



MAIN STREET PROJECT INCORPORATED BY-LAWS

GENERAL BY-LAW No. 1/2016

A By-Law relating generally to the transaction of the business and affairs of Main Street Project Inc.

Be it enacted and it is hereby enacted as a By-Law of Main Street Project Inc. (hereinafter referred to as the "Corporation") as follows:

STATEMENT OF MISSION:

Main Street Project Inc. provides a safe, respectful and accessible place for individuals at risk in our community. We advocate for a more inclusive society and assist marginalized individuals to make real choices.

1. Head Office

The head office of the Corporation shall be at the City of Winnipeg, in the Province of Manitoba at such place therein as the Directors of the Corporation may from time to time by resolution determine.

2. Seal

The seal, an impression whereof is stamped in the margin hereof shall be the Corporate Seal of the Corporation.

3. Fiscal Year

The fiscal year of the Corporation shall begin on the 1st day of April and end on the 31st day of March of the following year.

ARTICLE 1 – MEMBERSHIP

Section 1 - Members

- a) Any individual who is an active director in the functioning of the Corporation is considered to be a member in good standing.
- b) Active directors of the Board will be the sole members of the Corporation.
- c) When a member ceases to be a director of the Board, membership in the Corporation is terminated.



Section 2 – Meetings of the Members

Annual General Meeting

The Corporation shall hold an Annual General Meeting once per calendar year within 6 months of the fiscal year end on a day named by the Board of Directors. The voting members of the Corporation shall review and approve the audited financial statements for the preceding fiscal year, appoint an auditor, conduct elections, amend the bylaws and conduct any other such business as may come before it.

Special General Meetings

Special General Meetings of the Corporation may be called at such time and place as determined by resolution of the Board of Directors.

Notice of Meeting

The notice of the Annual General Meeting shall be issued no less than thirty (30) days prior to the event and shall be delivered to every voting member by whatever means is necessary.

The notice of any Special General Meeting shall be issued no less than seven (7) days prior to the meeting and shall be delivered to every voting member by whatever means is necessary.

Notwithstanding the provisions of the Corporations Act relating to notice, a meeting of members may be held without notice at any time and at any place permitted by the Act provided a waiver of notice is obtained in accordance with the Act.

Every notice of an Annual or Special General Meeting shall state the nature of the business of the meeting.

Quorum

Quorum for any Annual General Meeting or Special General Meeting shall be 2/3 (two thirds) of the voting membership.

Voting

Each voting member shall be entitled to one vote at a meeting of the members.

No member shall vote by proxy.

Conduct of Meetings of the Members

Annual General Meetings and Special General Meetings shall be chaired in a manner that allows for general consensus to be achieved. Should consensus be elusive, the Chairperson will invoke Robert's Rules of Order, and resolutions (unless otherwise specified in these by-laws) shall require a simple majority to pass.



ARTICLE II – BOARD OF DIRECTORS

Section 1 – Board Director Qualifications

A person may be appointed or elected as Board Director, provided they are:

- 1) not in a state of undischarged bankruptcy
- 2) not an employee of the Corporation
- 3) not related by a primary relationship (spouse, child, parent) to an employee of the Corporation
- 4) not related by a primary relationship (spouse, child, parent) to another member of the Board

Section 2– Number of Directors

The affairs of the Corporation shall be managed by a Board of no fewer than seven (7) and not more than thirteen (13) Directors.

Section 3 - Terms of Office

The Directors term of office shall be for two years from the time of their election at an Annual Meeting. Directors shall take office immediately following the close of the annual meeting at which they are elected.

A person may serve three (3) two (2) year terms as a Director of the Corporation.

After serving three (3) consecutive terms, a Director shall stand down for a full year before being reappointed to the Board.

Council Members’ terms will be staggered so that not all terms expire in the same year. To establish the staggered terms initially, some Directors may be appointed to serve a one (1) year term, after which they may serve the usual three (3) consecutive terms.

Section 4 – Meetings of the Directors

The Board of Directors shall meet eight (8) times per year on a schedule determined by the Board.

Board Members shall receive a minimum of three (3) days notice of any Regular Meeting. The non-receipt of a notice shall not invalidate any proceedings passed at any meeting.

Special meetings of the Board of Directors may be called at any time by the Chairperson or any three (3) Board members.

The Board shall adopt an agreed upon method for arriving at consensus decisions and that method shall be outlined in a Governance Manual. In the event consensus cannot be achieved on an issue under discussion, any three (3) Directors may require a formal vote on the matter. If a formal vote is undertaken, it shall be conducted in accordance with Robert’s Rules of Order.



A declaration by the Chairperson that a resolution has been carried and an entry to the effect in the minutes shall be sufficient evidence of that fact.

In the absence of the Chairperson, the duties of the Chairperson may be performed by a Vice- Chairperson or such other Director as the Board from time to time may appoint for the purpose.

For the purpose of sending notice to any director for any meeting or otherwise, the address of the Director shall be his last email or mailing address shown on the books of the Corporation.

Meetings of the Board may be conducted by tele-conference, video-conference or by email. The Board shall adopt an E-Meeting Protocol to govern the conduct of such meetings.

Section 5 – Quorum

A majority of Directors in office, from time to time, but no less than five (5) directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the Corporation.

Section 6 – Powers of Directors

- a) The Directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its Letters Patent or otherwise authorized to exercise and do.
- b) The Directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the Board of Directors may prescribe.

