of any by-laws pursuant to Section 92 to which Section 197(1) of the Act does not apply;
   3. require determination by Extraordinary Resolution, shall require determination by Extraordinary Resolution:
      1. the appointment of a Funding Officer, following recommendation and confirmation pursuant to Sections and , respectively;
      2. any amendment or repeal of any by-laws pursuant to Section 92 to which Section 197(1) of the Act applies;
      3. any amendment of the Articles;
      4. the removal of the Funding Officer pursuant to Section ;
      5. the removal of the Chair pursuant to Section ;
      6. any decision to dissolve the Corporation;
      7. the confirmation of the Board’s recommendations relating to the form of Stakeholder Agreement and any amendments thereto pursuant to Section ; and
      8. the confirmation of the Board’s recommendations relating to amendment of any Annual Budget and Business Plan made pursuant to Section including, without limitation, changes to the budgets contained therein.
2. Each annual meeting or special meeting of Members shall be subject to the provisions set out for meetings of Members in this By-law, provided that if any such meeting is called to address any matters requiring determination by Special Resolution or Extraordinary Resolution pursuant to this By-law a quorum for such a meeting shall, in addition to the provisions for quorum described in Section 13, consist of a majority of the total number of Members who are also Broadcasting Industry Directors present in person or by proxy.

VOTING OF MEMBERS

1. Subject to Section 25, each Member shall be entitled to vote.
2. Unless otherwise required by the Act, the Articles, this By-law or otherwise by law, at any meeting of the Members every question shall be determined by the majority of the votes of Members duly cast on the question.
3. Each Member present in person or by proxy shall at any meeting of the Members be entitled to one (l) vote on each question, provided that no more than one third (1/3) of the votes cast on any question may be cast by Broadcasting Industry Members.
4. All votes at any meeting of the Members shall be decided by a show of hands except if a ballot is demanded, before or after the show of hands, by a Member entitled to vote at the meeting.
5. Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the Chair declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution.
6. If a poll is required or demanded by the Chair or any Member, the poll shall be taken in such manner as the Chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. The result of the poll shall be the decision of the Members upon the said question.
7. 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.

BOARD OF DIRECTORS

1. Subject to the provisions of Section 30(e), the activities and affairs of the Corporation shall be managed by a Board consisting of nine (9) Directors. Directors shall be individuals of at least 18 years of age, with power under law to contract and shall be Canadian citizens resident in Canada. No individual who (i) has been declared incapable by a court in Canada or in another country, or (ii) has the status of a bankrupt shall be a Director. The Board shall consist of the Accessibility Group Directors, the Broadcasting Industry Directors, and the Independent Accessibility Directors, provided that the minimum number of Accessibility Group Directors and Independent Accessibility Directors, on the one hand, shall at all times be at least one (1) greater than the total number of the Broadcasting Industry Directors, on the other, subject to any short-term vacancy existing among the directorships allocated to Accessibility Group Directors and Independent Accessibility Directors.
   1. The Accessibility Group Directors shall consist of four (4) individuals, who shall be elected by the Members following receipt of the nominations from the Stakeholders as described in Section 77, as follows:
      1. one (1) individual nominated collectively by the Category of Accessibility Group Stakeholders comprised of the sight accessibility groups;
      2. one (1) individual nominated collectively by the Category of Accessibility Group Stakeholders comprised of the hearing accessibility groups;
      3. one (1) individual nominated collectively by the Category of Accessibility Group Stakeholders comprised of the mobility accessibility groups; and
      4. one (1) individual nominated collectively by the Category of Accessibility Group Stakeholders comprised of the cognitive accessibility groups,

for terms described in Section 32. Each Accessibility Group Director must be a person with a disability or a representative of a disability organization or other entity with relevant expertise in developing or implementing accessibility solutions.

* 1. The Broadcasting Industry Directors shall consist of three (3) individuals who shall be elected by the Members following receipt of the nominations from the Stakeholders as described in Section 77, as follows:
     1. two (2) individuals nominated collectively by the Category of Broadcasting Industry Stakeholders comprised of the broadcasting industry businesses; and
     2. one (1) individual nominated collectively by the Category of Broadcasting Industry Stakeholders comprised of the BDUs;

for terms described in Section 33, or until their successors are elected.

