



BY-LAW NO. 1

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BY-LAW NO. 1

THIS IS THE GENERAL BY-LAW OF END HOMELESSNESS WINNIPEG, (referred to as the “Corporation”). THE FOLLOWING IS HEREBY ENACTED as a By-Law of the Corporation:

Aims & Objectives

1. The Corporation shall be incorporated as a not-for-profit Corporation, pursuant to Part XXII of the Corporations Act.
2. The objects of the Corporation are to end homelessness in Winnipeg are to improve the efficiency and effectiveness of other registered charities, government, and community organizations that address the issue of homelessness in Winnipeg by:
 - Identifying actions and deliverables to prevent homelessness;
 - Coordinating triage support programs for those who are homeless or at-risk of homelessness;
 - Establishing and maintaining standards and guidelines for program delivery to ensure better service to the homeless;
 - Increasing housing supply; and
 - Collecting and disseminating data on the homeless.

To undertake activities ancillary and incidental to the attainment of the above-mentioned charitable purposes.

Head Office

3. The head office of the Corporation shall be located in the City of Winnipeg, in Manitoba.
4. The Corporation may establish other offices that the Directors decide are needed.

Board of Directors

5. The business of the Corporation shall be managed by a board of not less than five (5) and not more than twenty two (22) Directors. Each Director has one vote, and fifty-one percent (51%) of the sitting Directors is a quorum.
6. The Directors are to serve without remuneration. No Director may directly or indirectly receive any profit from their position as Director with the exception that Directors with lived experience of homelessness who are currently experiencing homelessness and do not have their time paid by a host organization may be paid in accordance with End Homelessness Winnipeg’s policy on honorariums. A Director may be reimbursed for reasonable expenses incurred by them in the performance of their duties and may be paid reasonably for any duties they perform under contract or as an employee of the Corporation.
7. The Board has the authority to hire and terminate a CEO who will be an ex officio, non-voting member of all Board committees.

Directors Meetings and Duties

8. The Directors must meet at least four times each year. Other meetings may be held at a time and place the Directors choose.
 - a) A meeting of Directors may be convened on at least five days' notice by the Chair or any four Directors or by the Secretary on the direction or authorization of the Chair or any four Directors. The notice may be in writing and delivered or mailed or may be given by telephone, telegraph, facsimile transmission, or electronic mail and need not specify the purpose of business to be transacted at the meeting.
 - b) Formal notice is unnecessary if all the Directors are present at a meeting, or waive the notice requirement in writing or signified their consent in writing to the meeting being held in their absence.
 - c) A Director may participate in a meeting of Directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in the meeting by that means is deemed, for the purposes of the Act, to be present at the meeting.
 - d) Questions arising at any meeting of Directors shall be decided by a majority of votes. The Chair shall be entitled to vote.
9. At the first meeting of Directors following an annual meeting, the Directors shall elect officers of the Corporation, and make appointments to any standing committees.
10. The Directors are responsible for coordinating the work of the Corporation, and for considering resolutions made at the annual meeting of the Corporation.
11. The Directors are responsible for ensuring that funds of the Corporation are accounted for, and for ensuring that minutes of the meetings are properly maintained.
12. The Directors may exercise all the powers of the Corporation except those which the Act or a bylaw requires to be exercised by the members. Specifically, the Directors may do any of the following things:
 - a) Conduct the financial business of the Corporation, including without limitation, the investment or borrowing of money (and the giving of security therefor), to be transacted with such credit unions, banks, trust companies, or other bodies corporate or organizations as may from time to time be designated by Board. Such financial business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize;
 - b) Make appeals for funds, to acquire, accept, or receive gifts, donations, bequests, or subscriptions of money or other real or personal, immovable or moveable, property, whether they be unconditional or subject to special conditions, provided any special conditions are not inconsistent with the objectives outlined in Article 2 of this by-law;
 - c) Acquire by purchase, lease, or otherwise any real or immovable property necessary for the carrying on of its objectives, and to sell, lease, dispose of, and convey the same or any part thereof as may be considered advisable;
 - d) Delegate to an officer power to employ and pay salaries;
 - e) Make appropriate rules for the operation of the Corporation; and

- f) Appoint any employee to sit as an ex-officio, non-voting member of the Board.
13. The following persons are disqualified from being a Director of a corporation:
- a) Anyone who is less than 18 years of age;
 - b) A person who is not an individual;
 - c) A person who is found to be of unsound mind; and
 - d) A person who has the status of a bankrupt.

