

SHAW COMMUNICATIONS INC

Form 6-K

December 09, 2005

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 6-K  
REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of December, 2005

**Shaw Communications Inc.**

(Translation of registrant's name into English)

**Suite 900, 630 3<sup>rd</sup> Avenue S.W., Calgary, Alberta T2P 4L4 (403) 750-4500**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):  
82-\_\_\_\_\_

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant, Shaw Communications Inc., has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 9, 2005  
Shaw Communications Inc.

By:  
/s/ Steve Wilson  
Steve Wilson  
Sr. V.P., Chief Financial Officer  
Shaw Communications Inc.

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**SHAW COMMUNICATIONS INC.  
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The annual general meeting of shareholders of Shaw Communications Inc. (the Corporation ) will be held as follows:

**Date:** Thursday, January 12, 2006  
**Time:** 11:00 a.m. (Pacific time)  
**Location:** Shaw Tower  
1067 West Cordova Street  
Vancouver, British Columbia

for the following purposes:

1. to receive the consolidated financial statements for the year ended August 31, 2005 and the auditors report on those statements;
2. to elect directors;
3. to appoint auditors; and
4. to transact such other business as may properly come before the meeting.

**By Order of the Board of Directors,**

*(signed) Douglas J. Black, Q.C.*  
Corporate Secretary

Calgary, Alberta  
December 8, 2005

*Holders of Class A Shares of record at the close of business on December 8, 2005 are the only shareholders entitled to vote at the meeting. Holders of Class B Non-Voting Shares are entitled to attend and speak at the meeting, but are not entitled to vote on any matter proposed for consideration.*

*If you cannot attend the meeting in person, you are encouraged to complete the accompanying proxy and to return it in the enclosed envelope to CIBC Mellon Trust Company, 600 The Dome Tower, 333 7th Avenue S.W., Calgary, Alberta, T2P 2Z1 (mailing address: P.O. Box 2517, Calgary, Alberta, T2P 4P4), to be received not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the meeting or an adjournment thereof, but prior to the use of the proxy at the meeting or an adjournment thereof.*

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**SHAW COMMUNICATIONS INC.  
PROXY CIRCULAR**

The information contained in this proxy circular is provided in connection with the solicitation of proxies by and on behalf of management of Shaw Communications Inc. (the Corporation) for use at the annual general meeting (the Meeting) of shareholders of the Corporation to be held on January 12, 2006, and any adjournments thereof, as set forth in the attached Notice of Meeting.

Unless otherwise noted, the information contained in this proxy circular is given as of December 8, 2005. All sums are expressed in Canadian dollars, unless otherwise noted.

**BUSINESS OF THE MEETING**

**ELECTION OF DIRECTORS**

Information concerning the nominees for election to the Board of Directors (the Board) of the Corporation is set forth below, along with certain other information relating to meetings of the Board and its committees and fees paid to individual directors.

The number of directors to be elected is 14. Directors will hold office until the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed. **Management of the Corporation recommends voting in favour of each nominee listed below.**

***Nominees for Election to the Board of Directors***

The following table sets out the name of each director, together with his or her municipality of residence, age, year first elected or appointed a director, biography and comparative ownership of securities of the Corporation for the years 2005 and 2004.

Nominee, Date of Board Appointment and Current Committee Appointments <sup>(1)</sup>	Background/Principal Occupation	Year	Securities Owned/Controlled <sup>(2)</sup>			
			Class A Shares	Class B Non-Voting Shares	Options <sup>(3)</sup>	DSU <sup>(4)</sup>
<b>ADRIAN I. BURNS</b>						
Rockcliffe Park, ON Canada	Corporate Director Former Member of the Copyright Board of Canada	2005 2004	1,300 1,300	3,000 3,000	10,000 10,000	4,969 2,454
Age: 59	Former Commissioner of the Canadian Radio- television and Telecommunications Commission.					
Director since 2001	<b><i>Other Positions:</i></b> Vice-chair of the Board of Trustees of the National Arts Centre Board member of several business and community organizations, including the Canwest Independent Producers Fund, Carthy Foundation and Canadian Interuniversity Athletic Union.					

