



**Ontario Association Supporting Individuals with Special Needs**  
**Association ontariennes de soutien pour les personnes qui ont des besoins speciaux**

## **BY-LAW NO. 1**

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**Ontario Association Supporting Individuals with Special Needs**  
**Association ontariennes de soutien pour les personnes qui ont des besoins speciaux**

## **BY-LAW NO. 1**

being a by-law relating generally to the transaction of the business and affairs of OASIS.

Be it Enacted as By-law No. 1 of OASIS as follows:

### **ARTICLE 1 - INTERPRETATION**

- 1.1 **Definitions.** In this by-law and all other by-laws of OASIS, unless the context otherwise requires:
- (a) “Act” means the *Corporations Act*, R.S.O. 1990, Chap. C-38, as from time to time amended, and every statute that may be substituted for it and, in the case of such substitution, any references in the by-laws of OASIS to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
  - (b) “By-laws” means this by-law and all other by-laws of OASIS from time to time in force and effect;
  - (c) “Director at Large” means a Director of OASIS who is a volunteer and is designated or elected in such capacity by the Board of Directors;
  - (d) “Letters Patent” means the Letters Patent for OASIS as may be amended from time to time;
  - (e) “Meeting of Members” means any annual general or any special meeting of Members;
  - (f) “Member” means any not-for-profit (either with or without charitable status) corporation providing services to individuals with special needs in Ontario;
  - (g) “OASIS” means Ontario Association Supporting Individuals with Special Needs – Association ontariennes de soutien pour les personnes qui ont des besoins speciaux, a corporation duly incorporated under the Act; and

- (h) “Transfer Payment Agency” means a not-for-profit corporation having a current contract with one of the Ministries of the Government of Ontario to provide support and services to individuals with special needs.

All terms contained in the by-laws which are not defined in the By-laws and which are defined in the Act shall have the meaning given to such terms in the Act.

- 1.2 **Interpretation.** In these By-laws and in all other By-laws of OASIS 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.
- 1.3 **Headings.** The headings used throughout the By-laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these By-laws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.
- 1.4 **Conflict with By-laws.** To the extent of any conflict between the provisions of the By-laws and the provisions of either the Act or the Letters Patent of OASIS, the provisions of the Act, or the Letters Patent shall govern.
- 1.5 **Invalid Provisions.** The invalidity or unenforceability of any provision of the By-laws shall not affect the validity or enforceability of the remaining provisions of the By-laws.

## **ARTICLE 2 - MEMBERS**

- 2.1 **Membership Application.** OASIS will accept Membership applications from any non-profit corporation with a public, volunteer board of directors, or a Transfer Payment Agency that provides support services to individuals with special needs and accept the principles set out in Section 2.2 hereof. Membership in OASIS becomes effective upon approval of the Board of Directors.
- 2.2 **Principles of OASIS**

Each Member

- (a) agrees to promote the collective interests of people with developmental disabilities and their families by helping to improve and extend responsive and cost-effective supports and activities of Members;
- (b) agrees to respect the autonomy and philosophical position of Members, recognizing that agreement might not be possible on all issues;
- (c) agrees to share its internal information with respect to operations with other Members of OASIS;
- (d) agrees to accept responsibilities within OASIS for the attainment of our mission; and

- (e) agrees to respect the full range of support options which Members offer. It is accepted that a broad continuum of support is needed to meet diverse individual circumstances.
- 2.3 **Restrictions on Membership.** Membership is not open to for-profit organizations, or private non-profit corporations (unless they are a Transfer Payment Agency).
- 2.4 **Membership Fees.** All Members shall pay an annual membership fee or due in each year to OASIS in an amount from time to time set by the Board of Directors.
- 2.5 **Resignation.** Any Member may withdraw from OASIS by delivering a written resignation to OASIS and depositing a copy of the same with the Secretary of OASIS.
- 2.6 **Removal.** Any Member may be removed as a Member by a vote of at least sixty-six and two-thirds percent (66 2/3%) of the Members at a meeting of the Members, provided that such Member shall be granted an opportunity to be heard at such meeting.
- 2.7 **Membership Not Transferable.** The interest of a Member in OASIS is not, directly or indirectly, transferable.

