

A By-law relating generally to the conduct of the affairs of **THE FOUNDATION FOR CANADIAN COMEDY (CANCOM)** (the "Corporation")

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

1. INTERPRETATION

1.01 In this By-law and all other by-laws of the Corporation, unless the context otherwise requires:

- 1.01 (a) "**Act**" means the *Canada Not-For-Profit Corporations Act* SC 2009, c 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- 1.01 (b) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 1.01 (c) "**Board**" means the board of directors of the Corporation;
- 1.01 (d) "**By-law**" means this and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- 1.01 (e) "**Committees**" means the standing or ad hoc committees of the Corporation from time to time and "**Committee**" means one of them;
- 1.01 (f) "**Directors**" means those individuals who are duly elected by the Members to sit on the board and to manage the affairs of the Corporation, and "**Director**" means one of them;
- 1.01 (g) "**Members**" means the persons, associations, organizations, unions, societies, partnerships, corporations, or institutions which:
 - (i) reside or operate in Canada, as the case may be;
 - (ii) support the activities and policies of the Corporation;
 - (iii) have been approved for membership by the board;
 - (iv) have paid the appropriate membership fees, contributed the appropriate volunteer hours, or satisfied other criteria for membership as determined by the board from time to time;
 - (v) are indicated by name, email, and address on the Members' register; and
 - (vi) have not withdrawn or been excluded by the board as a Member,

and “**Member**” means one of them;

- 1.01 (h) “**Members’ Meeting**” includes an annual meeting of members and a special meeting of members; “**special meeting of members**” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- 1.01 (i) “**Notice**” means the provision of information in written form, including by electronic means;
- 1.01 (j) “**ordinary resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- 1.01 (k) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- 1.01 (l) “**Special Resolution**” means a resolution passed by two thirds of the votes cast on that resolution.

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

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

1.04 Subject to the Articles of Incorporation, the Corporation’s mission is to support the creation of Canadian comedy content for presentation and distribution in Canada and the global market, with such content being made and owned by comedians through collaborations with other industry stakeholders.

1.05 Subject to the Articles of Incorporation, the Corporation’s objectives are:

- 1.05 (a) to support employment, investment, and production opportunities in the creation of Canadian comedy content by independent comedians, including produced media and live performance;
- 1.05 (b) to stimulate comedic content creation from Canadian comedians, promote their professional activities, and to support collaboration with industry stakeholders in the private and public sectors;
- 1.05 (c) to consider supporting initiatives that improve financial sustainability and growth among Canadian comedy industry stakeholders; and
- 1.05 (d) To keep Canadian comedy industry talent living and working in Canada, and increase their opportunities to maintain all rights and interests (including copyright) in the Intellectual Property (IP) they create.

2. SEAL AND EXECUTION

2.01 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.

2.02 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers (as described in Section 6.0 herein) or directors who have been designated as signing officers. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

3. FINANCIAL ARRANGEMENTS

3.01 The financial year end of the Corporation shall be as determined by the Board.

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

3.03 The board may, without authorization of the Members:

- 3.03 (a) borrow money upon the credit of the Corporation;
- 3.03 (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- 3.03 (c) give a guarantee on behalf of the Corporation to secure the performance of an obligation of any person; and
- 3.03 (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired property of the Corporation, to secure any debt of the Corporation.

3.04 The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that such documents are available at the registered office of the Corporation and any member may, by request and upon reasonable notice.

- 3.04 (a) Notwithstanding the foregoing, by virtue of the Corporation's status as a Canadian Radio-television and Telecommunications Commission (the "CRTC") certified independent production fund (a "CIPF"), to the extent such status is acquired and maintained by the Corporation, the Corporation shall file with the CRTC an annual report, including audited financial statements, no later than three months after the end of fiscal year, for its activities in the previous year.
- 3.04 (b) The reports to the CRTC must include the supplementary information set out in the appendix to Broadcasting Regulatory Policy CRTC 2016-343, (or any update to the respective policy), must include in its audited financial statements clear indication of the amount spent on administration in the statement of operations, and must be easily accessible and made publicly available by the Corporation on its website.