* 1. The Independent Accessibility Directors shall consist of two (2) individuals who satisfy the eligibility criteria described in Section 31, shall be proposed collectively by the Accessibility Group Stakeholders, and elected by the Members following receipt of nominations as described in Section . 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.
  2. The Funding Officer shall be entitled to receive notice of, to attend and to participate at all meetings of the Board except where the Board determines that the attendance of the Funding Officer at a particular meeting or portion thereof would not be appropriate. For greater certainty, the Funding Officer is not a Director and shall not be counted for purposes of quorum or have the right to vote at Board meetings.
  3. The first Directors named in the “Initial Registered Office Address and First Board of Directors” form filed on incorporation shall, on incorporation of the Corporation, become the first Directors and Board of the Corporation (the “**Provisional Board**”) whose term of office on the Board shall continue until their successors are elected. At the first meeting of the Members, the Directors then elected shall replace the Provisional Board.

1. The following eligibility criteria shall apply to the Independent Accessibility Directors:
   1. no Independent Accessibility Director shall be:
      1. a current officer or employee of the Corporation or, in the three (3) years prior to election as an Independent Accessibility Director, an officer or employee of the Corporation, provided that an individual shall not be disqualified from being elected as an Independent Accessibility Director due to him or her holding or, in the three (3) years prior to election as an Independent Accessibility Director, having held office as the Chair;
      2. a current director, officer or employee of any broadcaster, BDU or accessibility or disability group, or in the three (3) years prior to election as an Independent Accessibility Director, a director, officer or employee of any broadcaster or BDU;
      3. a current employee of a federal, provincial or territorial government or a current employee of an agency of the Crown in respect of such government;
      4. a current employee of a broadcast industry or accessibility or disability lobbying group or, in the three (3) years prior to election as an Independent Accessibility Director, an employee of a broadcast industry lobbying group;
      5. a current member of the Senate of Canada, member of Parliament or member of a provincial or territorial legislative assembly or, in the three (3) years prior to election as an Independent Accessibility Director, a member of the Senate of Canada, member of Parliament or a member of a provincial or territorial legislative assembly;
      6. 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 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
      7. an individual who has or, in the three (3) years prior to election as an Independent Accessibility Director, had an ownership interest in any security of a broadcaster or BDU except for any equity share investment in a public company whose shares are publicly traded where such investment does not exceed two percent (2%) of the issued equity shares of such company and, for the purposes of this paragraph, “security” shall have the meaning ascribed thereto in the *Securities Act* (Ontario);
   2. the Independent Accessibility Directors shall 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, 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;
   3. at the first annual meeting or special meeting at which Independent Accessibility Directors are elected, in order to ensure the continuity of an appropriate number of persons on the Board, one (1) of the Independent Accessibility Directors shall be elected for a term of two (2) years, or until his or her successor is elected, but in any event, for a term no longer than four (4) years, and one (1) of the Independent Accessibility Directors shall be elected for a term of three (3) years, or until his or her successor is elected, but in any event, for a term no longer than four (4) years. At each subsequent annual meeting at which Independent Accessibility Directors are elected, they shall be elected for a term of three (3) years or until their successors are elected, but in any event, for a term no longer than four (4) years. To ensure renewal of the Board, an individual who has served six (6) consecutive years in office as an Independent Accessibility Director shall not be nominated for re-election at the end of that Director’s current term of office or at a later time; and
   4. after considering the criteria in Sections (a) and (b), based on a standard that a reasonable person would apply, an Independent Accessibility Director shall not, because of his or her current or previous experience and relationships, including spousal or common law relationships, be perceived to have a bias in favour of or against any broadcaster, BDU, or accessibility or disability group.
2. At the first annual meeting or special meeting at which the election by the Members of Accessibility Group Directors occurs, the Accessibility Group Director nominated pursuant to Section 30(a)(i) shall be elected for a term of two (2) years or until his or her successor is elected, but in any event, for a term no longer than four (4) years, the Accessibility Group Director nominated pursuant to Section 30(a)(ii) shall be elected for a term of two (2) years or until his or her successor is elected, but in any event, for a term no longer than four (4) years, the Accessibility Group Director nominated pursuant to Section 30(a)(iii) shall be elected for a term of three (3) years or until his or her successor is elected, but in any event, for a term no longer than four (4) years, and the Accessibility Group Director nominated pursuant to Section 30(a)(iv) shall be elected for a term of three (3) years or until his or her successor is elected, but in any event, for a term no longer than four (4) years. At each subsequent annual meeting at which Accessibility Group Directors are elected, they shall be elected for a term of three (3) years or until their successors are elected, but in any event, for a term no longer than four (4) years. The Accessibility Group Directors shall be nominated and elected in the manner described in Sections 30(a), 63(a), 77 and this Section 32. With effect as at every annual meeting at which an Accessibility Group Director’s term expires, the applicable Category of Accessibility Group Stakeholders then entitled to nominate the Accessibility Group Director whose term has expired, through the Nominating Committee processes, may nominate the retiring Accessibility Group Director or a new Accessibility Group Director. To ensure renewal of the Board, an individual who has served six (6) consecutive years in office as an Accessibility Group Director shall not be nominated for re-election at the end of that Director’s current term of office or at a later time.