Officers

14. The officers shall be: Chair, Vice-Chair, Treasurer, and Secretary. No individual shall hold more than one office. Officers must be Directors of the corporation.
15. Officers shall hold office for a term of one (1) year. An officer may resign office by giving written notice to the Secretary, (or in the case of the Secretary, to the Chair).
16. The Board of Directors may remove an officer by following this procedure:
- a) A notice of motion to remove must be included in the notice of meeting provided to all Directors at least 5 days before the meeting which will consider the motion.
 - b) The meeting considering the motion to remove must have a quorum without counting the Director who brought the motion, or the Director who is the subject of the motion, neither of whom may vote on the motion.
 - c) A decision on the motion to remove must be voted on by secret ballot and be supported by two-thirds (2/3) majority for the motion to be carried.
17. If a vacancy occurs in any office, the Board will fill it from among its members.
18. If an officer dies, resigns, retires, or is removed, any property of the Corporation in their possession is to be returned to the Board. It is the Secretary's responsibility to make sure this is done.
19. The Chair will preside at the Annual General Meeting and at all meetings of the Board. In addition the Chair is responsible for preparing and submitting a report to the annual meeting.
20. The Chair shall conduct an annual review the CEO's expenses and provide a report to the Audit Committee about this review.
21. The Secretary shall attend all meetings of the Board, or of members, and be responsible to record all votes and minutes of the proceedings. In the absence of the Secretary, the Board may appoint another Director to serve in that capacity. The Secretary is responsible to ensure that notice of board meetings are sent to the members or of the Board. The Secretary will perform other duties as may be directed by the Board.
22. The Treasurer has responsibility for the oversight of the Corporation's money, and of the accounts which are kept of the Corporation's assets, liabilities, receipts, and disbursements. The Treasurer is responsible for providing an accounting to the Chair and Directors as required. The Treasurer will perform other duties as may be directed by the Board.
23. The duties of any other officers will be assigned by the Board after the office is created.

24. In the absence of the Chair, the Vice-Chair shall perform the duties of the chair and if neither the Chair nor Vice-Chair is available for any function they are required to perform under these by-laws, the Chair shall designate another Director to serve as Chair for that function.

Signing Documents

25. Any documents requiring the signature of the Corporation are to be signed by any two officers. Any properly signed document is binding on the Corporation without further authorization or formality. The Board may appoint any officer to sign any specific document for the Corporation. The Board may also provide authority for staff members to sign any documents within parameters to be determined by the Board.

26. The Corporation's seal may be put on any document requiring it by the officer signing the document.

Committees

GOVERNANCE COMMITTEE

27. The Board shall establish a Governance Committee.

- a) The core functions of the Governance Committee will be to facilitate the Board of Directors' in providing for effective governance of the Corporation and to ensure that governance practices evolve with the needs of the corporation. This includes oversight of activities related to review of the board's structure, development of governance policies, evaluation of the board's effectiveness, planning for board succession and leading the nomination process.
- b) With regard to the nomination process, the Governance Committee shall oversee the process of electing and appointing Directors to the board in accordance with the procedures and criteria set out in section 40 of these by laws.
- c) The Governance Committee conducts its responsibilities on behalf of the Board and makes recommendations to the Board on policies and matters in the areas of governance.
- d) The Governance Committee will consist of either the Chair or Vice-Chair of the Board and not more than five additional members.
- e) Fifty-one percent (51%) of the Committee members shall constitute a quorum.

AUDIT COMMITTEE

28. The Board shall establish an Audit Committee.

- a) The core function of the Audit Committee will be to ensure fiscal and information systems integrity of the corporation. Its key areas of responsibility will include:
 - i. Reviewing the integrity of financial controls and management information systems;
 - ii. Ensuring statutory requirements are met;
 - iii. Reviewing monthly and annual financial statements;
 - iv. Reviewing operating lines of credit;
 - v. Reviewing the scope of the audit plan with the external auditors;
 - vi. Sustaining the relationship with the external auditors;

- vii. Measuring the performance of the external auditor;
 - viii. Reviewing the adequacy of insurance coverage for all aspects of the enterprise;
 - ix. Reviewing, on a quarterly basis, expenses for the Board Chair and Directors;
 - x. Reviewing any litigation, claims or other contingencies including tax assessments that could have a material impact on the Organization.
- b) The Audit Committee conducts its responsibilities on behalf of the Board and makes recommendations to the Board on policies and other matters related to its scope of responsibility. The Committee has authority to conduct or authorize investigations into matters within its scope of responsibility and may, in the course of these investigations, seek any information it requires from employees and external parties and meet with them as necessary.

