



Fonds canadien de la
radio communautaire

Community Radio
Fund of Canada

**By-laws
on the operation of the
Community Radio Fund of Canada (CRFC)**

Adopted by the meeting of members on January 26, 2021

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The following provisions are hereby enacted as the by-laws of the CRFC.

CHAPTER I - GENERAL PROVISIONS

Article 1 - Definitions

Unless the context indicates otherwise, in these by-laws and in all other by-laws of the CRFC:

"Act" means the Canada Not-for-Profit Corporations Act, S.C. 2009 c. 23, including the regulations made under the Act and any successor legislation or regulations and any amendments thereto;

"Articles of incorporation" means the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of arrangement and articles of reorganization;

"Board of Directors" means the Board of Directors of the CRFC;

"By-law" means these by-laws and all other by-laws of the CRFC and any amendments thereto that are in force;

"Commercial radio broadcasters" means the private broadcasters named in Broadcasting Regulatory Policy CRTC 2011-431, The Community Radio Fund of Canada's Corporate Plan and Operational Plan, namely Astral Media Radio Inc., Bell Media Radio, a division of Bell Media Inc., Golden West Broadcasting Limited, Newcap Inc., The Jim Pattison Broadcast Group LP, Rogers Media Inc. and RNC Media Inc.;

"Consensus" means an agreement of the directors to adopt a proposal when no one asks for a vote to ascertain whether there is a formal objection;

"Day" means a period of 24 consecutive hours beginning at midnight (00:00) and ending at 23:59, and includes statutory holidays and weekend days;

"Director" means a member of the Board of Directors;

"Meeting of members" means an annual or special meeting of members;

"Officers" means those positions given authority by the meeting of members or the Board of Directors to manage the business and affairs of the CRFC and whose duties are described in Article 48;

"Ordinary resolution" means a resolution passed by a majority of the votes cast by at least fifty percent (50%) plus one (1) of the votes;

"Organization" means in English the Community Radio Fund of Canada, which may also be referred as the CRFC (or in French the Fonds canadien de la radio communautaire, which may also be referred as the FCRC);

"Proposal" means a proposal submitted by a member of the CRFC that meets the requirements of article 163 (Proposal by a member) of the Act;

"Regulations" means any regulations made under the Act and any amendments or updates to those regulations that are in force;

"Radio station association" means any or all of the following representative associations of campus and community radio stations: (i) the Alliance des radios communautaires du Canada (ARC du Canada), (ii) the Association des radiodiffuseurs communautaires du Québec (ARCQ), and (iii) the National Campus and Community Radio Association/L'Association nationale des radios étudiantes et communautaires (NCRA/ANREC);

"Special meeting of members" means a meeting of all members entitled to vote at an annual meeting of members;

"Special resolution" means a resolution passed by at least two thirds (2/3) of the votes cast.

Article 2 - Interpretation

In the interpretation of these by-laws, words importing the masculine gender shall include the feminine and words importing the singular number shall include the plural and vice versa. Otherwise, words and expressions defined in the Act shall have the same meaning when used in these by-laws.

Article 3 - Primacy of the French Version

Since these by-laws were originally drafted in French, the French text will prevail in the event of a discrepancy between the French and English versions.

Article 4- Seal of the CRFC

The seal, an impression of which appears in the margin of this document, is the seal of the CRFC.

Article 5 - Signature of Documents

Contracts, documents or any other instruments requiring the signature of the CRFC shall be signed by one or two staff and/or directors as designated by the Board of Directors and, once signed, shall be binding on the CRFC without any further formality. The officers shall be authorized from time to time by resolution of the Board of Directors to appoint one or more members to sign certain contracts, documents and instruments on behalf of the CRFC.

Article 6 - Borrowing Authority

The CRFC Board of Directors may, without the authorization of the members,

- a. Borrow on the credit of the CRFC;
- b. Issue, reissue or sell the CRFC's debt obligations or pledge them as security by way of a mortgage or a pledge;
- c. Mortgage, hypothecate or otherwise encumber all or any part of the present or future property of the CRFC to secure its debt obligations.

Article 7 - Fiscal Year

The CRFC's fiscal year covers the period from the first (1st) September to the thirty-first (31st) August of the following year.