3.05 To the extent the Corporation receives any recoupments of equity payments or loans, such recoupments shall be reinvested in the Corporation and not flow through to BDUs, as hereinafter defined.

3.06 Recoupments of equity payments include:

- 3.06 (a) any recoupment, refund or distribution of capital that the Corporation may receive on account of its equity investment in a production; and
- 3.06 (b) any dividends or other benefits received by the Corporation on account of any equity investment.

3.07 Recoupments of loans include:

- 3.07 (a) any repayment of a loan made by the Corporation; and
- 3.07 (b) any interest payments received by the Corporation on account of a loan.

4. MEMBERS

4.01 Membership Conditions

- 4.01 (a) Membership in the Corporation shall consist of individuals, bodies corporate and other legally recognized bodies.
- 4.01 (b) Application for membership in the Corporation, if any, shall be made on a form approved by the board, which application shall be reviewed by the designated staff for completeness and satisfaction of membership eligibility.
- 4.01 (c) The board shall have the power to, in its sole discretion, accept or refuse a nominee or applicant.

- 4.01 (d) Upon approval by the board, an applicant shall be admitted to the membership of the Corporation. The board shall cause the applicant's name, contact information, and date of membership commencement to be entered in the membership roll.

4.02 Rights of All Members

- 4.02 (a) The liability of all Members is limited.
- 4.02 (b) Any Member may inspect the annual financial statements and minutes of Members' Meetings at the registered office of the Corporation with 7 days' notice.
- 4.02 (c) Subject to the Act, Members in the Corporation shall be entitled to all of the benefits made available to all members of the same class and category of membership, if applicable.
- 4.02 (d) A membership may only be transferred to the Corporation.
- 4.02 (e) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to sections 4.01, 4.02, 4.03, or any other sections of the By-laws if those amendments affect the membership rights and/or conditions described in sections 197(1)(e), (h), (l) or (m) of the Act.

4.03 Membership Obligations

- 4.03 (a) Members shall be notified in writing (hard copy, or via electronic delivery) of the membership dues, if any, that are outstanding. If any such obligations are not resolved within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

4.04 Classes of Membership

- 4.04 (a) Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation, provided however the board shall admit as a Class A member one person that is an elected director on the board of The Canadian Association of Stand-up Comedians whether in its current or a future variation thereof ("CASC"), for so long as CASC exists or until such privilege is surrendered. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

- (i) **Class A Members**

- (1) Class A voting membership shall be available only to persons who have applied and have been accepted for Class A voting membership in the Corporation.
- (2) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (3) As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.
- (4) Membership criteria for Class A voting members includes, but is not limited to, payment of an annual “membership fee/due” as prescribed from time to time by the board by resolution.

(ii) **Class B Members**

- (1) Class B non-voting membership shall be available only to persons who have applied and have been accepted for Class B non-voting membership in the Corporation.
- (2) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (3) Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation, but may be admitted to such meetings upon the invitation of the chair of the meeting or by resolution of the Members.

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

4.05 Termination of Membership

4.05 (a) Membership in the Corporation terminates when a Member:

- (i) reaches the expiry of their term;
- (ii) dies, or resigns;
- (iii) becomes bankrupt;
- (iv) resigns in accordance with these By-laws;

(v) is excluded by the board in accordance with these By-laws; or

(vi) the Corporation is liquidated or dissolved under the Act.

- 4.05 (b) Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.
- 4.05 (c) A Member may withdraw from membership in the Corporation by written resignation to the board, effective on the date specified in the resignation.
- 4.05 (d) A Member may be excluded from membership in the Corporation by the board for one or more of the following grounds:
- (i) violating any provision of the articles, by-laws, or written policies of the Corporation;
 - (ii) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
 - (iii) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- 4.05 (e) In the event that the board determines that a Member should be excluded from membership in the Corporation, the Chairperson, or such other officer as may be designated by the board, shall provide 20 days' notice of exclusion to the Member and shall provide reasons for the proposed exclusion. The Member may make written submissions to the Board, in response to the notice received within such 20 day period. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 20 days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.
- 4.05 (f) In the event that the Membership of a Class A member in the Corporation has been terminated, all respective "membership fees/dues" then paid remain fully the property of the Corporation, and the commitment to pay future "membership fees/dues" beyond the current membership year immediately ceases to exist.