The Audit Committee is empowered to:

- i. Retain outside counsel, accountants, auditors or others to advise the Committee and to determine the compensation for such advisors subject to the Board policy for engaging of independent advisors.
 - ii. Meet with any executive, external auditors and/or funders without management being included if the Committee so desires or at the request of any of these parties.
 - iii. Request the attendance of the external auditor as required.
 - iv. The Committee Chair will convene a meeting of the Committee at the request of the external auditor, a member of the Committee or any Director, to consider any accounting, internal control, or audit matter the auditor, committee member or Director, as appropriate, believes should be brought to the attention of the Committee.
- c) The Audit Committee will consist of between four and six members.
- i. A minimum of two of the members will be Directors.
 - ii. Members of the Audit Committee will be appointed by the Board.
 - iii. Members will serve for a three-year term and may be reappointed for one additional term.
 - iv. Fifty-one percent (51%) of the Committee members shall constitute a quorum.

INVESTMENT COMMITTEE

29. The Board shall establish an Investment Committee.

- a) The core function of the investment committee will be to allocate funds to support the strategic priorities of the corporation.
- i. The board of Directors will provide the Investment Committee with a funding framework which will identify the categories of activity to be funded and a notional allocation of funding for each category.
 - ii. The Investment Committee will make individual funding allocation decisions within the overall funding framework.
 - iii. Even though the board will not be directly involved in allocating or approving funding, members whose organizations apply for funding must declare when this is happening.

To ensure full transparency, staff will be expected to report to the board on all amounts that are allocated to organizations which are represented by members of the board.

- iv. The staff of the corporation will be responsible for providing funding recommendations to the Investment Committee. The staff will be responsible for developing the procedures by which funding decisions will be made, receiving and evaluating applications for funding, formulating recommendations, and monitoring the use of funding to ensure recipients are meeting their accountability measures.
 - b) The Investment Committee will have full authority to make individual funding allocation decisions within the overall funding framework. The Committee will be subject to board monitoring about the effectiveness with which it is supporting the funding framework, but individual funding decisions will not be subject to board approval.
 - c) The Investment Committee will consist of either the Chair or Vice-Chair of the Board, and a minimum of five additional members appointed by the Board.
 - i. Directors attached to agencies eligible for funding allocation by the Investment Committee are not eligible to be members of the Investment Committee.
 - ii. A maximum of 4 Committee members will be Directors.
 - iii. Members of the Investment Committee will be appointed with the objective that the Investment Committee be reflective of all sectors, including Indigenous members.
 - iv. Members will serve for a three-year term and may be reappointed for one additional term.
 - v. Fifty-one percent (51%) of the Committee members shall constitute a quorum.
30. The Board of Directors shall, on an annual basis, appoint any Ad Hoc Committees it may require.

Conditions of Membership

31. The Board shall be responsible for determining eligibility for membership.
32. Organizational membership shall be granted to bona fide organizations supporting the aims and objectives of the corporation. Organizations in this category may include but not be limited to community service organizations, housing organizations, Indigenous organizations, cultural organizations, research and advocacy organizations, religious and fraternal organizations, private sector organizations and labour organizations as defined in Appendix "A" to this bylaw as well as the permanent members listed in Section 37 (b).
33. All Directors are ex officio individual voting members of the Corporation.
34. Membership in the Corporation shall be free.
35. Membership in the Corporation is valid until revoked by the member or terminated by the Board of Directors.
36. A member organization may resign its membership through notification to the Secretary or CEO and such notice must be provided by an authorized signing authority of the member organization.

Election of Directors

37. The Board of Directors shall be comprised of no less than five (5) Directors and no more than twenty-two (22) Directors, with the following representation by sector:

- a) Elected Directors: Up to sixteen Directors elected by members;
- b) Permanent member appointed Directors
 - i. Provincial Government up to 2 members
 - ii. Municipal Government 1 member
 - iii. Federal Government 1 member
 - iv. Winnipeg Regional Health Authority 1 member
 - v. United Way of Winnipeg 1 member

38. Effective after the 2020 Annual General Meeting, a minimum of 75% of the elected Directors must be of Indigenous descent.

