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Creative Community Impact Association Bylaws & Governance Policies

Version / **Approved by Board**

Date: May 21, 2026



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BY-LAW NO. 1

Creative Community Impact Association

(A corporation without share capital under the Canada Not-for-profit Corporations Act)

SECTION 1 - GENERAL

1.01 Definitions

In this by-law, “Act” means the Canada Not-for-profit Corporations Act (CNCA). “Board” means the board of directors of the Corporation.

“Member” means a member of the Corporation.

1.02 Corporate Seal

The Corporation may, but is not required to, adopt a corporate seal. If adopted, the Secretary shall have custody of the seal.

1.03 Execution of Documents

Contracts, documents, or any instruments in writing requiring a signature shall be signed by any two (2) authorized individuals designated by the Board.

1.04 Financial Year

The financial year of the Corporation shall end on December 31 of each year.

1.05 Borrowing Powers

The directors may, without authorization of the members, borrow money on the credit of the Corporation and mortgage, hypothecate, or pledge property as security for any debt or liability.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, or other firm as the Board may designate by resolution.



SECTION 2 - MEMBERSHIP

2.01 Membership Structure

The Corporation shall have one class of members consisting solely of the Directors of the Corporation. Each Director shall automatically become a member upon commencement of their term of office and shall remain a member until they cease to be a Director.

2.02 Rights of Members

Each member in good standing shall be entitled to receive notice of, attend, participate in, and cast one (1) vote at all meetings of members.

2.03 Termination of Membership

Membership shall terminate automatically when an individual ceases to be a Director of the Corporation, whether by resignation, removal, expiry of term, incapacity, or death.

2.04 Membership Fees

No membership fees shall be required unless otherwise determined by resolution of the Board.

2.05 Members' Requisition of Meetings

Pursuant to the Canada Not-for-profit Corporations Act (CNCA), members holding not less than five percent (5%) of the voting rights may requisition a meeting of members in accordance with the Act.

SECTION 3 - MEETINGS OF MEMBERS

3.01 Annual General Meeting

An Annual General Meeting ("AGM") of members shall be held annually in accordance with the CNCA for the purpose of:

- receiving the financial statements of the Corporation;
- electing Directors;
- appointing or waiving the appointment of a public accountant, if applicable; and
- conducting such other business as may properly come before the meeting.

3.02 Special Meetings

Special meetings of members may be called by the Board of Directors or by member requisition in accordance with the CNCA.

3.03 Notice of Meetings

Notice of meetings of members shall be provided by electronic or other permitted means not less than twenty-one (21) days and not more than sixty (60) days before the meeting date to each member entitled to vote.

3.04 Quorum

A quorum for meetings of members shall be a majority of members entitled to vote, present in person or by electronic means.

3.05 Electronic Participation

Members may participate in meetings by telephone, videoconference, or other electronic means that permit all participants to communicate adequately with one another.

3.06 Proxy Voting

No proxy voting is permitted; members must be present (in person or electronically) to cast a vote.

SECTION 4 - DIRECTORS

4.01 Number of Directors

The Board shall consist of not fewer than two (2) and not more than ten (10) Directors, as set out in the Articles of Incorporation

4.02 Election and Term

Directors shall be elected by the members at the AGM and shall hold office for a term of up to two (2) years, as determined by the members at the time of election, and may serve consecutive terms.

4.03 Removal of Directors

The members may remove a Director before the expiration of their term by ordinary resolution passed at a special meeting of members called for that purpose, in accordance with the CNCA.

4.04 Vacancies

Subject to Section 4.06 and the Act, a quorum of Directors may fill a vacancy on the Board until the next AGM (p. 4). If there is no quorum of directors, the remaining directors shall without delay call a special meeting of members to fill the vacancy.

4.05 Remuneration

Directors shall serve without remuneration for their services as Directors, but may be reimbursed for reasonable expenses incurred in the performance of their duties, subject to Board approval and applicable policies.

4.06 Appointed Directors

As authorized by the Articles of Incorporation, the directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual general meeting of members.

SECTION 5 - MEETINGS OF DIRECTORS

5.01 Notice

Notice of Board meetings shall be given at least seven (7) days in advance.

5.02 Quorum

A majority of the number of directors in office shall constitute a quorum.

5.03 Voting (No Tiebreaker)

Decisions are made by majority vote. In the case of an equality of votes, the motion is defeated; the Chair shall not have a second or casting vote.