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Nominee, Date of Board Appointment and Current Committee Appointments <sup>(1)</sup>	Background/Principal Occupation	Year	Securities Owned/Controlled <sup>(2)</sup>			
			Class A Shares	Class B Non-Voting Shares	Options <sup>(3)</sup>	DSU <sup>(4)</sup>
<b>JAMES F. DINNING</b>						
Calgary, AB Canada	Non-Executive Chairman of the Board of Western Financial Group Inc., a financial services company	2005	1,000	4,500	10,000	3,728
Age: 53	Prior to January 1, 2005, Executive Vice President, TransAlta Corporation, an electric industry holding company	2004	1,000	4,500	10,000	1,724
Director since 1997	Formerly held various positions during 11 years as a member of the legislative assembly of Alberta, including Provincial Treasurer, Minister of Education and Minister of Community and Occupational Health.					
Member of the Corporate Governance and Nominating Committee	<b>Other Public Board Memberships:</b> Finning International Inc. (TSX) JED Oil Inc. (AMEX) Liquor Stores Income Fund (TSX) Oncolytics Biotech Inc. (TSX) Parkland Income Fund (TSX) Russel Metals Inc. (TSX)					
	<b>Other Positions:</b> Director of several private companies and not-for-profit organizations including the Alberta Energy Research Institute.					
<b>GEORGE F. GALBRAITH</b>						
Vernon, BC Canada	Corporate Director	2005	5,000	250,618	10,000	Nil
Age: 61	Former President of Vercom Cable Services Ltd. which operated the cable television system serving Vernon, British Columbia.	2004	5,000	250,618	10,000	Nil
Director since 1991	<b>Other Positions:</b> Chairman of Pacific Coast Public Television.					
Member of the Executive Committee and Audit Committee						
<b>RONALD V. JOYCE, C.M.</b>						



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Calgary, AB	Corporate Director	2005	50,000	7,004,698	10,000	4,645
Canada	Former Senior Chairman and Co-Founder of The TDL Group, licensor of Tim Horton's restaurants in Canada and the United States.	2004	50,000	5,933,398	10,000	2,352
Age: 75						
Director since 2000	<b>Other Positions:</b> Director of several private companies including Jetport Inc., Southmedic Inc. and Vista Holdings Inc.					
Member of the Executive Committee	Chairman of Ron Joyce Foundation and Chairman Emeritus of the Tim Horton's Children's Foundation.					

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Nominee, Date of Board Appointment and Current Committee Appointments <sup>(1)</sup>	Background/Principal Occupation	Year	Securities Owned/Controlled <sup>(2)</sup>			
			Class A Shares	Class B Non-Voting Shares	Options <sup>(3)</sup>	DSU <sup>(4)</sup>
<b>RT. HON. DONALD F. MAZANKOWSKI, P.C., O.C., LL.D.</b>	Corporate Director	2005	1,000	6,000	10,000	4,280
Sherwood Park, AB Canada	Former Member of the Parliament of Canada from 1968 to 1993 who held a number of Cabinet positions, including Deputy Prime Minister, Minister of Finance and President of the Privy Council.	2004	1,000	6,000	10,000	1,233
Age: 70						
Director since 1993 and Lead Director since 2004	<b>Other Public Board Memberships:</b> ATCO Ltd. (TSX) Canadian Oil Sands Limited (TSX) Power Corporation of Canada (TSX)					
Chair of the Corporate Governance and Nominating Committee and Member of the Executive Committee	Power Financial Corporation, including subsidiaries Great West Lifeco and Investors Group (TSX) Weyerhaeuser Co. (TSX, NYSE) Yellow Pages Group Co. (TSX)					
	<b>Other Positions:</b> Senior adviser with Gowling Lafleur Henderson LLP, Barristers and Solicitors Director of Canadian Genetic Diseases Network					
<b>MICHAEL W. O BRIEN</b>	Corporate Director	2005	5,000	6,500	10,000	4,069
Canmore, AB Canada	Until his retirement in 2002, served as Executive Vice-President, Corporate Development and Chief Financial Officer of Suncor Energy Inc., an integrated energy company.	2004	5,000	6,500	10,000	505
Age: 60						
Director since 2003	<b>Other Public Board Memberships:</b> PrimeWest Energy Inc. (TSX) Suncor Energy Inc. (TSX, NYSE)					
Chair of the Audit Committee						
<b>HAROLD A. ROOZEN</b>	President and Chief Executive Officer,	2005	1,035,000	4,705,019 <sup>(6)</sup>	10,000	Nil
Edmonton, AB Canada	CCI Thermal Technologies Inc., a manufacturing company	2004	1,035,000	4,695,019 <sup>(6)</sup>	10,000	Nil
Age: 52	Former chair of the board of					