39. Permanent Members will each appoint Directors to the following respective seats:

- a) Provincial Government up to 2 members
- b) Municipal Government 1 member
- c) Federal Government 1 member
- d) Winnipeg Regional Health Authority 1 member
- e) United Way of Winnipeg 1 member

40. Elections for Directors shall be conducted according to the following process:

- a) The Governance Committee shall oversee the election process.
- b) The Governance Committee shall develop criteria for the skills, experience and diversity it seeks to have on the board. It shall communicate these criteria to the members of the corporation as guidance for appointing and nominating Directors.
- c) The Governance Committee may establish minimum eligibility criteria for election to the board, and disqualify any candidate who does not meet those minimum eligibility requirements.
- d) The Governance Committee shall consult with the community and Indigenous organizations in particular, to help identify potential nominees.
- e) The Governance Committee shall endeavour to identify candidates with backgrounds that include the business community and other important stakeholders.
- f) The Governance Committee shall receive nominations for the organizational member positions on the board. It shall review each candidate's qualifications and prepare appropriate information to assist the membership in determining how they will vote.

- g) The Governance Committee shall, no less than twenty-one (21) days prior to the Annual General Meeting, send out a written notification of the vacant positions, the names of nominees and accompanying biographical information, and its summary of the match between each candidate and the nomination criteria, to all members of the corporation.
 - h) Voting for Directors shall occur at each Annual General Meeting. Each member has one vote for each vacant board position.
 - i) The Board may choose to have the balloting performed by electronic or mail in balloting if it so chooses. In the event that balloting is performed by mail or electronically, the ballots must be provided to the members no less than twenty-one (21) days prior to the due date for voting.
 - j) Permanent Members will each appoint Directors to their respective seats.
41. The term of office for each Director appointed by Permanent Members shall be three years, with the option to be renewed.
42. The term of office for all elected Directors shall be three (3) years provided however that from time to time some Directors may be elected for shorter terms in order to ensure staggered transition of Directors.
43. Where a vacancy on the Board is created by resignation of an elected Director, the Board may appoint a replacement for that Director. The Director so appointed will serve for the duration of the resigned Director's term.
44. The Board shall have the right to terminate any elected Director who misses three or more consecutive meetings without providing notification of reasonable cause. Any such action by the Board must be passed by a 2/3 majority of the Directors present. The Board may appoint a replacement for any Director terminated under this article.
- The Director so appointed will serve for the duration of the terminated Director's term.
45. The Board shall have the right to terminate any elected or board-appointed Director who is shown to be in violation of signed Corporation confidentiality agreements, or otherwise deliberately operating against the interests of the Corporation. Any such action by the Board must be passed by a 2/3 majority of the Directors present. The Board may appoint a replacement for any Director terminated under this article. The Director so appointed will serve for the duration of the terminated Director's term.
46. Elected Directors shall normally serve no more than 2 consecutive terms. A Director who has been elected to be the Chair or Vice-Chair of the board may serve up to 3 consecutive terms. In the event that a Director was appointed to fill a vacancy on the board, the period in which that Director serves the remaining term of the previous Director shall not be counted as a term for the new Director.

General Meetings

47. An annual meeting of the Corporation shall be held within six (6) months of each year end on a day and at a place which the Board decides is convenient. Each member of the Corporation shall be notified of the annual meeting by a written notice sent to their last address of record, no less than twenty-one (21) days prior to the meeting.

48. The annual meeting shall always:
 - a) Receive an Activity Report.
 - b) Receive the financial statement and the Auditor's Report.
 - c) Conduct an Election of Directors.
 - d) Appoint an Auditor for the following year.
49. The Annual General Meeting shall also be empowered to consider and debate policy resolutions which may be moved and seconded by individual or organizational members. All members present at the meeting shall be eligible to vote on the resolution. Those resolutions that are passed must be reviewed by the Board and reported on at the next Annual General Meeting.
50. A general meeting of the Corporation may be called at any time by the Board of Directors, or the Chair, or by twenty-five percent (25%) of the members. Every member is to be given at least twenty-one (21) days' notice of a general meeting. The notice is to state the business of the meeting, and is to be sent to the last address the member has given to the Secretary.
51. Ten (10) members constitutes a quorum. Each member present will have one (1) vote. Voting by proxy shall not be allowed.
52. Any error or omission in giving notice of a meeting will not invalidate the meeting, or business conducted at the meeting. Members may waive the notice requirements, and may approve and confirm anything done at a meeting held without notice.
53. Every question at any meeting will be decided by a majority of votes, unless the Act or any Bylaw requires otherwise. If the vote is tied, a second vote shall be called. If the vote remains tied, the question will be defeated.
54. The rules of procedure at meetings is to be determined at the first annual meeting and may be amended at any time by ordinary motion.

