

**UNDER REVISION**

**OISD  
OKANAGAN INSTITUTE  
FOR STRATEGIC DEVELOPMENT**

RESEARCHING WAYS TO SUSTAIN THE PRESENT WITHOUT COMPROMISING THE FUTURE

TAKING INITIATIVE TO ENGAGE THE COMMUNITY IN ISSUES AND SOLUTIONS

**BY-LAW NO. 1**

A by-law relating to the conduct of the business and affairs of  
Okanagan Institute for Strategic Development

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## **1 INTERPRETATION**

"OISD" or OISD Inc. means the Okanagan Institute for Strategic Development, hereafter OISD

“board” means the Board of Directors of OISD

“act” means any legislation applicable to OISD and under which OISD is incorporated.

“person” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative.

“corporation” means OISD continued as a corporation with a Board appointed under the by-laws.

“trustee” means the person who holds the capital of the corporation in trust.

“interim Board” means the Board that temporarily administers and manages OISD until such time that OISD is finally instituted as an entity.

“articles” means the articles of registration under which OISD is registered and operates under and as OISD’s Board may amend and change from time to time.

“by-laws” means all by-laws, including special by-laws of OISD as may be amended by the Board

"Institute" means the Okanagan Institute for Strategic Development.

“OISD Initiative” means a specific research project, address of specific issues, or any other specific definable action that OISD as approved by the Board decides to undertake.

“OISD CMA” means “Okanagan Institute for Strategic Development Chartered Membership Association.”

"Member" means a person that has been granted membership by OISD's board in OISD's Chartered Membership Association and that financially and otherwise supports the Institute and is a member in good standing in any classification.

"OISD Initiative Supporter" means a person, member or not, that financially and otherwise actively supports a specific initiative within the institute.

"commitment of funds" - commitments include entering into contracts, letters of intent, or other obligations that legally bind OISD. This includes contracts for specific dollar amounts as well as any documents used to provide approval prior to expending funds (i.e. purchase requisitions, purchase orders) for these commitments.

Words in singular shall include the plural and vice versa and words importing the masculine shall include the feminine and the neuter and vice versa and words importing person shall include institutions and vice versa.

## **2 PURPOSES AND POWERS**

The purposes of the corporation are as follows:

To research ways to sustain the present without compromising the future.

To take initiative and engage the community in issues and solutions.

To research and address the strategic issues facing governments and the private sector and to formulate solutions.

To foster and encourage public knowledge and awareness of government and private sector roles and accountability in a democratic governed mixed economy.

To encourage, facilitate and carry out programs and activities that will directly or indirectly promote better government and better the socioeconomic and ecological conditions in the community.

To receive, manage and invest funds and property of every nature and kind from any source for the establishment, operation and maintenance of the corporation and to further the purposes of the corporation.

The corporation has the powers and capacity of a natural person of full capacity and may enter into agreements in its own name.

## **3 BOARD OF DIRECTORS**

### **3.1 Board Power**

The business and affairs of OISD shall be managed or supervised by a Board of Directors being comprised of a variable board not fewer than three and not more than 12 directors.

### 3.2 Qualification

A majority of the directors shall be residents of Canada but where OISD has only three directors, at least one director shall be a resident Canadian.

Any individual may be a director of OISD except:

- A person who is less than eighteen years of age.
- A person who is of unsound mind and has been so found by a court.
- A person who has the status of bankrupt.

### 3.3 Election and terms

The election of Directors shall take place at the first meeting of the founding members of the OISD, and at each succeeding annual Board meeting at which an election of directors is required.

The directors shall hold offices for an expressly stated term, which shall expire not later than the close of the third Annual General Meeting of the members following the election.

Incumbent directors, if qualified, shall be eligible for re-election.

If an election of directors is not held at the proper time the directors shall continue in office until their successors are elected.

### 3.4 Remuneration

Subject to the articles, the by-laws or any unanimous agreement, the board may fix the remuneration of the directors.

Such remuneration shall be in addition to any salary or professional fee payable to a director who serves OISD in any other capacity.

In addition, directors shall be paid in respect of their out-of-pocket expenses incurred in attending board, committee or any other meeting in respect to the performance of their duties as the board may from time to time determine.