Director since 2000

directors of WIC Western  
International Communications Ltd.  
and Canadian Satellite  
Communications Inc.

Member of the Audit  
Committee

***Other Public Board Memberships:***  
Royal Host Real Estate Investment  
Trust (trustee) (TSX)

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Nominee, Date of Board Appointment and Current Committee Appointments <sup>(1)</sup>	Background/Principal Occupation	Year	Securities Owned/Controlled <sup>(2)</sup>			
			Class A Shares	Class B Non-Voting Shares	Options <sup>(3)</sup>	DSU <sup>(4)</sup>
<b>JEFFREY C. ROYER</b>						
Toronto, ON Canada	Corporate Director and Private Investor.	2005	50,000	7,472,786 <sup>(7)</sup>	10,000	2,591
		2004	50,000	6,972,786 <sup>(7)</sup>	10,000	1,149
Age: 50						
Director since 1995						
Member of the Human Resources and Compensation Committee						
<b>BRADLEY S. SHAW<sup>(8)</sup></b>						
Calgary, AB Canada	Senior Vice-President, Operations of the Corporation	2005	2,193,000	367,743	150,000	250
		2004	2,177,500	967,206	100,000	Nil
Age: 41						
Director since 1999						
Prior to September, 2003, served as Senior Vice-President, Operations of Star Choice Communications Inc. and prior thereto, Vice- President, Operations of the Corporation.						
<b>Other Positions:</b>						
Director of Radium Resort Inc.						
<b>JR SHAW, O.C.<sup>(8)</sup></b>						
Calgary, AB Canada	Founder and Executive Chair of the Corporation.	2005	4,486,504	11,962,997	400,000	Nil
		2004	4,469,004	8,309,445	400,000	Nil
<b>Other Public Board Memberships:</b>						
Suncor Energy Inc. (chair) (TSX, NYSE)						
Age: 71						
Director since 1966						
Chair of the Executive Committee						
<b>Other Positions:</b>						
Director and president of the Shaw Foundation						
Director of several private companies including McKenzie Meadows Golf Corp. and Radium Resort Inc.						
<b>JIM SHAW<sup>(8)</sup></b>						
Calgary, AB Canada	Chief Executive Officer of the Corporation.	2005	2,210,000	788,896	400,000	Nil
		2004	2,199,500	1,386,831	400,000	Nil
<b>Other Public Board Memberships:</b>						
Canadian Hydro Developers, Inc. (TSX)						
Age: 48						

Director since 2002

**Other Positions:**

Director of United Acquisitions II Corp.  
 Director of Cable Television Laboratories, Inc. (also known as CableLabs).

**JC SPARKMAN**

Englewood, Colorado  
 U.S.A.  
 Age: 73

Corporate Director	2005	5,000	29,200	10,000	3,486
Former Executive Vice-President and Executive Officer of Telecommunications Inc. (also known as TCI), one of the largest cable television operators in the United States.	2004	5,000	29,200	10,000	1,564

Director since 1994

Member of the Human Resources and Compensation Committee and the Executive Committee

**Other Public Board Memberships:**

Universal Electronics Inc. (NASDAQ)