3. At the first annual meeting or special meeting at which the election by the Members of Broadcasting Industry Directors occurs, one (1) of the Broadcasting Industry Directors nominated pursuant to Section 30(b)(i) shall be elected for a term of two (2) years or until his or her successor is elected, but in any event, for a term no longer than four (4) years; one (1) of the Broadcasting Accessibility Directors nominated pursuant to Section 30(b)(i) shall be elected for a term of three (3) years or until his or her successor is elected, but in any event, for a term no longer than four (4) years; and the Broadcasting Industry Director nominated pursuant to Section 30(b)(ii) shall be elected for a term of three (3) years or until his or her successor is elected, but in any event, for a term no longer than four (4) years. At each subsequent annual meeting at which Broadcasting Industry Directors are elected, they shall be elected for a term of three (3) years or until their successors are elected, but in any event, for a term no longer than four (4) years. The Broadcasting Industry Directors shall be nominated and elected in the manner described in Sections 30(b), 63(a), 77 and this Section 33. With effect as at every annual meeting at which a Broadcasting Industry Director’s term expires, the applicable Category of Broadcasting Industry Stakeholders then entitled to nominate the Broadcasting Industry Director whose term has expired, through the Nominating Committee processes, may nominate the retiring Broadcasting Industry Director or a new Broadcasting Industry Director. To ensure renewal of the Board, an individual who has served six (6) consecutive years in office as an Broadcasting Industry Director shall not be nominated for re-election at the end of that Director’s current term of office or at a later time.
4. At the first annual meeting or special meeting at which election by the Members of the Independent Accessibility Directors occurs, the Independent Accessibility Directors shall be elected in the manner described in Section 30(c) and 31(c) and shall retire in rotation. At every subsequent annual meeting at which the term of an Independent Accessibility Director expires, there shall be elected or re-elected, in the manner described in Sections 30(c), 63(a), 77 and this Section 34, the appropriate number of Independent Accessibility Directors consistent with Section 30(c). Each Independent Accessibility Director so elected or re-elected shall hold office until the close of the third annual meeting after such Independent Accessibility Director’s election. An Independent Accessibility Director whose term has expired shall be eligible for nomination and re-election as an Independent Accessibility Director provided that the Independent Accessibility Director continues to meet the eligibility criteria for Independent Accessibility Directors set out in Section 31 at the time of nomination and re-election.
5. The office of Director shall be automatically vacated:
   1. if the Director is declared incapable by a court in Canada or in another country;
   2. if the Director has the status of a bankrupt;
   3. on the Director’s death;
   4. in the case of an Independent Accessibility Director, where the Members, by Ordinary Resolution, determine that an Independent Accessibility Director no longer meets the eligibility criteria described in Section 31 and should therefore be removed from office; or
   5. if a Director is for any reason other than those described above in this Section  removed from office by Ordinary Resolution of the Members.
6. If any vacancy shall occur for any reason, including without limitation removal by the Members pursuant to Section 35, that vacancy shall be filled for the remainder of the term of the vacating Director, as follows:
   1. if the vacancy relates to an Accessibility GroupDirector:
      1. nominated pursuant to Section 30(a)(i), the vacancy shall be filled by the Board with a nominee of the Category of Accessibility Group Stakeholders comprised of the sight accessibility groups;
      2. nominated pursuant to Section 30(a)(ii), the vacancy shall be filled by the Board with a nominee of the Category of Accessibility Group Stakeholders comprised of the hearing accessibility groups;
      3. nominated pursuant to Section 30(a)(iii), the vacancy shall be filled by the Board with a nominee of the Category of Accessibility Group Stakeholders comprised of the mobility accessibility groups; and
      4. nominated pursuant to Section 30(a)(iv), the vacancy shall be filled by the Board with a nominee of the Category of Accessibility Group Stakeholders comprised of the cognitive accessibility groups.
   2. if the vacancy relates to a Broadcasting Industry Director:
      1. nominated pursuant to Section 30(b)(i), the vacancy shall be filled by the Board with a nominee of the Category of Broadcasting Industry Group Stakeholders comprised of the broadcasting industry businesses; and
      2. nominated pursuant to Section 30(b)(ii), the vacancy shall be filled by the Board with a nominee of the Category of Broadcasting Industry Group Stakeholders of the BDUs; and
   3. if the vacancy relates to an Independent Accessibility Director nominated pursuant to Section 30(c), the vacancy shall be filled by the Board with a nominee of the Accessibility Group Stakeholders, collectively.