Article 8 - Annual Financial Statements

The CRFC may, instead of sending members a copy of the annual financial statements and the other documents referred to in article 172(1) (Annual Financial Statements) of the Act, publish a notice to its members stating that the annual financial statements and the other documents referred to in article 172(1) are available at the head office of the CRFC and that any member may, on request and without charge, receive a copy of them.

Article 9 - Invalidity of a Provision of these By-laws

The invalidity or unenforceability of any provision or article of any of the by-laws shall not affect the validity or enforceability of any other provision or article of these by-laws.

CHAPTER II - MEMBERS

Article 10 - Categories of Members

Subject to its Articles of incorporation, the CRFC has two categories of members: regular and associate.

Regular members are divided into two subcategories:

- "Community or campus radio stations": either community or campus radio stations holding a valid license from the Canadian Radio-television and Telecommunications Commission (CRTC);
- "Commercial radio broadcasters": commercial broadcasting companies that are designated by the CRTC in Policy 2011-431.

Associate members are the three (3) campus and community radio station associations operating in Canada.

Article 11- Membership Process

Campus and community radio stations must meet the membership conditions found in Article 12 in order to become a regular member of the CRFC. They must apply for membership in writing by sending a form signed by an authorized representative of its radio station. The membership period is one year, begins on September 1 and is renewable. The Board of Directors shall ensure that a register of those members is kept up to date.

Commercial radio broadcasters designated by the CRTC and radio station associations have de facto membership in the CRFC. They do not need to apply for membership and pay a membership fee, are not be publicized as a member and do not participate in member-only communications.

Article 12- Conditions of Membership

In order to determine the eligibility of a campus or community radio station to become a member of the CRFC, the following conditions must be met:

- a. Hold a valid campus or community radio station license to operate in Canada (Public Notices CRTC 2000-12, 2000-13, 2010-499);
- b. Adhere to the mission and goals of the CRFC.

Article 13 - Termination of a Member's Membership

Membership in the CRFC terminates in any of the following cases:

- a. the written resignation of the member on the date specified in the notice;
- b. dissolution or winding up of the member;
- c. non-payment of annual dues 60 days after the notice has been sent;
- d. expulsion of the member by the Board of Directors for any of the reasons set out in Article 14 - Disciplinary Action Against a Member.

The termination of a member's membership terminates the member's rights, including any rights the member may have with respect to CRFC property.

Article 14 - Disciplinary Action Against a Member

The Board of Directors is authorized to suspend or expel a member of the CRFC for any of the following reasons:

- a. violation of any provision of the organization's constitution, by-laws or written policies;
- b. conduct that is likely to be detrimental to the CRFC, as determined by the Board of Directors in its sole discretion;
- c. any other reason that the Board of Directors, in its sole discretion, deems reasonable in light of the objectives of the organization.

If the CRFC Board of Directors determines that a member should be suspended or expelled, the president shall give the member twenty (20) days' notice of suspension or expulsion and provide the member with the reasons for the proposed suspension or expulsion. Within this twenty (20) day period, the member may provide the president with a written response to the notice received. If no written response is received, the president may notify the member that the member is suspended or expelled from the CRFC. If the president receives a written response in accordance with this Article, the Board of Directors shall review the response and make a final decision. The Board of Directors shall inform the member of this final decision within a further twenty (20) days. The decision of the CRFC Board of Directors shall be made by special resolution. It is final and binding and the member has no right of appeal.

Article 15 - Rights of Members

Regular and associate members of the CRFC have the following rights:

- a. Receive notice of all meetings of members;
- b. Participate, with a voice, at annual and special meetings of members;
- c. Vote at annual and special meetings of members;
- d. Submit proposals at annual meetings of members (as per the process described in Article 18);
- e. Elect candidates to the Board of Directors;
- f. Utilize the various member services offered by the CRFC and be informed about the activities of the organization.

CHAPTER III - MEETINGS OF MEMBERS

Article 16 - Notice of Annual Meeting

- a. An annual meeting of members of the CRFC shall be held no more than six (6) months after the end of the fiscal year at a time and place to be determined by the Board of Directors.
- b. Notice of the annual meeting includes an agenda which shall include, as a minimum, the following business: adoption of the minutes of the previous meeting, consideration of the financial statements and the report of the accounting firm that conducted the audit, the appointment of the firm that will conduct the financial audit for the next fiscal year, and the election of directors. If other items are added to the agenda, the notice must be detailed enough to allow members to understand the nature of the decisions to be made.
- c. Notice of the meeting shall be sent to all members electronically during the period commencing thirty-five (35) days prior to the date of the meeting and ending twenty-one (21) days prior to the date of the meeting.
- d. The reference date for identifying the register of members in good standing who are entitled to receive notice of and to participate in a meeting of members shall be the date the notice is sent.