5. DIRECTORS

5.01 Overview and Powers

- 5.01 (a) The board shall have the authority to implement and establish the vision of the Corporation, which includes but is not limited to having sole and exclusive responsibility for funding decisions relating to funds received through Canadian

Content Development (“CCD”), or Canadian Programming Expenditures (“CPE”) by virtue of the Corporation’s status as a Canadian Radio-television and Telecommunications Commission (the “CRTC”) certified independent production fund (a “CIPF”), to the extent such status is acquired and maintained by the Corporation. The board shall at all times comply with any and all CRTC requirements to which the Corporation is subject.

- 5.01 (b) The board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its constating documents or otherwise authorized to exercise and do.
- 5.01 (c) The board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. 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 interest of the Corporation in accordance with such terms as the board of directors may prescribe.
- 5.01 (d) The board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- 5.01 (e) The board of directors shall from time to time suggest new and/or replacement directors for consideration by Members for election, including via a recruitment Committee as may be established by the board from time to time, and is empowered to employ staff and determine their duties, responsibilities and remuneration. Specifically, the Corporation may engage a staff member to be known as the Executive Director of the Corporation.
- 5.01 (f) The Executive Director, if any, shall be responsible to the board, through the Chairperson, and shall be responsible, with the assistance of other staff, if applicable, for: creating and proposing the Corporation’s annual operating budget; structuring and definition of the Corporation’s respective funding streams; developing policies, strategies and procedures to recommend to the board; and, for carrying out the approved policies and directives of the board and executive Committee, if any, consistent with the mandate of the Corporation.
- 5.01 (g) Remuneration for all officers, agents, and employees shall be fixed by the board by resolution.

- 5.01 (h) Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by all of the directors (or such of the directors as are specifically authorized by a written resolution signed by all of the directors to sign such contracts, documents or instruments), and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.
- 5.01 (i) The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.
- 5.01 (j) The directors shall approve annually by majority vote the Corporation's operating budget, as prepared and presented by the Executive Director to the officer acting as Treasurer.
- 5.01 (k) Notwithstanding the foregoing, to emphasize the board's independence from private funding entities, including a Broadcasting Development Undertaking, as that term is defined by the CRTC ("BDU"), broadcasters and their affiliates, and the notion that any relevant CIPF funding should not be self-serving, the board shall establish an effective and efficient process to ensure that applications for funding of productions are appraised objectively and absent of actual or perceived conflicts of interest and, furthermore, demonstrate that any production supported through relevant CIPF funding will be available on a platform accessible by Canadians.

5.02 Eligibility

- 5.02 (a) Directors must be Canadian individuals over the age of 18, as defined in Direction to the CRTC (ineligibility of non-Canadians). To be eligible for a position on the board, Directors are not required to also be members, or be employed or otherwise affiliated with member organizations of the Corporation. To be eligible for renewal of their term, a Director must be in good standing including, without limitation, with respect to their duties as a director.
- 5.02 (b) Directors must have stakeholder, professional, social, or supporting interest in the profitability, promotion, success, and/or development of the Canadian comedy industry, as determined by the elections Committee, to be eligible for a position on the board. Pursuant to Section 197(1) of the Act, a Special Resolution of the Members (and if Section 199 applies, a Special Resolution of each class of Members)

is required to make any amendment to the Articles or By-laws of the Corporation to change this board director requirement.

5.03 Composition

- 5.03 (a) The board shall consist of the number of directors specified in the articles. Where the Articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the Members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates, provided however the board shall consist of no less than two (2) directors who represent by employment or volunteerism the not-for-profit/public sector in the arts, culture, or entertainment industry, including unions and associations.
- 5.03 (b) Notwithstanding the foregoing, with respect to funds received by virtue of the Corporation's status as a Canadian Radio-television and Telecommunications Commission (the "CRTC") certified independent production fund (a "CIPF"), to the extent such status is acquired and maintained by the Corporation, to emphasize the board's independence from private funding entities, including a Broadcasting Development Undertaking, as that term is defined by the CRTC ("BDU"), broadcasters and their affiliates, and the notion that any relevant CIPF funding should not be self-serving, at least two thirds of the board members involved in approving and supervising the implementation of such funds must be independent.