Resolutions and Amendments

55. Resolutions are either ordinary or special. An ordinary resolution may pass on a simple majority of votes. A special resolution must be identified as such in the notice of the meeting at which it will be considered, and requires a two-thirds (2/3) majority of members in attendance to pass.
56. Bylaws may be enacted or amended by special resolution at any general meeting.
57. Notice to introduce or amend a bylaw, including a draft of the proposed or amended bylaw, is to be given in writing to all members at least twenty-one (21) days prior to the meeting at which it will be considered.

Financial Year and Accountants

58. The Corporation's financial year shall be from April 1 to March 31.
59. At each annual meeting the members are to appoint an accountant to serve as auditor. The auditor will hold office until the following annual meeting. If a vacancy occurs between the annual meetings, the Board will appoint a replacement. The auditor is to be paid an amount decided by the Board.
60. The Directors are responsible to ensure that the Corporation keeps whatever books or records the bylaws or law requires.

Interpretation

61. In this and any other bylaw, the following rules apply unless the context indicates otherwise:
- a) Singular words include the plural.
 - b) Gender specific words include the opposite gender.
 - c) Reference to persons includes corporate entities.
 - d) Reference to any bylaw, statute or law includes any later amendment or re-enactment of the bylaw, statute, or law.
 - e) Reference to the "Act" means the Corporations Act (Manitoba), as amended from time to time, being Chapter C225 in the Continuing Consolidation of the Statutes of Manitoba, or any act that may be hereafter substituted therefor.
 - f) In computing the date when notice must be given under any provision of the Act or this by-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.
 - g) The accidental omission to give a notice to any member, Director, officer or auditor or the non-receipt of any notice by any member, Director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon, unless otherwise provided in the Act.

Disposition of Surpluses and Deficits

62. The Corporation shall use any surplus, profit, capital or asset solely for the purposes defined in Article 2 of this by-law.

Winding Up

63. Upon dissolution the assets of the Corporation shall be distributed to one or more qualified donees under the terms of Income Tax Act of Canada.

Indemnification

64. The Corporation shall indemnify Directors or officers, former Directors or officers, or persons who act or acted at the Corporation's request as Directors or officers of a body corporate of which the Corporation is or was a shareholder or creditor, or persons who undertake or have undertaken any liability on behalf of the Corporation or any such body corporate, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an

action or satisfy a judgement, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been Directors or officers of the Corporation or such body corporate, if

- a) They acted honestly and in good faith with a view to the best interests of the Corporation;
and
- b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

Appendix "A" - Eligibility for Organizational Membership

Organizational Members are organizations who support the aims and objectives of the corporation and who fall into at least one of the following categories:

Community Service Organizations - Any bona fide not-for-profit corporation that provides community services to people who are or who are at risk of being homeless.

Housing Organizations - Any bona fide organization whose mandate is the development, renewal or provision of housing for low income populations.

Indigenous Organizations - Any bona fide organization that has a specific mandate to represent or service Indigenous people, and is controlled by members of an Indigenous community, shall be eligible for membership in this category. For purposes of eligibility, Indigenous shall be deemed to include Métis, Status Indian, non-Status Indian, and Inuit persons.

Cultural Organizations - Any bona fide organization that has a specific mandate to represent or service Ethnic peoples, and is controlled by members of an ethnic community. For purposes of eligibility, ethnic shall be deemed to include all cultural groups not defined under Indigenous Organizations.

Research and Advocacy Organizations – Any bona fide non-profit organization that has a mandate to do research and advocacy on social policy issues, including homelessness.

Religious and Fraternal Organizations - Any bona fide religious or fraternal organization who provide supports to people who are or who are at risk of being homeless.

Private Sector Organizations - Any bona fide registered business organization located in Winnipeg that has a specific mandate to represent or service businesses and that is controlled by members of the business community and/or any private or publicly traded companies. Business Improvement Zones, Chambers of Commerce, business development associations, property management or housing associations, etc. may also hold membership under this category.

Labour Organizations - Any bona fide local union or labour umbrella organization that is interested in ending homelessness in our city. This shall include the Winnipeg Labour Council and the Manitoba Federation of Labour.