Article 17 - Powers of the Annual Meeting

The powers of the annual meeting are as follows:

- a. Adopt the minutes of the previous annual meeting;
- b. Receive the annual report of the activities of the Board of Directors and the Executive Management;
- c. Receive the audited financial statements for the past fiscal year and the auditor's report;
- d. Appoint the firm that will perform the audit for the next fiscal year (or reappoint the firm);
- e. Adopt the by-laws or modifications to the by-laws, and ratify or reject any by-laws that may be temporarily approved by the Board of Directors during the current year;
- f. Adopt or amend the Articles of Incorporation;
- g. Elect the members of the Board of Directors;
- h. Transact such other businesses as may be specified in the notice of the meeting.

Article 18 - Member's Proposal

- a. Any proposed agenda item for an annual meeting sent by a member must be received at the CRFC head office at least ninety (90) days prior to the meeting.
- b. If the proposal is deemed acceptable by the Board of Directors, a statement in support of the proposal (maximum 500 words) and the name of the member shall be included in the notice of the meeting.
- c. The Board of Directors will determine the admissibility of the proposal based on the criteria set out in article 163(6) of the Act. For example, the proposal must not be for the purpose of settling a personal grievance or for publicity, it must be substantially related to the affairs of the CRFC, etc. The Board of Directors will determine whether the proposal is eligible for consideration.
- d. In the event that the member's proposal is found to be ineligible, the member shall be informed of the reasons for the decision not later than thirty (30) days after receipt.

Article 19 - Member Representatives and Voting Rights

- a. Each member community or campus radio station and each campus and community radio station association shall be entitled to one (1) official delegate exercising the member's right to vote at a meeting of members. Commercial radio broadcasters shall be entitled to one (1) official delegate to represent the group as a whole. Official delegates must be designated by the Board of Directors or other competent authority of the member. The official delegates shall form the annual or special meeting of the CRFC.
- b. Directors who are not official delegates of a member may attend the meeting without the right to vote but with the right to speak.

Article 20 - Quorum at the Meeting of Members

A quorum for any meeting of members shall be twenty percent (20%) of the number of members of the CRFC, whether their representatives are present in person or represented by proxy. A quorum at the opening of the meeting shall be sufficient to transact business.

Article 21 - Participation by Any Means of Electronic Communication at Annual or Special Meetings of Members

If the Board of Directors elects to establish any telephonic, electronic or other communication facility that permits all official delegates and directors to communicate adequately with each other at a meeting of members, any person entitled to attend the meeting may participate in the meeting by means of such communication facility. A person participating in a meeting by such means is deemed to be present at the meeting.

Article 22 - Proxy

- a. At a meeting of members of the CRFC, a member's vote may be cast by proxy clearly indicating the name of a person authorized to represent him or her.
- b. A proxy shall be executed if it is in writing, is signed by a representative of the member's board of directors or other appropriate authority, contains the date of the meeting and is received five (5) days prior to the commencement of the meeting by the person designated by the board of directors.
- c. With the notice of the meeting, members will receive a form of proxy with the relevant information.

Article 23 - Voting

- a. Voting at an annual or special meeting shall be by a show of hands or verbally or, at the request of an official delegate prior to the vote, by secret ballot. Where applicable, official delegates of members participating by telephone, electronic or other means of communication shall be able to cast their vote without public disclosure in the case of a secret ballot.
- b. A resolution shall be passed by a majority of the votes cast, except for matters requiring a special resolution as set out in Chapter XI of these by-laws.

Article 24 - Implementation of Decisions

Resolutions of an annual or special meeting of members shall take effect upon adoption unless otherwise determined at the meeting.