5.04 Election of Directors

- 5.04 (a) The Members eligible to vote shall vote to fill vacancies on the board from the individuals interested in serving as Director.

5.05 Term of Office

- 5.05 (a) The directors shall be elected to hold office for a term expiring not later than the close of the second (2nd) annual meeting of members following their election or appointment, as the case may be. A director shall be eligible to serve for a maximum of three (3) consecutive terms. Notwithstanding the foregoing, if a director holds an officer position in the Corporation, they shall be permitted to serve more than three (3) consecutive terms.
- 5.05 (b) A director shall automatically cease to hold office if:
- (i) at a Members' Meeting, a resolution is passed by a majority of the members present at the meeting that they be removed from office;
 - (ii) a director has three (3) unexcused absences from board meetings;

- (iii) a director has resigned from their office by delivering a written resignation to the Secretary of the Corporation;
- (iv) they are found by a court to be of unsound mind;
- (v) they become bankrupt or suspends payment or compounds with their creditors; or
- (vi) on death.

5.05 (c) A retiring director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and their successor is elected.

5.06 Vacancies

5.06 (a) Vacancies on the board occurring before the expiry of the term of such director shall be filled by appointment of the board.

5.07 Remuneration

5.07 (a) Directors shall not receive any compensation for their services as directors, but the board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Corporation. Nothing in these By-laws shall preclude a director or officer from serving the Corporation in any other capacity and receiving reasonable remuneration and expenses for such services as approved by the board from time to time.

6. OFFICERS

6.01 Appointment of Officers

- 6.01 (a) The board may appoint officers on an annual or more or less frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these By-laws otherwise provide. Two or more offices may be held by the same person.
- 6.01 (b) The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, and such other officers as may be appointed from time to time by the board.
- 6.01 (c) The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or Chairperson requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. In the event that any of the officers above are not appointed, to the extent that such officers have any responsibilities pursuant to any

other provisions of this by-law, the board may assign those responsibilities to another officer or employee of the Corporation.

6.01 (d) Chairperson and Vice-Chairperson:

(i) The Chairperson and the Vice-Chairperson shall be elected by the board from among its members for one year, unless extended by approval of the Board. It shall be the duty of the Chairperson to preside at all meetings of the board and the executive Committee and to promote the mandate of the Corporation. In the absence or inability to act of the Chairperson, the Vice-Chairperson or in their absence a member of the board shall exercise the functions of the Chairperson.

6.01 (e) Secretary:

(i) The Secretary shall be appointed by the board for a term of office determined by the board.

(ii) The Secretary shall attend to the giving and service of all notices of the Corporation and shall keep the minutes of all meetings of the members, the board and the executive Committee in a book or books to be kept for that purpose. The Secretary shall arrange for the safe custody of the corporate seal of the Corporation. The Secretary shall have charge of the records of the Corporation including books containing the names and addresses of the members and the members of the board and executive Committee, together with copies of all reports made by the Corporation, and such other books and papers as the board or executive Committee may direct. The Secretary shall be responsible for the keeping and filing of all books, reports and other documents required by law to be kept and filed by the Corporation and not required to be kept by some other officer or agent of the Corporation. The Secretary shall perform all acts incidental to the office of Secretary subject to the control of the board and executive Committee and shall have such other powers and duties as the board or executive Committee may determine from time to time.

6.01 (f) Treasurer:

(i) The Treasurer shall:

(1) be responsible for the custody of all financial books and records of the Corporation;

(2) keep, or cause to be kept, proper accounting records as required by the Act;

(3) deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank account;

- (4) under the direction of the board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation;
- (5) render to the board, whenever required, an account of all their transactions as treasurer and of the financial position of the Corporation;
- (6) deliver to their successor in office all funds, books, documents, and other property of the Corporation which they may have possession of or for which they are accountable; and
- (7) perform such other duties as may from time to time be prescribed by the board.

