

## **Porchlight Counselling and Addiction Services**

### **Section 3 – By-Laws of the Corporation**

## **By-Law No. 1**

A by-law relating generally to the transaction of the affairs of

### **Porchlight Counselling and Addiction Services**

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**A by-law relating generally to the transaction of the business and affairs of Porchlight Counselling and Addiction Services (the “Corporation”)**

**1 Head Office**

The Head Office of the Corporation shall be in the City of Cambridge, Regional Municipality of Waterloo, in the Province of Ontario, and at such place therein as Directors may from time to time determine.

**2 Seal**

The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.

**3 Board of Directors**

**3.1 Composition**

The affairs of the Corporation shall be managed by a Board of not less than six Directors and not more than ten Directors, each of whom at the time of his or her election or within 10 days thereafter and throughout his or her term of office, shall be a Member of the Corporation. For the purpose of transacting business at a meeting of the Board of Directors, 51 per cent of the Directors of the Board of Directors shall constitute a quorum. Notwithstanding vacancies, the remaining Directors may exercise all of the powers of the Board so long as a quorum of the Board remains in office.

**3.2 Qualifications**

Each Director shall be at least 18 years of age, and within 10 days after his or her election or appointment and throughout the remainder of his or her term shall be a Member of the Corporation provided that he or she has not served as a Director of the Corporation for the three consecutive terms immediately preceeding his or her nomination.

**3.3 Election and Terms**

Each Director shall be elected to hold office for two years and no Director shall serve for more than three consecutive terms. Each Director shall hold office until the third annual general meeting after he or she shall have been elected and shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot is demanded by any Member.

**3.4 Removal of Directors by Resolution**

The Members of the Corporation may, by resolution passed by at least two-thirds of the votes cast a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office, and may, by a majority of the votes cast that meeting, elect any person in his or her stead for the remainder of the term.

**4 Vacancies, Board of Directors**

The Board of Directors shall have authority to appoint a qualified person to fill any vacancy in their own body and such appointees shall hold office until a successor is elected or appointed. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

**5 Meetings, Board of Directors**

The Board of Directors shall meet at least once each quarter and at such other times as it is reasonably necessary to manage the business of the Corporation. Except as otherwise required by law, The Board of Directors may hold its meetings at such place or places as it may from time to time to determine. Notice of such meetings shall be given to each Director not less than one day before the meeting is to take place. Notice can be given by telephone, facsimile, or electronic mail. Notice may also be given by regular mail, but notice given in this manner must be postmarked at least five days prior to the date of the meeting. The statutory declaration of the person who effected notice pursuant to this by-law shall be sufficient and conclusive evidence of the giving of notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice needs to be sent. The Board may also hold regular meetings on an electronic platform. A Directors' meeting may also be held, without notice, immediately before or immediately following the annual general meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

**6 Errors in Notice, Board of Directors**

No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

**7 Voting, Board of Directors**

Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson, in addition to his or her original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chairperson, his or her duties may be performed by the Vice-Chairperson or such other Director as the Board may from time to time appoint for the purpose.

## **8 Powers**

### **8.1 General**

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 by-laws or otherwise authorized to exercise and do.

### **8.2 Specific**

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

### **8.3 No Director to Act Individually on Behalf of Corporation**

No Director of the Board of Directors shall act individually on behalf of the Board of Directors of the Corporation without express authority from the Board in writing.

## **9 Remuneration of Directors**

The Directors shall receive no remuneration for acting as such.

## **10 Protection of Directors and Officers**

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer, or for the joining in any receipts or other acts for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities, or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune, whatever, which shall happen in the execution of the duties of his or her office in relation thereto unless the same shall happen through his or her own dishonesty.

## **11 Indemnity of Directors and Officers**

### **11.1 Insurance**

The Corporation shall maintain in place liability insurance for the Directors of the Corporation at an amount to be determined from time to time by the Board of Directors and in any event at an amount not less than five million dollars.