SECTION 6 - OFFICERS

6.01 Appointment

The Board shall appoint a Chair, Secretary, and Treasurer. The Board may appoint additional officers as required.

6.02 Executive Director

The Board may appoint an Executive Director. The Executive Director shall be an Officer of the Corporation and shall be entitled to all protections and indemnifications afforded to Officers under these by-laws.

SECTION 7 - PROTECTION OF DIRECTORS AND OFFICERS

7.01 Limitation of Liability

No director or officer shall be liable for the acts, omissions, or defaults of others, provided they acted honestly, in good faith, and in the best interests of the Corporation.

7.02 Indemnification

The Corporation shall indemnify directors, officers, employees, and volunteers against all costs and expenses incurred in connection with any legal proceeding arising from their role, provided they acted honestly and in good faith.

7.03 Insurance

The Corporation may purchase and maintain insurance for the benefit of its directors and officers as the Board deems financially feasible.

SECTION 8 - DISPUTE RESOLUTION

8.01 Procedures

Disputes among members, directors, or officers should first be addressed through good-faith negotiation. The Corporation may use mediation or arbitration before resorting to litigation.

SECTION 9 - DISSOLUTION

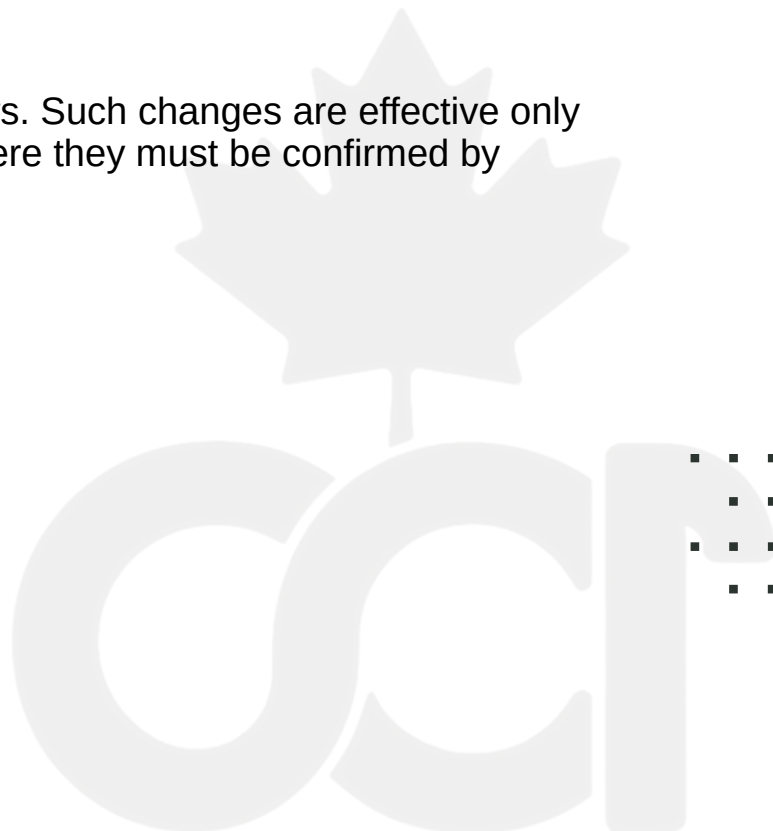
9.01 Distribution of Assets

In the event of the liquidation or dissolution of the Corporation, and after the discharge of all liabilities, the remaining property shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

SECTION 10 - AMENDMENTS

10.01 Process

The Board may make or amend by-laws. Such changes are effective only until the next meeting of members, where they must be confirmed by ordinary resolution to remain in effect.



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SECTION 11 - MISCELLANEOUS PROVISIONS

11.01 Omissions and Errors

Accidental omission to give notice or the non-receipt of notice shall not invalidate any proceedings at a meeting.

11.02 Severability

If any provision of these by-laws is found invalid, the remaining provisions remain in effect.

SECTION 12 - GOVERNANCE POLICIES

12.01 Adoption

The Board shall maintain and enforce a Conflict of Interest Policy, Code of Conduct, Confidentiality Policy, Harassment Policy, and Whistleblower Policy.