Article 25 - Special Meeting of Members

- a. A special meeting of members shall be called at the request of the Board of Directors or of members representing at least 15% of the members. If 15% of the members equals less than ten (10) members, the agreement of at least ten (10) members shall be required to call a special meeting.
- b. The date and place of the special meeting shall be determined by the Board of Directors.
- c. Notice of the special meeting, including the business to be transacted by the members, shall be sent to the members at least twenty-one (21) days prior to the date of the meeting.

Article 26 - Persons who may be Present

The only persons entitled to be present at an annual or special meeting shall be the authorized official delegates of the members, the members of the Board of Directors, the Executive Director and the Auditor. Other persons may be invited by the president of the CRFC as observers without the right to speak.

Article 27 - Error or Omission

No error or omission in giving notice of any meeting of members shall have itself invalidate such meeting or invalidate any proceedings taken thereat.

CHAPTER IV - DIRECTORS

Article 28 - Composition of the Board of Directors

The CRFC Board of Directors is composed of a minimum of five (5) and a maximum of nine (9) directors. The composition of the Board of Directors is as follows:

- a. Between four (4) and eight (8) directors elected by member campus and community radio stations;
- b. One (1) director appointed by the commercial radio broadcasters.

Article 29 - Eligibility

All elected directors must:

- a. be a Canadian citizen or a permanent resident;
- b. not have been declared incompetent by a court of competent jurisdiction;
- c. not be a bankrupt;
- d. be at least 18 years of age;
- e. in the case of a director elected by campus and community radio stations, not be an employee, director, officer or current volunteer of a campus or community radio station or campus or community radio station association;
- f. in the case of a director appointed by commercial radio broadcasters, not to be an employee, officer or director, at any level, of a commercial radio broadcaster or a holding company of a commercial radio broadcaster.

Article 30 - Election of Directors

- a. At least thirty (30) days prior to the end of the fiscal year of the CRFC, the Board of Directors, or a committee of the Board, shall invite the members to submit nominations for election as directors at the annual meeting of members.
- b. A nomination form with a deadline for submission of nominations is made available. The competencies and skills sought, the number of positions to be filled and the duration of the terms of office shall be published with the call for nominations.
- c. On the basis of the applications received which meet the eligibility criteria set out in Article 29, the Board of Directors shall adopt a list of candidates which it shall recommend to the members. This list shall be sent to the members at least twenty-one (21) days prior to the annual meeting.
- d. Notwithstanding the foregoing and in accordance with section 163 (5) of the Act, a community or campus radio station that is eligible to vote may nominate candidates for the positions of directors if they are supported by at least five (5) other radio stations that are members and meet the eligibility criteria. Such nominations must be received by the Board of Directors at least thirty-five (35) days prior to the annual meeting in order to verify their eligibility. Where

applicable, such nominations shall be sent to the members at least twenty-one (21) days prior to the meeting. They shall be added to the list of candidates recommended by the Board of Directors.

- e. In the event that there are more eligible candidates received than there are director's posts available, the election of directors shall be held by secret ballot at the meeting of members.
- f. The Board of Directors may develop a more detailed procedure in accordance with these By-laws for the election of Directors. In such a case, it must inform the members.

Article 31 - Term of Office

All directors' terms of office are for a period of two (2) years. With the exception of the director elected by the commercial radio broadcasters who has no limit on the number of consecutive terms, a term may be renewed for a maximum of three (3) consecutive terms. Half of the directors shall be reappointed in odd-numbered years and the other half in even-numbered years.

Article 32 - Removal of a Director

The term of office of a director may be revoked by a resolution of the members at a special meeting of the members. Directors may only be removed by the members who have the exclusive right to elect them.

Article 33 - Vacancy

If a vacancy occurs in the office of a director before the end of his or her term (e.g. resignation, death, bankruptcy, ineligibility to serve), the Board of Directors may fill the vacancy until the next annual meeting of members. The position will then be filled for the remainder of the term.

Article 34 - Duties of Directors

In exercising their powers and performing their duties on behalf of the CRFC, the directors shall act:

- a. with honesty and in good faith with a view to the best interest of the CRFC, and not in their own personal interest or solely in the interest of the members who elected them (fiduciary duty);
- b. with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances (duty of care).

Article 35 - Remuneration and Reimbursement of Expenses

The directors of the CRFC shall receive no remuneration for their services and may be reimbursed for reasonable expenses incurred in the performance of their duties in accordance with established procedures and rates.