- 6.01 (g) Subject to the foregoing, the officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead, unless extended by approval of the Board. Officers shall be subject to removal by a unanimous resolution of the board of directors at any time.
- 6.01 (h) The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

6.02 Term

- 6.02 (a) The officers of the Corporation shall hold office until their successors have been elected or appointed.

6.03 Remuneration

- 6.03 (a) Remuneration for all officers, agents and employees and committee members shall be fixed by the Executive Committee and approved by the board by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

6.04 Vacancy in Office

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

7. COMMITTEES OF THE BOARD

- 7.01** The board may from time to time appoint any committee or other advisory body, including an executive Committee, elections Committee, recruitment Committee, or otherwise

as it deems necessary or appropriate for such purposes and, subject to the Act, each with such powers as the board sees fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

7.02 Each Committee shall have a member of the board appointed by the board as a liaison between the Committee and the board.

7.03 The Chairperson and the Secretary shall be ex-officio members of all Committees.

7.04 Each Committee shall report on its activities to the Board at least once a year.

7.05 On any selection committee responsible for funding decisions relating to funds received through Canadian Content Development (“CCD”), or Canadian Programming Expenditures (“CPE”) by virtue of the Corporation’s status as a Canadian Radio-television and Telecommunications Commission (the “CRTC”) certified independent production fund (a “CIPF”), at least one member will be responsible for ensuring that official language minority communities’ (“OLMCs”) reflection and issues are taken into account.

8. MEETINGS

8.01 Calling a Members' Meeting

8.01 (a) The board may call a Members’ Meeting and shall call a Members’ Meeting on written requisition of Members carrying not less than ten percent (10%) of the voting rights in the Corporation.

8.01 (b) If the board does not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.

8.01 (c) The board shall call the Annual General Meeting within 6 months after the end of the Corporation’s fiscal year.

8.02 Notice

8.02 (a) Notice of the date, time and place of a Members’ Meeting or Annual General Meeting shall be given to each Member entitled to vote at the meeting by the following means:

(i) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

(ii) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

- 8.02 (b) Notice of any meeting where a Special Resolution is proposed for consideration shall contain information as to the special business, the proposed resolution, or any such information to permit the Member receiving notice to form a reasoned judgment on the decision to be made.
- 8.02 (c) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Members' Meeting.

8.03 Members' Meeting Business

- 8.03 (a) At any Members' Meeting, the members may consider and transact any business.
- 8.03 (b) At every annual meeting, the report of the directors, the financial statements and the report of the auditors shall be presented and the auditors appointed for the ensuing year.

8.04 Place of Members' Meeting

- 8.04 (a) Subject to compliance with section 159 (Place of Members' Meetings) of the Act, Members' Meetings may be held at any place within Canada determined by the board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

8.05 Persons Entitled to be Present at Members' Meetings

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

8.06 Chair of Members' Meetings

- 8.06 (a) In the event that the Chairperson and the Vice-Chairperson of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

8.07 Quorum at Members' Meetings

- 8.07 (a) A quorum at any Members' Meeting (unless a greater number of Members are required to be present by the Act) shall be a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a Members' Meeting, the

Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

- 8.07 (b) Twenty-five percent (25%), but never any less than a minimum of two of the voting members present in person or, in the case of members who are a corporation, firm or association, represented by their delegates, shall constitute a quorum for the transaction of business at any Annual or Special General Meeting.

8.08 Votes to Govern at Members' Meetings

- 8.08 (a) At any Members' Meeting every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions.
- 8.08 (b) In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the motion shall fail.

8.09 Participation by Electronic Means at Members' Meetings

- 8.09 (a) 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 Members' Meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, 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 Members' Meeting 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.
- 8.09 (b) Pursuant to Section 197(1) of the Act, a Special Resolution of the Members (and if Section 199 applies, a Special Resolution of each class of Members) is required to make any amendment to the Articles or By-laws of the Corporation to change this method of voting by Members not physically present at a meeting of members.

8.10 Members' Meeting Held Entirely by Electronic Means

- 8.10 (a) If the directors or Members of the Corporation call a Members' Meeting pursuant to the Act, those directors or Members, as the case may be, may determine by unanimous resolution that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

8.11 Resolutions In Lieu of Members' Meeting

- 8.11 (a) Written resolutions signed by all members entitled to vote on such resolution may be used in lieu of a meeting, except in the case of the annual meeting.