MEETINGS OF THE BOARD

1. The powers of the Directors may be exercised by resolution passed at a meeting of the Board at which a quorum is present. The presence of a majority of the number of Directors in office from time to time that includes at least one (1) Director who is an Accessibility Group Director, one (1) Director who is a Broadcasting Industry Director, and one (1) Director who is an Independent Accessibility Director shall be necessary to constitute a quorum for the transaction of business at meetings of the Board, provided that such majority consists of a total number of Accessibility Group Directors and Independent Accessibility Directors, on the one hand, which is greater than the total number of the Broadcasting Industry Directors, on the other, present at the meeting. No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the meeting. The Directors shall not appoint proxyholders to attend and act on their behalf at any meeting of the Directors. Where there is a vacancy on the Board, a majority of the remaining Directors, unless this By-law otherwise requires, may exercise all the powers of the Board, provided that no less than a majority of the Directors are present, those present include at least one (1) Director who is an Accessibility Group Director, one (1) Director who is a Broadcasting Industry Director and any one (1) Director who is an Independent Accessibility Director and such majority includes a total number of Accessibility Group Directors and Independent Accessibility Directors present, on the one hand, which is greater than the total number of the Broadcasting Industry Directors present, on the other. The Funding Officer shall not be considered when determining whether a quorum exists at meetings of the Board.
2. Meetings of the Board may be held at any time and place to be determined by the Directors or the Chair, provided that notice of such meetings are given to all Directors and that notice includes any matters set out in Section 138(2) of the Act if such matters are to be dealt with at the meeting. Such notice may be sent by mail or electronic means, such as e-mail or facsimile, provided that such electronic means generates a record of notice sent. Fourteen (14) days notice shall be given to each Director in respect of any meeting of Directors. The Funding Officer shall receive all notices and other communications relating to any meetings of Directors that any Director is entitled to receive, except where the Board determines that this would not be appropriate. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
3. A meeting of the Board may be held at any time and place without notice if all Directors are present or if those who are not present, either before or after the meeting, waive notice or otherwise consent to such meeting being held, and, at such meeting any business may be transacted which the Corporation may transact at a meeting of the Board, provided that a quorum of the Board is present. Attendance of a Director at a meeting of the Board is a waiver of notice of the meeting, except where that Director attends a meeting for the express purpose of objecting to the transaction of business on the ground that the meeting is not lawfully called.
4. Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place and such adjournment may be made providing a quorum is present. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.
5. Subject to the Act, the Articles and this By-law, any question arising at any meeting of the Board shall be decided by a majority of votes. Subject to Section 25, each Director is entitled to exercise one (1) vote. All votes at any such meeting shall be taken by a show of hands in the usual manner of assent or dissent. Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the Chair declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, and the result of the vote so taken shall be the decision of the Board upon the said question. Voting by proxy is prohibited.
6. In the case of an equality of votes at any Board meeting, the Chair shall not have a second or casting vote.
7. A Director may, and if all the Directors of the Corporation consent, participate in a meeting of Directors or of a committee of Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of this By-law to be present at that meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the Directors at the meeting. Each vote cast by a Director participating by telephone or other electronic means shall be recorded in the minutes by the Secretary.
8. The office of a Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.
9. The Board may appoint such agents and engage such employees as the Board shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
10. The Directors shall be paid such remuneration as may be decided from time to time by Special Resolution at any annual meeting or special meeting of the Members, provided that no more than one percent (1%) of the Corporation’s annual capital may be allocated to Directors’ remuneration. 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.
11. A Director shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of any interest that the Director has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director:
    1. is a party to the contract or transaction;
    2. is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
    3. has a material interest in a party to the contract or transaction.

