

**COMMUNITY LIVING disABILITY SERVICES**

Subject: **Program Proposal Procedure – Appendix A –  
Establishment of a Non-Profit Corporation**

**ADULT DISABILITY SERVICES**

**PURPOSE**

The purpose of these guidelines is to outline the basic procedures to be followed when establishing a non-profit corporation. Some of the tasks listed below can occur simultaneously. The key responsibilities of a governing board, and the duties of the directors of a governing board are reviewed in Section E55, Board Functions - Non-profit Agencies.

**PROCESS**

**1. Formation of an Ad Hoc Committee**

The originator should form an ad hoc committee by soliciting support from others who share the same interest and/or concerns. From this group of individuals who share the same concerns, an ad hoc committee is formed.

**2. Develop a Written Draft of the Purpose and Mission of the Organization**

The ad hoc committee should identify the purpose of the organization and develop a mission statement. The mission statement should describe the needs the agency is attempting to meet, the individuals served and what is unique and distinctive about the agency in fulfilling its function.

**3. Contact Regional Office**

If the ad hoc committee has not already done so, they should contact the Government of Manitoba, Regional Office of the Department of Families, to discuss how the group can best support the needs of individuals identified. Staff from the Regional Office will partner with the committee and will assist them to determine how the group can best provide the resources required. Regional staff will explain and will provide the committee with the program proposal procedure guidelines and submission forms. Throughout the establishment process, the Regional Office and the Agency Accountability and Support Unit may be requested to provide consultation, direction or assistance in order to prepare for the implementation of services.

**4. Select the Name of the Corporation**

The name of the organization must be searched and reserved by the Companies Office. In order to complete this task, obtain a *Request for Corporate Name Reservation* form from the Companies Office. Once the ad hoc committee has completed the form return both the form and the required fee to the Companies Office.

**5. Establish a Registered Office**

The organization must establish an office with a street address, in the Province of Manitoba, that identifies where its books are being kept and where the corporation may be contacted.

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**6. Complete the Articles of Incorporation and Request for Service Forms**

Three or more members of the ad hoc committee should complete the Articles of Incorporation within ninety days of the date that the name of the corporation was reserved by the Companies Office. Two copies of the Articles of Incorporation and the Request of Service form must be sent to the Companies Office along with the appropriate payment payable to the Minister of Finance.

**7. Create an Integrated Board**

The board must focus on creating an integrated board that can handle the management and governance responsibilities of the agency. The board is the legal entity and authority for the agency and its composition and renewal is critical. In choosing board directors the board should consider its management and governance needs, and identify the skills and experience required from its board members to help service the agency at this point in time.

**8. Create the By-laws of the Corporation**

As soon as the Articles of Incorporation are approved, the ad hoc committee becomes founding directors of the board and assumes legal and financial responsibility for the business and affairs of the organization. Upon incorporation, the directors of the board should meet to develop the by-laws of the corporation. By-laws are simply the rules which govern the internal affairs of the corporation.

The directors of the board should send copies of the proposed by-laws to all the members (other interested individuals in the community) with a call for a meeting. At the meeting, members should discuss, amend (if required) and approve the proposed by-laws. A majority vote is required to adopt the by-laws. Once the members of an organization have voted to adopt a set of by-laws, the by-laws are in effect.

**9. Submit Program Proposal**

The founding board, using the Program Proposal Procedure (Section C155.5) should complete the proposal application forms and submit these to the Regional Office for approval. The Regional Office, in conjunction with the Adult Disability Services Branch, reviews all submissions and makes a decision regarding approval in principle for the proposed new services.

**10. Obtain final approval from the Region**

Prior to final approval and implementation of the proposal, the agency must be incorporated and be governed by an appropriate constitution and by-laws. The Regional Program Manager follows the established process for seeking funding approval. Once approval is confirmed, a formal notification is forwarded by the Regional Office.

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