SECTION 13 - Additional Governance Policies

The Board shall adopt and enforce policies including, but not limited to:

- **Board Attendance & Participation Policy** – Establishes expectations for Board meeting attendance, participation, and quorum responsibilities.
- **Board Communication Policy** – Establishes expectations for timely, professional, and effective Board communications.
- **Conflict of Interest Policy** – Directors disclose conflicts and abstain from voting.
- **Code of Conduct / Ethics Policy** – Directors act with integrity, fairness, and in the best interests of CCIA.
- **Confidentiality Policy** – Directors and officers maintain confidentiality indefinitely.
- **Harassment and Discrimination Policy** – Directors ensure a safe and inclusive environment; violations may result in removal.
- **Whistleblower Policy** – Directors, staff, or volunteers may report unethical or illegal activity without fear of retaliation.





Governance Policies Manual

1. Board Attendance & Participation Policy
2. Board Communication Policy
3. Conflict of Interest Policy
4. Code of Conduct / Ethics Policy
5. Confidentiality Policy
6. Harassment and Discrimination Policy
7. Whistleblower Protection Policy



Board Attendance & Participation Policy

Quarterly Meetings

Directors are expected to attend at least three (3) of the four (4) regularly scheduled quarterly Board meetings each calendar year.

Meetings may be attended in person or remotely through approved electronic means. Remote participation shall count toward quorum and attendance requirements.

Directors who are unable to attend a meeting are expected to notify the Board Chair or Executive Director at least forty-eight (48) hours in advance whenever reasonably possible.

Late notice absences or unexplained absences may be recorded as unexcused absences by the Recording Secretary or Board Secretary.

Directors are encouraged to RSVP through the official calendar invitation system to support meeting planning, quorum tracking, and organizational administration.

Annual General Meeting (AGM)

The Annual General Meeting (“AGM”) is considered a mandatory governance meeting for all Directors.

Directors are expected to make every reasonable effort to attend the AGM either in person or through approved remote participation where permitted.

Requests for remote participation should be communicated to the Board Chair in advance of the meeting whenever possible.

If a Director is unable to attend the AGM due to emergency or exceptional circumstances, they are expected to provide notice to the Board Chair as soon as reasonably practicable.

Attendance Records & Accountability

Attendance shall be recorded for all meetings of the Board and members, including whether participation occurred in person or electronically.

Repeated unexcused absences, persistent non-participation, or failure to meet governance responsibilities may result in a review by the Board and may lead to a request for resignation or other action permitted under the bylaws and applicable governance policies.

Directors are expected to respect meeting timelines, quorum requirements, and the shared operational responsibilities of the Corporation.

Board Communication Policy

Communication Expectations

Directors are expected to monitor and respond to Board communications in a timely and professional manner.

Board communications may include:

- email correspondence;
- meeting notices and scheduling;
- governance documents and motions;
- operational updates requiring Board awareness or input; and
- urgent organizational matters.

Directors are expected to respond to routine Board communications within approximately seventy-two (72) hours whenever reasonably possible

Communications identified as urgent should be acknowledged within a shorter timeframe appropriate to the nature and urgency of the matter.

If a Director anticipates being temporarily unavailable or unable to respond within expected timeframes, they are encouraged to notify the Chair or Executive Director in advance where possible.

Governance Accountability

Consistent failure to participate in Board communications or governance responsibilities may result in review by the Board and may lead to further action in accordance with the bylaws and governance policies of the Corporation.

Conflict of Interest Policy

- All directors and officers must disclose any actual, perceived, or potential conflict of interest to the Board as soon as it arises, including any affiliation with or leadership role in another nonprofit organization.
- Any director or officer with a conflict shall abstain from voting on related matters.
- The Board shall document all disclosed conflicts in the minutes and determine appropriate steps to manage them, which may include recusal from discussions or votes.
- Non-disclosure of a conflict of interest may constitute a breach of duties under the Canada Not-for-profit Corporations Act (CNCA). Directors and officers shall sign an annual Conflict of Interest Acknowledgment Form.