POWERS OF THE BOARD

1. The Board shall manage or supervise the management of the activities and affairs of the Corporation in all things. The Board may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do.
2. The Board shall:
   1. confirm and record in the records of the Corporation, the appropriate category placement of Accessibility Group Stakeholders and Broadcasting Industry Stakeholders pursuant to Section 76, from time to time;
   2. appoint the Secretary and the Treasurer in accordance with Sections 63(c) and 65 and such other officers as the Board shall from time to time determine;
   3. confirm the recommendation of the Nominating Committee with respect to the appointment of the Funding Officer made pursuant to Section 63(b) and Section 66, for approval by Extraordinary Resolution of the Members pursuant to Section 21(c)(i);
   4. confirm the recommendation of the Nominating Committee with respect to the appointment of the Chair made pursuant to Section 63(c) and Section 67, for approval by Special Resolution of the Members pursuant to Section 11(e);
   5. confirm the Annual Report of the Corporation as recommended pursuant to Section 62(a) for approval by Special Resolution of the Members pursuant to Section 11(b);
   6. confirm an Annual Budget and Business Plan for the Corporation as recommended pursuant to Section 62(b) for approval by Extraordinary Resolution of the Members pursuant to Section 11(c);
   7. recommend the form of Stakeholder Agreement and any amendments thereto, from time to time, for approval by Extraordinary Resolution of the Members pursuant to Section 21(c)(vii);
   8. recommend any amendments to any Annual Budget and Business Plan, including, without limitation, changes to the budgets contained therein between annual meetings for approval by Extraordinary Resolution of the Members pursuant to Section 21(c)(viii); and
   9. be solely responsible for and make all decisions with respect to the Fund, including Disbursements From the Fund and supervision of the Funding Officer.
3. The Board shall have power to authorize expenditures on behalf of the Corporation from time to time, including Disbursements From the Fund, and may delegate by resolution to an officer or officers of the Corporation the right to authorize payment of the day-to-day expenditures of the Corporation, to enter into any contract on behalf of the Corporation in the usual and ordinary course of the Corporation’s business, to employ employees and agents, and to fix a reasonable remuneration for all officers, agents and employees and committee members or consultation groups. 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 constating and related documents, are not proper justification and shall not be recovered from the Fund. Any proceeds recouped shall be re-invested in the Fund. Any contributions to the Fund, including recouped proceeds, shall be directed to proposals within two (2) years of the date of receipt by the Corporation.
4. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Board may prescribe.
5. The Board shall see that all necessary books and records of the Corporation required by this By-law or by any applicable statute or law, including without limitation, the minutes of meetings of the Board and of committees of the Corporation, are regularly and properly kept and made available for viewing to all Members and Directors. The Board will promote accountability of the Corporation through publication of research and project results. Subject to valid business reasons, as determined by the Board, the results and outcomes of funded projects should not be proprietary or confidential. The Board will report publicly on a quarterly and annual basis through the Quarterly Report and Annual Report, respectively.
6. The Board has the power to create, amend and repeal policies, rules and regulations with respect to procedural matters affecting the Corporation, provided that such policies, rules and regulations are neither covered in this By-law nor in contravention of the Act.