### **ARTICLE 3 - BOARD OF DIRECTORS**

- 3.1 **Composition.** The Board of Directors shall consist of twelve (12) directors, eleven (11) of which are elected by the Members and one (1) of which will be the immediate Past President. Of the twelve (12) Directors, there shall be seven (7) volunteers including the immediate Past President, and five (5) Executive Directors representing Member agencies.
- 3.2 **Representation.** There shall be only one individual representing a Member on the Board of Directors except in the case of the Past President where a second representative may come from the same Member.
- 3.3 **Qualifications.** No person shall be qualified as a Director unless he/she is eighteen (18) or more years of age and shall be an Executive Director or a volunteer member in good standing of a Member at the time of his/her election and throughout his/her term. A volunteer is not required to be a board member of his/her respective Member.
- 3.4 **Directors.** Each Director (except Past President) shall be elected to hold office for two (2) years after election. He/she will be allowed eight (8) consecutive years, followed by a minimum two (2) years off the Board of Directors before being eligible for re-election. In order to ensure continuity of experience, terms of office shall expire for approximately one half of the Board members in a single year. At year one of a continuing sequence of every other year thereafter, three (3) volunteers and three (3) Executive Directors shall stand for election for a two year term. In year two (2) and every other year thereafter, three (3) volunteers and two (2) Executive Directors shall stand for election for a two (2) year term. This process is to retain stability and knowledge. The boards of directors of Members must endorse the applicant who seeks election to the Board of Directors.

- 3.5 **Participation.** Any Board member missing three (3) Board of Directors meetings (not including Executive Meetings) in one (1) year will automatically forfeit the remainder of his/her term of office. Reinstatement to the Board of Directors is possible, subject to an application by the Board member and a review by the Board of Directors. The Board of Directors' decision will be final and not subject to appeal.
- 3.6 **Removal.** The Members of OASIS may, by resolution passed by two-thirds (2/3) of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office and may, by majority of votes cast at the meeting, elect an individual from a Member in his/her stead for the remainder of the term. Board members may resign by resignation in writing which shall be effective upon receipt thereof by the Board of Directors.

#### **ARTICLE 4 - POWERS OF THE BOARD OF DIRECTORS**

- 4.1 **Management.** The Board of Directors may administer the affairs of OASIS in all things and make or cause to be made for OASIS, in its name as laid out in Letters Patent. It may exercise all such other powers and do all such other acts and things as OASIS is by its charter or otherwise authorized to exercise and do. The Board of Directors may at its sole discretion implement procedures and practices necessary for the ongoing operation of OASIS.
- 4.2 **Vacation of Office of Director.** Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Board of Directors from among the Members of OASIS until the end of the term of the Director he/she, is replacing. If there is not a quorum of Directors, the remaining Directors shall forthwith call a special meeting of the Members to fill the vacancies. Nominees for such a meeting shall be in accordance with Article 8 below.
- 4.3 **Remuneration.** The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.
- 4.4 **Borrowing.** The Board of Directors may from time to time:
- (a) borrow money upon the credit of OASIS;
  - (b) limit or increase the amount to be borrowed;
  - (c) issue debentures or other securities of OASIS;
  - (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
  - (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of OASIS, by mortgage, hypothec, charge or pledge of all

or any currently owned or subsequently acquired real and personal, movable and immovable, property of OASIS, and the undertaking and rights of OASIS.

The Board of Directors may delegate such powers to the Officers or the Directors to such extent and in such manner as the Board of Directors may, by resolution, determine. Nothing herein limits or restricts the borrowing of money by OASIS on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of OASIS.

#### **ARTICLE 5 - OFFICERS**

- 5.1 **Officers.** OASIS shall have the following Officer positions: President; Vice-President (Volunteer); Vice-President (Executive Director); Secretary; Treasurer; and Past-President.
- 5.2 **Election of Officers.** The President, Vice-Presidents, Treasurer, Secretary, and Director at Large shall be elected by the Board of Directors from among their number at the meeting of the Board of Directors following the Annual General Meeting, provided that in default of such election the incumbents shall hold office until their successors are elected.
- 5.3 **President.** The President shall be a volunteer Director, elected annually by the Board of Directors for a one (1) year term.
- 5.4 **Past President.** The immediate Past President may serve as a Director ex-officio and shall enjoy the rights and privileges of an elected Director. In any event, the Board of Directors including the immediate Past President, will not exceed twelve (12) Directors. If the immediate Past President position becomes vacant this position shall not be filled by the Board of Directors.
- 5.5 **Removal of Officer.** The Board of Directors, with a two-thirds (2/3) vote of the full Board of Directors, may remove any Officer from his/her position before the end of his/her term.