CHAPTER V - OBSERVERS

Article 36 - Presence of Observers on the Board of Directors

- a. In order to remain fully informed of the needs of radio stations as well as the broadcasting sector in general, the CRFC Board of Directors welcomed the participation of three (3) observers from the radio station associations at its meetings, or parts thereof. These observers may be, as decided by the associations, the executive directors or the presidents of the associations.
- b. The Board of Directors shall annually approve by resolution the names of the three (3) observers. These observers may not delegate to others their observer status on the CRFC Board of Directors.
- c. In the event that an observer is no longer able to carry out his or her mandate, the radio station association concerned must submit to the Board of Directors the name of another person to carry out this role. The Board of Directors must then approve this change.

Article 37 - Rights of Observers

The CRFC grants observers the following rights:

- Receive notices of Board meetings and relevant documentation, except for information where there is a potential conflict of interest;
- Participate at meetings or portions of meetings of the Board of Directors, as determined by the president, and voice opinions but not vote at meetings;
- Receive minutes of meetings, with the exception of in-camera discussions and other information which could be deemed to put the associations in conflict of interest;
- Participate, by invitation, in committees or any other activity sponsored by the Board of Directors;
- Be covered by the Directors' Liability Insurance Policy.

Article 38 - Duties and Obligations of Observers

- a. Observers do not have the fiduciary duties that directors owe to the CRFC (e.g. duties of loyalty, duty of care). Their participation on the Board of Directors is subject to the following duties:
 - Respect the confidentiality of Board deliberations and documents;
 - Avoid being in conflict of interest situations for themselves or their associations;
 - Comply with the policies and guidelines adopted by the Board of Directors.
- b. In the event that the Board of Directors deems that an observer is found to be in violation of their duties and obligations, it may take measures that could go as far as removing the observer's status.

Article 39 - Consultation with Associations

Once a year, the CRFC Board of Directors invites representatives of the three (3) radio station associations (e.g. directors, officers, members) to a meeting to discuss common needs and interests and, where appropriate, to improve the coordination of their efforts. Such meetings may be held by electronic means of communication.

CHAPTER VI - MEETINGS OF THE BOARD OF DIRECTORS

Article 40 - Convening of Meetings

- a. Meetings of the Board of Directors shall be called by the president at least three (3) times a year according to a schedule determined in advance by the Board of Directors.
- b. At the request of a majority of the directors, the president shall call a meeting of the Board of Directors.

Article 41 - Notice of Meeting

Notice of Board meetings and relevant documentation shall be sent, to the extent possible, to directors electronically at least five (5) days prior to the meeting. The notices shall identify the topics of discussion at which observers may not participate.

Article 42 - Participation by Telephone or Other Means of Communication

With the consent of all directors, directors may participate in a meeting of the Board of Directors, or any of its committees, by means of a telephonic or electronic medium that permits all participants to communicate adequately with each other during the meeting. A director participating by such means is deemed to be present at that meeting.

Article 43 - Quorum

The quorum for a meeting of the Board of Directors shall be a majority of the directors. The executive director and observers do not constitute a quorum.

Article 44 - Minutes of Meetings

- a. Minutes, including resolutions, are taken for each meeting of the Board of Directors or any of its committees.
- b. Minutes of meetings of the Board of Directors and its committees are confidential and are available only to the directors, observers and CRFC staff authorized by the Board of Directors.

Article 45 - Responsibilities of the Board of Directors

The Board of Directors is responsible, on behalf of the members, for ensuring the sound management, the fulfilment of the mission and the sustainability of the CRFC. The Board of Directors may adopt such policies, guidelines or other procedures consistent with these by-laws as it deems appropriate to ensure its proper functioning and management of the CRFC.

The following is a non-exhaustive list of the responsibilities of the Board of Directors:

- a. Establish such committees as may be necessary for the proper functioning of the CRFC and to determine the responsibilities of such committees;
- b. Approve membership in the CRFC;
- c. Adopt a strategic plan and annual priorities and monitoring their implementation;
- d. Adopt a budget forecast for the fiscal year;
- e. Designate signatories to bank accounts and other official documents;
- f. Receive and verify financial reports on a regular basis;
- g. Adopt the annual financial statements and the auditor's report and recommend to the meeting of members an auditor for the next fiscal year;
- h. Arrange and conduct an annual meeting of members, including the agenda;
- i. Prepare the annual report of the activities of the Board of Directors and the CRFC for presentation at the meeting of members;
- j. Adopt or temporarily amend the by-laws of the CRFC, subject to ratification at the next meeting of members;
- k. Approve and review the administrative policies and procedures of the CRFC;
- l. Hire and evaluate the Executive Director on an annual basis.