**11.2 Indemnity**

Every Director or Officer of the Corporation and his or her heirs, executors and administrators, and estate and effects shall be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges, and expenses whatever which such Director or Officer sustains or incurs in or about any action, claim, or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter, or omission made, done or permitted in or about the execution of the duties of his or her office.
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges, or expenses as are occasioned by his or her own willful misconduct.

**12 Executive Director**

The Board shall appoint an Executive Director. The Executive Director will be a salaried Officer and, ex-officio, a Member of the Board. The terms of employment and the remuneration of the Executive Director a Board of Directors.

**13 Elected Officers of Corporation**

There shall be a Chairperson, a Vice-Chairperson, a Second Vice-Chairperson, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other Officers as the Board of Directors may determine by by-law from time to time. The Elected Officers shall receive no remuneration for acting as Officers of the Corporation. One person may hold more than one office except that the offices of Chairperson and Vice-Chairperson must be held by two different persons. The Chairperson, Vice-Chairperson, Secretary, and Treasurer shall be elected by the Board of Directors from among their number at the first meeting of the Board after the election of such Board of Directors, provided that in default of such election the incumbents, being Members of the Board, shall hold office for two years or until their successors are elected.

**14 Duties of Chairperson, Vice-Chairperson and Second Vice-Chairperson**

The Chairperson shall, when present, preside at all meetings of the Members of the Corporation and of the Board of Directors. The Chairperson with the Secretary or other Officer appointed by the Board for the purpose shall sign all by-laws. During the absence or inability of the Chairperson, his or her duties and powers may be exercised by the Vice-Chairperson. If the Vice-Chairperson is not available, those duties will be performed by the Second Vice-Chairperson, or such other Director as the Board may from time to

time appoint for the purpose, exercise any such duty or power, the absence or inability of the Chairperson shall be presumed with reference thereto.

**15 Duties of Secretary**

The Secretary shall record or cause to be recorded all facts and minutes of all proceedings in the books kept for that purpose and perform such other duties as the Board may from time to time prescribe. During the absence or inability of the Secretary, his or her duties may be performed by such other person as the Board shall appoint for the purpose.

**16 Duties of Treasurer**

The Treasurer shall ensure that full and accurate accounts of all receipts and disbursements of the Corporation are kept in proper books of account and shall ensure the deposit of all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He or she shall oversee the disbursement of the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all transactions of the Corporation, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

**17 Duties of Other Officers**

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or which the Board of Directors requires of them.

**18 Variation of Duties**

From time to time the Board may vary, add to or limit the powers and duties of any Officer or Officers of the Corporation.

**19 Committees**

**19.1 Executive Committee**

The Board may appoint an executive committee composed of Officers of the Corporation, including the Chairperson, Vice-Chairperson, Second Vice-Chairperson, Secretary and Treasurer to perform such duties and exercise such powers as the Board may from time to time by resolution prescribe.

**19.2 Other Committees**

The Board may appoint such other committees as in the opinion of the Board are necessary for the proper administration of the Corporation. Each such committee shall perform such duties and exercise such powers as the Board may from time to time prescribe. The Chairperson of each such committee shall be a Director of the Board, and the members thereof shall be Members of the Corporation but need not be Directors.

## **20 Execution of Documents**

### **20.1 Signing and Sealing Documents**

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the Chairperson or Vice-Chairperson and by the Secretary, Treasurer or another Director, and the seal of the Corporation shall be affixed to such instruments as require the same.

### **20.2 Authority to Bind Corporation**

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chairperson, Vice-Chairperson, Treasurer or by any person authorized by the Board. For the purpose of clarity and without excluding the generality of the foregoing, equipment leases and minor property renovations are contracts in the ordinary course of the Corporation's operations.