#### **ARTICLE 6 - DUTIES OF OFFICERS**

- 6.1 **President.** The President shall: (i) preside at all meetings of the Board of Directors and Executive Committee; (ii) act as Chair of the Annual General Meeting, or any special meeting of the Association; (iii) have the authority to delegate alternates to carry out any of those duties; (iv) represent OASIS at public or official functions; (v) be an ex-officio member of all Committees; and (vi) perform such other duties as from time to time determined by the Board of Directors.
- 6.2 **Vice-President (Volunteer).** The Vice-President (Volunteer) shall: (i) have all powers and perform all the duties of the President in the absence or disability of the President, together with other such duties, if any, as may from time to time be assigned by the Board of Directors; (ii) represent OASIS at public or official functions; and (iii) shall be a member of the Executive Committee.



- 6.3 **Vice-President (Executive Director).** The Vice-President (Executive Director) shall have all the powers and perform all duties of the President in the absence or disability of the President and Vice President (Volunteer), and shall perform such other duties, as may from time to time be assigned by the Board of Directors.
- 6.4 **Treasurer.** The Treasurer shall: (i) be custodian of the books of account and accounting records of OASIS, required to be kept by the provision of the Act; (ii) submit a financial statement at regular intervals deemed appropriate by the Board of Directors, indicating the financial position of OASIS as at the close of the month end preceding the meeting of the Board of Directors; (iii) be responsible to cooperate with the auditor to prepare an annual audited financial statement for presentation to the Members at the Annual General Meeting; (iv) be a member of the Executive Committee; and (v) perform such other duties as may from time to time be assigned by the Board of Directors.
- 6.5 **Secretary.** The Secretary shall: (i) attend all meetings of the Board of Directors; (ii) keep a record of the minutes of all meetings; (iii) attend to all correspondence; (iv) prepare all reports required under any statute or regulation of the Province of Ontario or the Government of Canada; (v) be the custodian of all OASIS documents, records, minute books and of the Seal of OASIS; (vi) keep a roll of the names and addresses of Members of the OASIS; and (vii) perform such other duties as may from time to time be assigned by the Board of Directors.
- 6.6 **Other Officers.** The duties of all other Officers shall be such as the terms of their appointment require, or as may be determined by the Board of Directors from time to time.

#### **ARTICLE 7 - EXECUTIVE COMMITTEE**

- 7.1 **Executive Committee.** The Executive Committee shall consist of the President, Vice-President (Volunteer), Vice-President (Executive Director), Treasurer, Secretary, Director at Large (volunteer) and Past President.
- 7.2 **Quorum.** For meetings of the Executive Committee, four (4) individuals present or attending via video/teleconferencing will constitute a quorum.
- 7.3 **Authority of the Executive Committee.** Subject to the direction of the Board of Directors and except as specifically limited by law, the Executive Committee shall have the full power and authority in intervals between the business meetings of the Board of Directors to do all acts and perform all functions which the Board of Directors convened at a business meeting may do or perform.

#### **ARTICLE 8 - NOMINATIONS COMMITTEE**

- 8.1 **Nominations Committee.** The Board of Directors shall annually, and at least sixty (60) days prior to the Annual General Meeting, appoint a Nominations Committee composed of three (3) representatives of Member agencies of OASIS, including the Past President. The Board of Directors shall appoint a Chair of the Nominations Committee, usually the Past President. The Chair shall, not less than ten (10) days prior to the Annual General

Meeting, prepare a list of nominations for Director positions to be presented at the said succeeding Annual General Meeting.