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Nominee, Date of Board Appointment and Current Committee Appointments <sup>(1)</sup>	Background/Principal Occupation	Year	Securities Owned/Controlled <sup>(2)</sup>			
			Class A Shares	Class B Non-Voting Shares	Options <sup>(3)</sup>	DSU <sup>(4)</sup>
<b>JOHN S. THOMAS</b>						
Delta, BC	President, Delta Cable	2005	1,000	6,000	10,000	1,680
Canada	Communications Ltd. and Coast Cable Communications Ltd., which operate cable television systems in British Columbia.	2004	1,000	6,000	10,000	490
Age: 59						
Director since 2000	<b>Other Positions:</b> Director of several private companies including Northwest Communications Ltd., Guinness Communications Inc. and Prime Signal Ltd.					
Member of the Audit Committee						
<b>WILLARD H. YUILL</b>						
Medicine Hat, AB	Chairman and Chief Executive Officer, The Monarch Corporation, a private holding company with investments in communications, real estate and sports-related properties.	2005	5,400	2,858,461	10,000	Nil
Canada	private holding company with investments in communications, real estate and sports-related properties.	2004	5,400	3,756,547	10,000	Nil
Age: 67						
Director since 1999	<b>Other Public Board Memberships:</b> Western Financial Group Inc. (TSX)					
Chair of the Human Resources and Compensation Committee	<b>Other Positions:</b> Director of several private companies and not-for-profit organizations including McKenzie Meadows Golf Corp. Trustee of the St Andrew's College Foundation Governor of the Western Hockey League.					

**Notes:**

- (1) All of the nominees listed above were elected as directors at the annual general meeting of shareholders of the Corporation held on January 13, 2005. For more information about the committees of the Board (Executive, Audit, Corporate Governance and Nominating, and Human Resources and Compensation) as well as the Corporation's system and approach with respect to corporate governance, see Statement of Corporate Governance .
- (2) The information as to the securities (other than DSUs) beneficially owned, or over which control or direction is exercised, has been furnished by each of the nominees as of December 3, 2004 and November 24, 2005.

- (3) For further details of stock options granted to directors, see the information under the heading [Statement of Executive Compensation](#) [Compensation of Directors](#) .
- (4) DSU means deferred share unit. The information as to DSUs is as of November 30, 2004 and November 30, 2005. The DSU Plan was adopted effective January 1, 2004. See the information under the heading [Statement of Executive Compensation](#) [Compensation of Directors](#) .
- (5) Michael O Brien qualifies as a financial expert under the Sarbanes-Oxley Act of 2002 and other applicable regulatory requirements.
- (6) Catherine M. Roozen, an associate of Harold A. Roozen, is a major shareholder of Cathton Holdings Ltd., which owns 1,030,000 Class A Shares and 4,674,254 Class B Non-Voting Shares.
- (7) Jeffrey C. Royer beneficially owns 56,973 Class B Non-Voting Shares. An associate of Mr. Royer owns 7,415,813 Class B Non-Voting Shares. Mr. Royer does not beneficially own, directly or indirectly, or exercise control or direction over, such shares. This information is included solely to provide more fulsome disclosure to shareholders.
- (8) JR Shaw is the father of Bradley S. Shaw and Jim Shaw. All of the Class A Shares owned or controlled by JR Shaw, Bradley S. Shaw and Jim Shaw are subject to a Voting Trust Agreement, details of which are provided under the heading [Proxy Information](#) [Voting Shares and Principal Holders Thereof](#) . Certain Class A Shares and Class B Non-Voting Shares shown for Bradley S. Shaw and Jim Shaw are beneficially owned by such individuals but are held by corporations owned or controlled by JR Shaw.
- (9) The Board has determined that all directors of the Corporation, other than JR Shaw, Bradley S. Shaw and Jim Shaw, are independent. JR Shaw, Bradley S. Shaw and Jim Shaw are not independent directors due to their positions as officers of the Corporation and its subsidiaries. See [Statement of Corporate Governance](#) [Corporate Governance Disclosure and Compliance with Corporate Governance Guidelines](#) .

**Table of Contents****Meetings Held and Attendance of Directors**

The following table summarizes the meetings of the Board and its committees (Executive, Audit, Corporate Governance and Nominating, and Human Resources and Compensation) held during the fiscal year ended August 31, 2005, and the attendance of individual directors of the Corporation at such meetings.