The Board of Directors is hereby authorized from time to time

- i. To borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
- ii. To limit or increase the amount to be borrowed;
- iii. To issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;
- iv. To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal,



movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

- c) The Board of Directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.
- d) The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

Section 7 – Termination, Resignation and Vacancy

A Board Director may resign their position at any time by providing written notice to the Board.

The Board may, by resolution of 2/3 of the Directors, remove a Board Director for cause, including but not limited to, criminal conduct or conduct that is contrary to the best interests of the Corporation.

A position on the Board shall be deemed vacant if a Board Director has missed three (3) consecutive Board meetings without reasonable notice.

The Board is authorized to appoint a replacement for a Board Director who has resigned, whose position has been deemed vacant or who has been removed by resolution. Such an appointment shall be in effect until the next Annual General Meeting. A Board Director appointed as a replacement shall be eligible to be elected by the AGM for three (3) consecutive, two (2) year terms at the completion of the replacement term.

Section 8 – Conflict of Interest and Confidentiality

The Board will adopt a Governance Manual that includes all policies including a conflict of interest policy and a confidentiality policy and directors will conduct themselves in accordance with the policies contained in the manual.

Section 9 – Director’s Remuneration and Interest in Other Companies

- a) The Directors shall serve as Directors and Officers without remuneration and no director shall directly or indirectly receive any profit from a position as director or officer provided that a director may be paid reasonable expenses incurred in the performance of duties.
- b) No director shall be interested or participate in any contract or arrangement made or proposed to be made by the corporation whether as a vendor, purchaser or in any other capacity including as a Director of another corporation.



Section 10 – Income of the Corporation

- a) The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects.
- b) No portion of the income of the Corporation may be payable to or otherwise available for the personal benefit of any member thereof.

Section 11 - Dissolution

- a) Upon the dissolution of the Corporation and after the payment of all debts and liabilities its remaining property shall be distributed and disposed of to charitable organizations or non-profit organization having similar objectives and are bound by similar restrictions which carry on their work solely in Manitoba.

ARTICLE III – OFFICERS

Section 1 – Officers

The Officers of the Corporation shall be the Chairperson, Vice-Chairperson, Secretary, and Treasurer.

Section 2 – Election of Officers

At its first meeting subsequent to the Annual General Meeting of the Corporation and the Board shall elect the Officers of the Corporation from among the Directors.

Section 3 – Officer’s Term of Office

The Officers shall serve one (1) year terms which are renewable annually limited to their continuance as Board Directors.

Section 4 – Duties of Officers

The Board shall maintain terms of reference for each of the Officer positions in the Governance Manual.

The Officers of the Corporation may from time to time be authorized by the Board to make a time sensitive decision between Board meetings. Such decisions will be ratified by the Board at its next meeting.

The four Officers of the Corporation shall be designated signing authorities for the Corporation. Any two (2) of these signing authorities may sign cheques, contracts, agreements or other documents or instruments that have been authorized by the Board of Directors.

Section 5 – Executive Director



The Executive Director is the Chief Executive and Operating Officer of the Corporation and, subject to delegation and authority of the Board as laid out in the Governance Manual shall have general supervision of the business of the Corporation.

ARTICLE IV – COMMITTEES

From time to time as it sees fit, the Board of Directors may establish such committees or working groups as may be required by the Corporation. Composition of such committees and terms of reference to inform the committee's work will be established by the Board of Directors and held in the Governance Manual.

ARTICLE V – FISCAL POLICY

The Board of Directors shall adopt appropriate fiscal policies and practices in the financial management of the Corporation. Such policies and practices will be maintained in the Governance Manual.

ARTICLE VI – BY-LAWS

These by-laws may be amended, added to, altered or repealed at any Annual General Meeting or Special General Meeting of the Members by a resolution passed by a two-thirds (2/3) majority of the voting members, provided that the notice for this meeting also gave notice of the intent to change the by-laws.

ARTICLE VII – PROTECTION OF DIRECTORS

Every Director or Officer of the Corporation or other person who has undertaken or about to undertake any liability on behalf of the Corporation and their heirs, executors, and administrators, and estate and effects, respectively, at all times be indemnified out of the Corporation from and against:

- a) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, which is brought against them, for any matter whatsoever, in the execution of the duties of office.
- b) All other costs, sustained in relation to the affairs of the Corporation, except such costs as are occasioned by wilful neglect or default of the Director.

No Director or Officer for the time being of the Corporation shall be liable for the acts of any other Director or Officer or employee or for joining in any receipt of act for conformity or through the insufficiency or deficiency of title or security to any property acquired by the order of the Board of Directors for bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities, or effects shall be deposited or for any other loss, which may happen in the execution of the duties of office, unless the same shall happen by or through wilful default.

Interpretation



In these by-laws:

- a) Charter” shall mean Letters of Patent of this Corporation and any Supplementary Letters Patent;
- b) “The Act” or “The Corporations Act” means the statute under which this Corporation has been incorporated or any Act substituted therefore as amended from time to time, but reference shall be to the Act and amendments thereto in force at each relevant time;
- c) “Person” shall include partnership, associations, and companies, the singular shall include the plural and vice versa.
- d) When any provision of the Act is referred to, the reference is to that provision as modified by any statute for the time being in force.

Originally ENACTED this 23rd day of February, A.D. 1973

Amendments to the Bylaws were passed at the Annual General Meeting: June 22, 2016.