- 8.2 **Request for Nominations.** The Chair of the Nominations Committee shall send to each Member of OASIS, at least thirty (30) days before the Annual General Meeting, a form approved by the Board of Directors for nominations to the Board of Directors. Each nomination must have the endorsement of their respective Member Board to serve if elected. The said nomination must be received by the Chair of the Nominations Committee at least fifteen (15) days prior to the Annual General Meeting.
- 8.3 **Review of Nominations.** The Nominations Committee will review all nominations. All nominees will be interviewed by the Nominations Committee. A list of recommended nominees will be presented to the Board of Directors, based on agreed upon competencies and positions required for the Board of Directors at the meeting immediately prior to the Annual General Meeting.
- 8.4 **Approved List.** The Chair of the Nominations Committee will present the approved list of nominations to the Members at the Annual General Meeting for election.
- 8.5 **Restrictions.** There will be no nominations for directors accepted from the floor at the Annual General Meeting or at any special meeting of Members.

#### **ARTICLE 9 - MEETINGS OF BOARD OF DIRECTORS**

- 9.1 **Meetings – Quorum.** Except as otherwise required by law, the Board of Directors may hold meetings at any time or place as it may from time to time determine. Board of Directors meetings may be formally called by the President or his/her designate or by any three (3) Directors. There shall be at least six (6) meetings per year of the Board of Directors. The Board of Directors may consider or transact any business at any meeting thereof.
- 9.2 **Notice.** Notice of meetings of the Board of Directors shall be delivered or communicated, other than by mail, to each Director, provided that if notice is given by mail, such notice shall be mailed at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors shall be required if all the Directors are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken there at and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 9.3 **Quorum.** For any meeting of the Board of Directors, a majority of the Board of Directors present or attending via video/teleconferencing shall constitute a quorum. Proxy votes will not be accepted.
- 9.4 **Consensus Procedures Governing Voting.** Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. The President does not have a

vote. In case of an equality of votes, the President will vote to break the tie. All votes at any such meeting shall be taken by ballot if so demanded by a 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 President that a resolution has been carried and an entry to that effect in the minutes of OASIS shall be admissible in evidence as proof of the votes accorded in favour of or against such resolution. In the absence of the President the duties may be performed by his/her designate.

- 9.5 **Participation by Telephone or other Electronic Means.** If all members of the Board of Directors consent thereto in advance, generally or in respect of a particular meeting, and all Members have equal access, a Director may participate in a meeting of the Board of Directors by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with one another, and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the Directors at the meeting. Each vote cast by a Director participating by telephone or other electronic means shall be recorded in the minutes by the Secretary.

#### **ARTICLE 10 - MEETINGS OF MEMBERS**

- 10.1 **Annual General Meeting.** All Annual General Meetings of OASIS shall be held in the Province of Ontario on a date and at a place designated by the Board of Directors, provided that the Annual General Meeting shall be held before June 30th of each year. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Board of Directors and presentation of the audited financial statements shall be presented to the Members. Additionally, the Members shall elect the Board of Directors and appoint auditors for the ensuing year. The rules contained in Robert's Rules of Order guide deliberation at all such meetings.
- 10.2 **Notice.** Notice of the time and place of every such meeting shall be given to each member by sending the notice by mail, twenty-one (21) days before the time fixed for the holding of such meeting.
- 10.3 **Business at Annual General Meeting.** The Board of Directors may consider and transact any business either special or general at any Annual General Meeting of the Members. Each Member in good standing shall be entitled to one (1) vote on each question arising.
- 10.4 **Quorum.** For the Annual General Meeting or special meeting, twenty (20) Members in good standing present will constitute a quorum.
- 10.5 **Special Meetings.** Special meetings can be called by a majority of the Board of Directors, by the President, or in the President's absence, both the Vice-Presidents (Volunteer and Executive Director), and/or by notice in writing to the Board of Directors

from twenty (20) Members in good standing, for one special purpose. The business that is to be transacted at a special meeting shall be as specified in the notice of the special meeting. All Members shall be given at least twenty-one (21) days notice of a special meeting prior to the time fixed for the holding of such meeting.