COMMITTEES

1. The Board may from time to time constitute such committee or committees of the Corporation as it deems necessary, for such purposes and with such powers as may be prescribed by the Board, except those powers which, under the Act, cannot be exercised by a committee.
2. Any member of any committee shall be removable from such committee at any time at the discretion of the Board.
3. The presence of a majority of committee members where: (a) such majority shall include at least one (1) Director who is an Accessibility Group Director, one (1) Director who is a Broadcasting Industry Director and one (1) Director who is an Independent Accessibility Director; and (b) such majority consists of a total number of those committee members who are Accessibility Group Directors and Independent Accessibility Directors, on the one hand, which is greater than the total number of those committee members who are Broadcasting Industry Directors, on the other, present at the meeting, shall be necessary to constitute a quorum for the transaction of business at committee meetings. Subject to Section 25, no business shall be transacted at any committee meeting unless a quorum is present at the commencement of and throughout the meeting.
4. 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 Broadcasting Industry Members may cast no more than one third of the votes and the Chair shall act as the chair of the Governance Committee and of the Nominating Committee.
5. Each committee of the Corporation may formulate its own rules of procedure subject to such regulations and/or directions as the Board may from time to time make in respect thereof and committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting of a committee shall be decided by a majority of votes.

AUDIT COMMITTEE

1. There shall be an audit committee (the “**Audit Committee**”)appointed by the Boardcomposed of the following Directors, a majority of whom shall not be officers or employees of the Corporation or its affiliates: one (1) Accessibility Group Director, one (1) Broadcasting Industry Director and one (1) Independent Accessibility Director, who shall be the chair of the Audit Committee, the duties of which, among other duties assigned by the Board from time to time, may be to:
   1. review the audited annual financial statements of the Corporation before they are submitted to the Board for approval;
   2. meet with the public accountant to discuss the financial statements of the Corporation, or any other matter;
   3. conduct an annual review of the types and amounts of insurance to be carried by the Corporation and advise the Board thereon;
   4. consider and review the scope of an external audit performed or to be performed in respect of the annual financial statements of the Corporation and other matters;
   5. review a candidate or slate of candidates for appointment as the public accountant of the Corporation and to recommend a candidate to the Members of the Corporation;
   6. assess the appropriateness of any reserves maintained by the Corporation; and
   7. provide direction to the Chair and the Funding Officer to implement and maintain appropriate internal control procedures, including determining how security issues should be handled pursuant to Sections 17 and 43 and the review, evaluation and approval of such procedures.

GOVERNANCE COMMITTEE

1. There shall be a governance committee (the “**Governance Committee**”) appointed by the Board composed of one (1) Accessibility Group Director, one (1) Broadcasting Industry Director and the Chair, who shall be the chair of the Governance Committee.
2. Any member of the Governance Committee shall be removable from such committee at any time by resolution of the Board.
3. The duties of the Governance Committee shall include, among other duties assigned by the Board from time to time:
   1. the review of the proposed Annual Report prior to confirmation by the Board pursuant to Section 49(e) and approval, by Special Resolution, by the Members pursuant to Section 11(b);
   2. 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 Funding Officer and the public accountant, 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 49(f) and approval, by Extraordinary Resolution, by the Members pursuant to Section 11(c); and
   3. the preparation and recommendation to the Board of policies and practices including a code of conduct and conflict of interest policy and amendments to this By-law and the Articles.

NOMINATING COMMITTEE

1. There shall be a nominating committee (the “**Nominating Committee**”) appointed by the Board composed of one (1) Accessibility Group Director, one (1) Broadcasting Industry Director, and the Chair, who shall be the chair of the Nominating Committee, the duties of which, among other duties assigned by the Board from time to time, shall be to:
   1. liaise with the Accessibility Group Stakeholders and the Broadcasting Industry Stakeholders, and each Category of Accessibility Group Stakeholders and Category of Broadcasting Industry Group Stakeholders, to ensure that they nominate candidates for the position of Director as contemplated by this By-law, and review the nominations received for election as Accessibility Group Directors, Broadcasting Industry Directors and Independent Accessibility Directors. For greater certainty, the slate of candidates nominated by the Stakeholders shall be final and there shall be no nominations from the floor of any Members’ meetings;
   2. prepare or cause to be prepared a slate of candidates for appointment as the Funding Officer of the Corporation and recommend a candidate or a slate of such candidates to the Board; and
   3. review a slate of candidates for appointment as officers of the Corporation, including the Chair, and to recommend a candidate or a slate of such candidates to the Board.