CHAPTER VII - OFFICERS

Article 46 - Appointment of Officers

- a. At the first meeting following the meeting of members, the Board of Directors shall appoint, from among the directors representing campus and community radio stations, a president, a vice-president, a treasurer and a secretary for the current year.
- b. The positions of officers of the CRFC are as follows:
 - i. President
 - ii. Vice-president
 - iii. Treasurer
 - iv. Secretary
 - v. Executive Director.
- c. The offices of secretary and treasurer may be held by two directors or combined and held by a single director.
- d. Notwithstanding article 46a, the Board of Directors may decide to assign some of the duties of secretary and/or treasurer to the executive director of the CRFC.
- e. Subject to the Act, the Board of Directors may modify, increase or limit the responsibilities and powers of any officer.
- f. The Board of Directors may remove any officer appointed by the Board of Directors. If such officer is a director, he or she shall continue as a director unless removed by a meeting of members before the end of his term.

Article 47 - Duties of Officers

The main functions of the CRFC's officers are described below. The Board of Directors may specify such duties as long as they are consistent with these by-laws.

- a. Responsibilities of the president:
 - i. Act as the official spokesperson for the CRFC, but can delegate this responsibility to another director or the executive director;
 - ii. Call and chair the meetings of the Board of Directors and the annual and special meetings of the members, unless otherwise determined by the Board of Directors;
 - iii. Prepare, in consultation with executive director, the agenda for meetings of the Board of Directors;
 - iv. Present a report on the work of the Board of Directors at the annual meeting of members;
 - v. Ensures that the decisions of the Board of Directors are carried out and that the policies, by-laws and procedures of the organization are respected;
 - vi. Perform all other duties and exercise all powers normally vested in the president or assigned to him or her by the Board of Directors.
- b. Responsibilities of the vice-president:
 - i. Fulfill the responsibilities of the president in his or her absence or inability to act;
 - ii. Perform any other duties delegated by the president or assigned by the Board of Directors.
- c. Responsibilities of the treasurer:
 - i. Ensure the preparation and administration of an annual budget;
 - ii. Ensure that all money received is deposited into the CRFC's accounts;
 - iii. Ensuring that invoices are paid, and reimbursements are made in a timely or reasonable manner and in accordance with established procedures;
 - iv. Report on the financial and budgetary situation (revenues and expenses) on a regular basis at Board meetings;
 - v. Ensure the preparation and presentation of a financial report at the annual meeting of members;
 - vi. Perform any other duties delegated to him/her by the Board of Directors.
- d. Responsibilities of the secretary:
 - i. Maintain a register of members, directors and officers;
 - ii. Ensure the preparation and filing of minutes of each annual and special meeting of members and each meeting of the Board of Directors and its committees in accordance with the Act;
 - iii. Deal with the correspondence of the Board of Directors;
 - iv. Ensure the preparation and filing of reports required by the Act or requested by the Board of Directors;
 - v. Issue notices as required by the by-laws with respect to the holding of meetings of members and meetings of the Board of Directors and its committees;
 - vi. Perform such other duties as may be delegated to it by the Board of Directors.

- e. Responsibilities of the executive director
 - i. Act as the senior manager responsible for the operations of the CRFC;
 - ii. Act as a non-voting resource person at meetings of the Board of Directors and its committees;
 - iii. Collaborate with the Board of Directors in defining the CRFC's strategic directions and annual priorities;
 - iv. Manage the finances of the CRFC and coordinate the preparation of the financial reports and the annual budget forecast;
 - v. Ensure effective communication with CRFC members and keep the Board informed of any significant issues affecting members;
 - vi. Represent the CRFC to government authorities, partners and collaborators;
 - vii. Prepare and manage grant applications and special projects;
 - viii. Hire, supervise and evaluate CRFC staff;
 - ix. Recruit and hire contract staff;
 - x. Develop and revise, as required, administrative directives or procedures to ensure the sound management of the CRFC;
 - xi. Report regularly to the Board of Directors on how it has discharged its responsibilities;
 - xii. Perform such other duties as are normally assigned to the executive director or as directed by the Board of Directors.