Code of Conduct / Ethics Policy

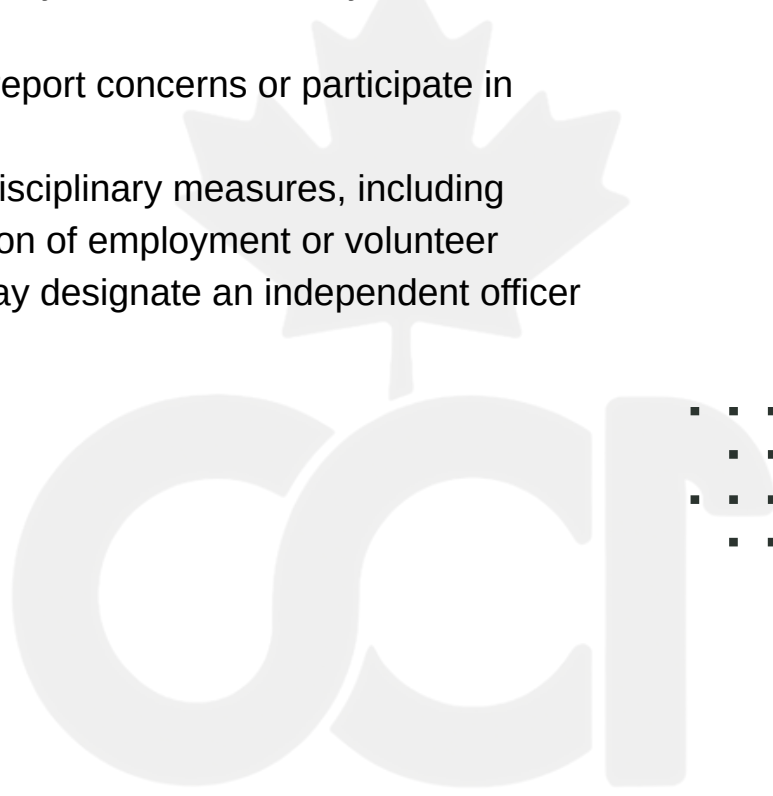
- Act honestly, in good faith, and in the best interests of the Corporation.
- Treat all stakeholders, members, staff, volunteers, partners, and the public, with respect and fairness.
- Avoid any behavior or actions that could harm the Corporation's reputation or mission.
- Comply with all applicable laws, regulations, and internal policies. Directors, officers, members, and volunteers must comply with CCIA's harassment, anti-bullying, and discrimination standards.
- Violations may result in disciplinary action, including removal from the Board or termination of volunteer status.
- Directors shall sign an annual Code of Conduct / Ethics Acknowledgment Form.

Confidentiality Policy

- Confidential information includes all non-public information concerning the Corporation, its members, donors, employees, volunteers, and business activities.
- Directors, officers, employees, and volunteers must keep such information confidential and only share it when authorized or legally required. This obligation continues indefinitely, even after an individual leaves the Corporation.
- Breaches of confidentiality may result in disciplinary actions, including removal from the Board, and may expose the individual to legal liability.
- Directors shall sign an annual Confidentiality Acknowledgment Form.

Harassment and Discrimination Policy

- Harassment and discrimination based on race, gender, sexual orientation, religion, age, disability, or any other protected grounds under federal or provincial human rights law are strictly prohibited.
- All directors, officers, employees, volunteers, and members are required to comply with this policy.
- Complaints must be reported to the Chair or Executive Director. Reports will be investigated promptly, impartially, and confidentially, and documented appropriately.
- Retaliation against individuals who report concerns or participate in investigations is strictly prohibited.
- Confirmed violations may result in disciplinary measures, including removal from the Board or termination of employment or volunteer status. In future years, the Board may designate an independent officer or committee to handle complaints.



Whistleblower Protection Policy

- Any Director, Officer, employee, volunteer, contractor, or member of the Creative Community Impact Association may report concerns regarding unethical, illegal, fraudulent, discriminatory, unsafe, or otherwise improper conduct, including violations of the Corporation's bylaws, governance policies, or applicable laws.
- Reports may be submitted to the Chair of the Board or, where appropriate, to a majority of the Board of Directors.
- Reports may be made confidentially or anonymously to the extent permitted by law and reasonably practicable under the circumstances.
- The Corporation shall review and respond to all reports in a timely, fair, and impartial manner and shall take appropriate action where warranted.
- Retaliation against any individual who, in good faith, reports a concern or participates in an investigation is strictly prohibited. Any act of retaliation may result in disciplinary action, including removal from the Board, termination of employment, or termination of volunteer or membership status, as applicable.
- The Board may establish additional procedures or designate an independent individual, committee, or external advisor to support the administration, investigation, documentation, and secure retention of whistleblower reports.