OFFICERS

1. The officers of the Corporation shall be a Funding Officer, a Chair, a Secretary, a Treasurer and any such other officers with such duties and level of seniority as the Board may by resolution determine. Any two (2) offices may be held by the same person, who need not be a Director, except as otherwise specifically provided in the Corporation’s by-laws.
2. The Secretary and the Treasurer and, except as otherwise provided herein, any other officers shall be appointed by resolution of the Board.
3. The Members shall, by Extraordinary Resolution, appoint an individual as the Funding Officer: (a) on the recommendation of the Nominating Committee as confirmed by the Board; and (b) on terms and at a remuneration as recommended by the Nominating Committee and confirmed by the Board, to hold office for a term not to exceed five (5) years. The Funding Officer shall at a minimum meet the eligibility criteria for Independent Accessibility Directors set out in Sections 31(a)(i) to 31(a)(iv) and Section 31(b) as of the effective date of the Funding Officer’s appointment, provided that for purposes of Section 31(a)(i), the fact that an individual is currently or in the year prior to appointment as the Funding Officer was an employee or officer of the Corporation or held office as the Funding Officer shall not disqualify him or her from being appointed or re-appointed as the Funding Officer. Subject to the terms of any employment contract, the Funding Officer may be re-appointed on the expiration of his or her term of office. The Funding Officer may be removed with or without cause at any time by Extraordinary Resolution.
4. The Chair shall be an individual appointed by the Members pursuant to the recommendation of the Nominating Committee, as confirmed by the Board, from among the Independent Accessibility Directors at each annual meeting of Members. The Chair may be removed with or without cause at any time by Extraordinary Resolution.
5. The officers of the Corporation, other than the Funding Officer and employees of the Corporation, shall hold office for one (1) year from their date of appointment or until their successors are appointed in their stead.
6. The officers appointed by resolution of the Board pursuant to Section 65 shall be subject to removal by resolution of the Board at any time with or without cause.

DUTIES OF OFFICERS

1. The Funding Officer shall be the chief executive officer of the Corporation, shall have responsibility, under the supervision of the Board, for the general and active management of the activities and 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 in both official languages for the Board’s consideration; assist in the preparation of the Annual Budget and Business Plan and Annual Report; draft requests for proposals 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. The Funding Officer shall report to the Board on a monthly basis and on request of the Board. The Funding Officer shall make all reasonable efforts to ensure that the resources of the Corporation are allocated in an efficient manner.
2. The Chair shall preside at all meetings of the Members and of the Board. The Chair shall see that all orders and resolutions of the Board are carried into effect. The Chair shall review the remuneration of the Funding Officer and the public accountant, 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 financial year and shall report to the Board on the review. The Chair shall have such other powers and shall perform such other duties as may from time to time be assigned to the Chair by resolution of the Board or as are incidental to the office.
3. In the event that the Chair is not present within fifteen (15) minutes from the time fixed for holding any meeting at which the Chair presides, an individual shall be appointed to preside at the meeting in the place and stead of the Chair as follows:
   1. in the case of a Board meeting, by the Directors who are present at the meeting from among the Independent Accessibility Directors who are present at the meeting;
   2. in the case of a meeting of Members, by the Members who are present at the meeting from among the Members who are also Independent Accessibility Directors who are present at the meeting; and
   3. in the case of a committee meeting, by the committee members who are present at the meeting and are entitled to vote at the meeting from among the committee members who are also Independent Accessibility Directors who are present at the meeting.
4. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank, or trust company or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at any meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.
5. The Secretary may be empowered by the Board, on resolution of the Board, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members, of the Board and of committees, and shall perform such other duties as may be prescribed by the Board or the Chair under whose supervision the Secretary shall be. The Secretary shall be custodian of the seal of the Corporation, if any, which the Secretary shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. Without limiting the foregoing, the Secretary shall, upon receipt of confirmation from the Corporation of the execution and delivery of a Stakeholder Agreement by a prospective Stakeholder of the Corporation, consult with the Funding Officer and, following such consultation amend the record of Stakeholders described in Section 77 to be maintained by the Secretary appropriately.
6. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them, provided that officers shall not be authorized to engage in any of the activities referred to in Section 138(2) of the Act.