8.12 Minutes

- 8.12 (a) Minutes of all general meetings of members shall be kept by the Secretary or in their absence by such person appointed by the Chairperson.

8.13 Calling a Board Meeting

- 8.13 (a) Meetings of the board of directors may be called at any time by the Chairperson or any two (2) members of the board of directors.
- 8.13 (b) After the Annual Meeting of members in each year, a meeting of such of the members of the board of directors, including newly elected directors, as are then present shall be held, provided they shall constitute a quorum, without notice, for the election or appointment of officers of the Corporation and the Members of the executive Committee to be elected in that year and the transaction of such other business as may come before the meeting.

8.14 Notice of Meeting of Board of Directors

- 8.14 (a) Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 3 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 8.14 (b) In any case when the convening of a meeting of the board of directors is considered by the Chairperson, in their discretion, to be a matter of urgency, they may give notice of a meeting of the board of directors by telephone or any other form of telecommunication (including electronic mail) not less than twenty-four (24) hours before the meeting so convened. The location of any meeting so called, shall have been approved by resolution of the board of directors either before or at such meeting.
- 8.14 (c) Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

8.15 Regular Meetings of the Board of Directors

- 8.15 (a) The board shall meet at least one time per financial year.

- 8.15 (b) The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

8.16 Persons Entitled to be Present at Board Meetings

- 8.16 (a) The only persons entitled to be present at a board meeting shall be those entitled to vote at the meeting, and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the board.

8.17 Chair of Board Meetings

- 8.17 (a) In the event that the Chairperson and the Vice-Chairperson of the board are absent, the directors who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

8.18 Quorum of Directors

- 8.18 (a) The quorum for a board meeting shall be a majority of directors in office, from time to time, provided that Directors representing BDUs shall at no time make up more than one third of the Directors present. Any meeting of the board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

8.19 Votes to Govern at Meetings of the Board of Director

- 8.19 (a) Each director is authorized to exercise one vote. At all meetings of the board, every question shall be decided by majority vote. Notwithstanding the foregoing, to emphasize the board's independence from private funding entities, including a Broadcasting Development Undertaking, as that term is defined by the CRTC ("BDU"), broadcasters and their affiliates, and the notion that any relevant CIPF funding should not be self-serving, independent board members shall cast no fewer than two thirds of the votes in a meeting.
- 8.19 (b) When a formal vote of the board of directors is required, decisions shall be by resolution adopted by the vote of a majority of the members present, except as otherwise provided herein. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the motion shall fail.

8.20 Participation by Electronic Means at Director Meetings

- 8.20 (a) 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 Members' Meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, 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 Members' Meeting 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.

8.21 Minutes of the Board of Directors

- 8.21 (a) The minutes of the board shall not be available to the general membership of the Corporation but shall be available to the board, each of whom shall receive a copy of such minutes.

8.22 Method of Giving Any Notice

- 8.22 (a) Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
- (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
 - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - (iv) if provided in the form of an electronic document in accordance with Part 17 of the Act.
- 8.22 (b) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or

cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

- 8.22 (c) If neither an address nor an electronic mail address of any member of the board of directors appears on the books of the Corporation, then the notice may be sent to such member at such address or electronic mail address as the person sending the notice may consider to be the most likely to result in such notice promptly reaching such member.
- 8.22 (d) The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

8.23 Electronic Participation

- 8.23 (a) 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 any meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, 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 any meeting 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.

9. AUDITORS

9.01 The members shall, at each annual meeting, appoint a public accountant as auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

10. RULES AND REGULATIONS

10.01 The directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

11. INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW

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

12. BY-LAWS

12.01 Subject to the Articles, 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 ordinary 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 Members' Meeting or if it is rejected by the Members at the meeting.

12.02 The section immediately above does not apply to a By-law that requires a Special Resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by Members.

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

13. INDEMNIFICATION

13.01 Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- 13.01 (a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of their office or in respect of any such liability;

13.01 (b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.