<b>Director</b>	<b>Board of Directors</b>	<b>Executive Committee</b>	<b>Audit Committee</b>	<b>Corporate Governance and Nominating Committee</b>	<b>Human Resources and Compensation Committee</b>
	(7 meetings)	(1 meeting)	(5 meetings)	(5 meetings)	(4 meetings)
JR Shaw	7 of 7	1 of 1			
Adrian I. Burns	7 of 7			5 of 5	
James F. Dinning	7 of 7		2 of 2 <sup>(3)</sup>	2 of 2 <sup>(4)</sup>	
George F. Galbraith	6 of 7	1 of 1	5 of 5		
Ronald V. Joyce	5 of 7	1 of 1			
Charles V. Keating <sup>(1)</sup>	7 of 7			5 of 5	2 of 2 <sup>(1)</sup>
Donald F. Mazankowski	7 of 7	1 of 1		5 of 5	
Michael W. O'Brien	7 of 7		5 of 5		
Harold A. Roozen	6 of 7		5 of 5		
Jeffrey C. Royer	7 of 7				4 of 4
Bradley S. Shaw <sup>(2)</sup>	7 of 7				
Jim Shaw <sup>(2)</sup>	7 of 7				
JC Sparkman	6 of 7	1 of 1			4 of 4
John S. Thomas	7 of 7		3 of 3 <sup>(3)</sup>	3 of 3 <sup>(4)</sup>	
Willard H. Yuill	7 of 7				4 of 4
<b>Total Attendance Rate</b>	95%				

**Notes:**

- (1) Charles V. Keating was appointed to the Human Resources and Compensation Committee effective January 13, 2005. Mr. Keating passed away on November 22, 2005.
- (2) Neither Bradley S. Shaw nor Jim Shaw served as a member of a committee of the Board during fiscal 2005, 2004 or 2003. As executive officers of the Corporation, Bradley S. Shaw and Jim Shaw attend committee meetings on an ad hoc basis at the request of the committees.
- (3) Effective January 13, 2005, James F. Dinning ceased to be a member of the Audit Committee and John S. Thomas was appointed to the Audit Committee.
- (4) Effective January 13, 2005, John S. Thomas ceased to be a member of the Corporate Governance and Nominating Committee and James F. Dinning was appointed to the Corporate Governance and Nominating Committee.
- Following each meeting, the Board and its committees conduct in camera sessions, at which no management directors or members of management are present. The in camera portion of each Board meeting consists of one



session without the presence of any member of management or any management director (other than the Executive Chair) and one session without the presence of any member of management, any management director or the Executive Chair. The in camera sessions are intended not only to encourage the Board and its committees to fully and independently fulfil their mandates, but also to facilitate the performance of the fiduciary duties and responsibilities of the Board and its committees on behalf of shareholders of the Corporation.

**Table of Contents*****Fees Paid to Individual Directors***

The following table summarizes the cash compensation that was paid or would have been paid to each director of the Corporation for the fiscal year ended August 31, 2005 if such director had not chosen to participate in the Corporation's DDSU Plan. See also Statement of Executive Compensation Compensation of Directors .

<b>Director</b>	<b>Board Retainer</b>	<b>Lead Director Retainer</b>	<b>Committee Retainers</b>	<b>Committee Chair Retainer</b>	<b>Attendance Fees</b>	<b>Total Compensation</b>	<b>Percentage Paid in DSUs<sup>(1)</sup></b>
	(\$)		(\$)	(\$)	(\$)	(\$)	(%)
JR Shaw <sup>(2)</sup>							
Adrian I. Burns	42,500		3,000		12,000	57,500	100
James F. Dinning	42,500		3,000		11,000	56,600	75
George F. Galbraith	42,500		6,000		12,000	60,500	
Ronald V. Joyce	42,500		3,000		6,000	51,500	100
Charles V. Keating <sup>(3)</sup>	42,500		6,000 <sup>(6)</sup>		14,000	62,500	100
Donald F. Mazankowski	42,500	50,000 <sup>(5)</sup>	6,000	2,000	13,000	113,500	50
Michael W. O'Brien	42,500		3,000	26,000 <sup>(7)</sup>	12,000	81,833	100
Harold A. Roozen	42,500		3,000	1,000 <sup>(7)</sup>	11,000	57,500	
Jeffrey C. Royer	42,500		5,250 <sup>(6)</sup>		11,000	58,750	50
Bradley S. Shaw							