STAKEHOLDERS

1. A broadcaster, BDU or accessibility group shall become a Stakeholder upon confirmation 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. An accessibility group may belong to only one (1) Category of Accessibility Group Stakeholder and, upon execution of the Stakeholder Agreement, shall be recorded in the records of the Corporation for such applicable Category of Accessibility Group Stakeholders. For greater certainty, Stakeholders are not Members of the Corporation.
2. Each:
   1. 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) and the nomination process relating to the election of the Independent Accessibility Directors described in Section , 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 thirty (30) days prior to the election to which such nomination relates; and
   2. 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), and the nomination process relating to the election of the Independent Accessibility 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 Broadcasting Industry Stakeholders, and, following conclusion of such process, be delivered to the Nominating Committee not less than thirty (30) days prior to the election to which such nomination relates.
3. **[Intentionally deleted.]**
4. An Accessibility Group Stakeholder or Broadcasting Industry Group Stakeholder ceases to be a Stakeholder immediately by resolution of the Board provided that the Stakeholder has been granted an opportunity to be heard at such meeting.

INDEMNITIES TO DIRECTORS AND OTHERS

1. Except as provided in the Act, no person referred to in Section 81 will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Corporation unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Corporation, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
2. Subject to the Act, the Corporation will indemnify a Director or officer, a former Director or officer, or another individual who acts or acted at the Corporation’s request as a Director or officer, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding to which he or she is involved because of his or her association with the Corporation if:
   1. he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
   2. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
3. The right to indemnity provided in Section 81 will include the right to the advance of moneys from the Corporation for the costs, charges and expenses of a proceeding referred to above, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in Section 81(a) and Section 81(b) above. The Corporation will also indemnify the persons listed in Section 81 in any other circumstances that the Act permits or requires.
4. Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 81 against any liabilities and in any amounts as the Board may determine and as are permitted by the Act.

EXECUTION OF DOCUMENTS

1. The following are the only persons authorized to sign any document on behalf of the Corporation, other than in the usual and ordinary course of the Corporation’s business:
   1. any two (2) Directors of the Corporation, provided that no individual shall execute, acknowledge, or verify any instrument in more than one capacity; or
   2. 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.

Any document so signed may, but need not, have the corporate seal, if any, applied.

1. The signatures of any person authorized to sign on behalf of the Corporation may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.
2. The banking business of the Corporation shall be transacted with such banks, trust companies or other financial institutions as may from time to time be designated by or under the authority of the Board. Such banking business or any part of it shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.
3. The securities of the Corporation may be deposited, from time to time, for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board or, if so authorized by the Board, with such other depositories or in such other manner as may be determined from time to time by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Director or Directors, officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. Any institution so selected as custodian by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

PUBLIC ACCOUNTANT

1. At each annual meeting, the Members shall, by Ordinary Resolution, appoint a public accountant to hold office until the close of the next annual meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Directors shall immediately fill any vacancy in the office of public accountant.
2. The responsibilities of the public accountant shall be:
   1. to conduct an audit engagement or review engagement, as applicable under the Act, of the Corporation in the manner prescribed under the Act;
   2. prepare a report in the manner prescribed under the Act on the financial statements required under the Act to be placed before the Members;
   3. to attend every meeting of the Board that he or she is requested to attend; and
   4. to attend any meeting of the Members, at the expense of the Corporation, and answer any questions relating to their duties.
3. The public accountant 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.
4. The remuneration of a public accountant may be fixed by the Members, or if not so fixed, shall be fixed by the Board.

AMENDMENT OF BY-LAWS OR ARTICLES

1. Subject to Section 93, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Special Resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting. Notwithstanding the foregoing, by-law amendments or repeals that relate to the subject matter of Section 197(1) of the Act will only be effective when confirmed by an Extraordinary Resolution of the Members.
2. The By-law and Articles shall not be altered in such a way that the Fund does not meet the requirements of Decision 2011-163. This Section shall not be removed or changed without prior approval of the CRTC.

**IN WITNESS WHEREOF,** we have hereunto set our hands at the City of Ottawa, in the Province of Ontario, as of the day of , 2012.