CHAPTER VIII - CONFLICT OF INTEREST AND CODE OF CONDUCT

- a. Any director who has, directly or indirectly and in any way whatsoever, a financial or other interest in a contract or transaction with the CRFC, a member radio station, association or commercial radio broadcaster, or in a proposed contract or transaction, shall inform the Board of Directors of such interest.
- b. A director who is in a conflict of interest shall abstain from participating in the portion of the meeting dealing with such a contract or transaction and from voting on the proposal presented for approval.
- c. Upon taking office, all directors must sign an undertaking to comply with the CRFC Code of Ethics for Directors and complete the Potential Conflict of Interest Disclosure Form.

CHAPTER IX - DISPUTE RESOLUTION

If a dispute between members, directors, or officers of the CRFC arising out of the by-laws or any aspect of the operation of the organization is not resolved in private meetings between the parties, the dispute may be resolved through the following dispute resolution mechanism:

- a. The dispute shall first be referred to mediation. One party shall appoint a mediator and the other party shall appoint another mediator. The two mediators shall jointly designate a third mediator. The three mediators shall then meet with the parties to attempt to reach a settlement.
- b. With the agreement of the parties, the number of mediators may be reduced from three to one or two mediators.
- c. If mediation does not settle the dispute, the parties may settle it by arbitration by submitting it to a single arbitrator, who shall not be one of the above-mentioned mediators. The parties agree that all arbitration proceedings are confidential, and that disclosure of any kind is prohibited. The decision of the arbitrator shall be final and binding and not subject to appeal.

All costs related to the mediators shall be borne equally by the parties to the dispute. The costs of arbitration shall be borne by the parties as determined by the arbitrator.

CHAPTER X - PROTECTION OF DIRECTORS AND OFFICERS

No director, officer or committee member of the CRFC shall be liable for the acts, neglects or defaults of any other director, officer, committee member or employee of the organization or for being connected with any receipts or for any loss, damage or expense suffered or incurred by the organization through the insufficiency or deficiency in title to any property acquired by resolution of the Board of Directors for the CRFC on its behalf, the insufficiency or deficiency of any security in or upon which any of the funds or property of the corporation shall be placed or invested, or any loss or damage suffered as a result of the bankruptcy, insolvency or tortious act of any person, firm or corporation entrusted with or upon which any of the funds, securities or property of the corporation shall be deposited, or any other loss, damage or misfortune whatever which may happen in the execution of the duties of his office, provided that such loss, damage or misfortune shall not have occurred by reason of the bankruptcy, insolvency or tortious act of any person, firm or corporation entrusted with or upon which any of the funds, securities or property of the corporation shall be placed or deposited, or any other loss, damage or misfortune likely to happen in the execution of the duties of his office, provided that such loss, damage or misfortune shall not have occurred by reason of the bankruptcy, insolvency or tortious act of any person, firm or corporation entrusted with or upon which any of the funds, securities or property of the corporation shall be placed or deposited:

- complied with the Act and the articles and by-laws of the CRFC;
- exercised their powers and discharged their duties in accordance with the Act and the policies of the CRFC.

The CRFC maintains insurance to cover the liability of directors, observers and officers.

CHAPTER XI - ADOPTION AND AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

- a. Any amendment or repeal of the Articles of Incorporation of the CRFC shall require a special resolution of the members at a meeting of members.
- b. Subject to the Articles of incorporation, the Board of Directors may by resolution make, amend or repeal any by-law that governs the activities of the organization. Such a by-law, or an amendment or repeal thereof, shall be effective from the date of the resolution of the directors until the next meeting of members at which the members shall confirm, reject or amend the by-law by ordinary resolution.
- c. If the by-law, amendment or repeal is confirmed, or confirmed as amended by the members, the by-law, amendment or repeal shall become effective in the form in which it was confirmed. The by-law, its amendment or repeal ceases to have force and effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at that meeting.
- d. This provision does not apply to by-laws that require a special resolution of the members at a meeting of members pursuant to article 197(1) (Fundamental Changes) of the Act since amendments or repeals to such by-laws are not effective until confirmed by the members.