- 10.6 **Voting.** Each Member shall at all meetings of Members be entitled to one (1) vote and may vote by proxy. The proxy holder must be a Member and before voting shall produce the appointment in writing and deposit it with the Chair of the meeting or to his/her delegate before the commencement of such meeting. No Member shall hold more than one (1) proxy vote. No Member shall be entitled to vote either in person or by proxy at meetings of OASIS unless the Member has paid all dues or fees, if any, then payable by the Member.
- 10.7 **Process.** At all meetings of Members every question shall be decided by a majority of the votes of the Members present in person or represented by proxy unless otherwise required by the Act or the By-laws. Every question shall be decided in the first instance by a show of hands unless any Member demands a ballot. Upon a show of hands, every Member having a voting right shall have one vote, and unless a ballot be demanded a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes of OASIS shall be admissible in evidence as proof of the votes accorded in favour of or against such resolution. The request for a vote by ballot by any accredited voting Member must be granted and the number for and against of ballot casts, including proxy votes shall determine the outcome of the vote. In case of an equality of votes at an Annual General or a special meeting of the Members, whether upon a show of hands or by ballot, the motion will be deemed defeated.

#### **ARTICLE 11 - FINANCIAL MATTERS**

- 11.1 **Year End.** Unless otherwise ordered by the Board of Directors, the fiscal year of OASIS shall terminate on March 31st in each year.
- 11.2 **Restriction on Use of Funds.** Unless otherwise specifically approved by the Board of Directors, OASIS shall not provide funding for any other organization's operations or activities.
- 11.3 **Auditors.** The Members shall at each annual meeting appoint an auditor to audit the accounts of OASIS for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board of Directors may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

#### **ARTICLE 12 - NOTICE**

- 12.1 **Address for Notice.** Whenever notice is required to be given, the Secretary or his/her nominee shall communicate such notice by mailing the same to the Member at its address as appears on the books of OASIS.

### **ARTICLE 13 - INDEMNITY AND INSURANCE**

13.1 **Indemnification.** Every Director of OASIS, his or her heirs, executors and administrators, and his or her estate and effects, shall be indemnified and saved harmless out of the funds of OASIS from and against:

- (a) all sums of money, whether by way of damages or otherwise, which he or she may be required to pay as a result of any claim, action or proceeding of whatever nature, brought against him or her, for or in respect of any act, deed, omission or other matter or things whatsoever, made, done, permitted by him or her to be done or concurred in by him or her, in or about the execution of the duties of his or her office, and whether or not such requirement to pay arises by judgment or order of a court of competent jurisdiction or otherwise:
- (b) all costs, charges and expenses reasonably incurred by him or her in defending or settling any such claim, action or other proceeding; and
- (c) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of OASIS.

Such indemnification shall not be made where any of the aforesaid sums of money costs, charges and expenses are payable, incurred or occasioned by such Director's own negligence or default.

13.2 **Directors' and Officers' Liability Insurance.** OASIS shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

### **ARTICLE 14 - EXECUTION OF DOCUMENTS**

14.1 **Execution of Documents.** OASIS shall have four (4) Officers with signing authority as follows: President, Secretary, Treasurer and Vice-President (Executive Director). All legal documents and cheques must be signed by any two of the four (4) aforementioned Officers.

### **ARTICLE 15 - BOOKS AND RECORDS**

15.1 **Books and Records.** The Board of Directors shall ensure that all necessary books and records of OASIS required by the Letters Patent and the By-laws or by an applicable statute or law are regularly and properly kept.

### **ARTICLE 16 - AMENDMENTS TO BY-LAW**

16.1 **Amendments.** The Board of Directors may enact, repeal or amend the By-laws as required for the management of its affairs. These changes are effective immediately, and must be brought forward for confirmation by the Members at the next scheduled Annual General Meeting. If any change is rejected by the Members, it ceases to be in effect from that point in time.

**ARTICLE 17 - MISCELLANEOUS**

17.1 **Repeal.** All previous By-laws of OASIS are hereby repealed, provided that the repeal of such By-laws will not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under them or the validity of any contract or agreement made pursuant to them. All Directors and Officers acting under those repealed By-laws will continue to act as if appointed under the provisions of this By-law, all resolutions of the Members, the Board of Directors or Committees of the Board of Directors with continuing effect past under those repealed By-laws will continue in effect except to the extent inconsistent with this By-law.

\* \* \* \* \*

**ENACTED** by the Director of OASIS pursuant to the *Corporations Act* this 17<sup>th</sup> day of January, 2007.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**CONFIRMED** by the Members of OASIS pursuant to the *Corporations Act* this 9<sup>th</sup> day of May, 2008.

\_\_\_\_\_  
Secretary