### **20.3 Delegation of Authority**

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

## **21 Books and Records**

The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **22 Membership**

### **22.1 Composition**

The Membership shall consist of the Directors of the Corporation and the Officers of the Corporation.

### **22.2 Resignation**

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a Member shall remain liable for payment of any assessment or



other sum levied or which became payable by the Member to the Corporation prior to acceptance of the Member's resignation.

**22.3 Voting**

Each Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the Members.

**23 Annual General Meeting and Other Meetings of Members**

**23.1 Location**

The annual or any other general meeting of the Members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and, on such day, as the said Directors shall appoint.

**23.2 Mandatory Agenda**

At every general meeting, in addition to any other business that may be transacted, the report of the Directors and the financial statement and the report of the auditors shall be presented, Directors shall be elected where necessary, auditors shall be appointed for the ensuring year, and the remuneration of the auditors shall be fixed.

**23.3 Other Business**

The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members. The Board of Directors or the Chairperson or Vice-Chairperson shall have power to call at any time a general meeting of the Members of the Corporation.

**23.4 Notice**

No public notice nor advertisement of Members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member by telephone, facsimile, electronic mail or regular mail at least five days before the time fixed for the holding of such meeting, provided that any meetings of Members may be held at any time and place without such notice if all the Members of the Corporation are present thereat, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact. A declaration by the person who effected notice that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

**24 Error or Omission in Notice**

No error or omission in giving of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be his last address recorded on the books of the Corporation.

**25      Adjournments**

Any meetings of the Corporation or of the Directors may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

**26      Quorum of Members**

Fifty-one (51) per cent of Members present at a meeting shall constitute a quorum for the transaction of business at any meeting of Members.

**27      Voting of Members**

**27.1    Entitlement to Vote**

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each Member of the Corporation shall at all meetings of Members be entitled to one vote. No Member shall be entitled to vote at meetings of the Corporation unless the Member has paid all dues or fees, if any, then payable.

**27.2    Voting Process**

At all meetings of Members every question shall be decided by a majority of the votes of the Members present in person unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member having voting rights shall vote, and unless a poll be demanded, a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Members present, and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Corporation in a general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the President shall be entitled to a second or casting vote.

**28 Financial Year**

Unless ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

**29 Banking Arrangements**

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company, or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time in accordance with the financial policies of the Corporation. All such banking or any part thereof shall be transacted on the Corporation's behalf by the Chairperson, Vice-Chairperson, Treasurer, Secretary, Executive Director or by any other person as the Board may designate, authorize or direct to transact such business on the Corporation's behalf. Banking business shall include, without restricting the generality of the foregoing, the operation of the Corporation's accounts, the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange, and orders for the payment of money; the giving of receipts for the orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any Officer to such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

**30 Notice**

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to law, the letters patent, the by-laws or otherwise to a Member, Director, Officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or is delivered to the person's recorded address or if mailed to the person at his or her recorded address by prepaid air or ordinary mail, or if sent to him or her at his or her recorded address by any means of prepaid transmitted or recorded communication.

A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer or auditor in accordance with any information believed by the Secretary to be reliable.

**31 Borrowing**

**31.1 Authority to Borrow**

The Directors may from time to time

- (a) borrow money on the credit of the Corporation; and/or
- (b) sell or pledge securities of the Corporation; and/or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

**31.2 Delegation of Authority**

From time to time the Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

**32 Amendments**

These By-laws may be amended by a Resolution of the Board, carried by a majority of at least two thirds of the Directors present at a meeting called for the purpose of amending the by-laws, notice of such amendment having been already given by sending a copy thereof to each member of the Board at least ten days prior to the date of the meeting at which it is to be considered. Any amendments so made must be ratified at the following annual general meeting of the Corporation.

**33 Interpretation**

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

**34 Prior By-laws**

All prior by-laws are hereby repealed.

Enacted this \_\_\_\_\_ day of \_\_\_\_\_, 2025

(Corporate Seal)

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Chairperson

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Secretary