### 3.5 Removal

The Board of OISD by a two-thirds majority vote may remove any director or directors from office before expiration of his or her term and may, by majority of the vote cast at the meeting, elect any person in his place for the remainder of his or her term.

### 3.6 Vacation of office

A director ceases to hold office when he dies, resigns, is removed from office by the Board, or ceases to have the necessary qualifications.

#### Vacancies

Where vacancy occurs on the board, a quorum of the directors then in office may appoint a person to fill the vacancy for the remainder of the term.

If there is not a quorum of directors or if there has been a failure to elect the number of directors required by the articles or in the case of a variable board as required by special resolution, the directors in office shall forthwith call a special meeting of directors to fill the vacancy and, if they fail to call a meeting or if there are no directors in the office, the meeting shall be called by the Trustee.

### 3.7 Delegation

Directors may appoint from their number a director who is a resident Canadian or a committee of directors to act as manager.

The directors may delegate to such managing director or committee any power of the directors.

If the directors appoint a committee of directors, a majority of the members of the committee must be resident Canadians.

Unless otherwise determined by the board, each committee shall have the power to fix its quorum at not less than the majority of its members, to elect its chairperson and to regulate its procedure.

## 4 MEETING OF DIRECTORS

### 4.1 Place of Meetings

Meeting of the board may be held at the registered office of OISD or at any other place within or outside Canada except where articles or by-laws of the Corporation otherwise direct where board meetings shall be held.

In any operational and financial year of OISD a majority of the meetings shall be held at a place within Canada.

#### 4.2 Meeting by Telephone

Where all the directors are present at or participating in the meeting have consented, any director may participate in a meeting of the board by means of conference telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a director participating in such meeting by such means is deemed for the purpose of the Act and these by-laws to be present at the meeting.

If a majority of the directors participating in such meeting are then in Canada the meeting shall be deemed to be held in Canada.

#### 4.3 Calling of Meetings

Meeting of the Board shall be held from time to time at such place, at such time and or in such a way as the CEO, President or Vice President providing they are a director or any two directors may determine.

The secretary shall call meetings when directed or authorized by the foregoing mentioned persons.

Notice of every meeting shall be given to each director not less than 48 hours in advance excluding any part of Sunday and of a holiday as defined by the interpreting Act, before the time when the meeting is to be held, except that no notice of meeting shall be necessary if all the directors are present or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.

A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.

#### 4.4 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings at the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.

#### 4.5 First Meeting of Constitutional or any new Board

Each newly elected board may without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting, provided that a quorum of directors is present.



#### 4.6 Quorum

A quorum shall be two-thirds of the total number of Directors, except in the following cases;

Where OISD has two directors, both directors of OISD must be present at any meeting of the board to constitute quorum.

Where the OISD has only one director, the trustee must be present at any meeting of the board to constitute quorum for the transaction of business at any meeting of the board.

#### 4.7 Resident Canadians

Directors shall not transact business of OISD at a meeting of the board unless a majority of the directors present are resident Canadians. However, directors may transact business at a meeting of the board where a majority of resident Canadian directors is not present if, a resident Canadian director who is unable to be present approves in advance in writing or by telephone the business transacted at the meeting.

#### 4.8 Chairperson

The Chairperson of the Board, or of any meeting of the Board, shall be the first mentioned of such of the following officers as have been appointed and that is a director and is present at the meeting:

Chairperson of the Board  
CEO  
President  
Vice President

If no such officer is present, the directors present shall choose one of their numbers to be Chairperson.

#### 4.9 Vote to Govern

At all meetings of the Board, every question shall be decided by a majority of the vote cast on the questions.

#### 4.10 Casting Vote

In the case of an equality of votes on any question at a meeting of the board, the Chairperson of the meeting shall be entitled to a second or deciding vote.

## **5 OFFICERS**

### **5.1 Election or Appointment**

At the first meeting of the board after each election of directors, the board shall elect or appoint a Chairperson, Chief Executive Officer, President, Executive Director and a secretary and if deemed advisable may appoint one or more Vice-Presidents, a General Manager, a Treasurer and such other officers as the board may determine including one or more assistants to any of the officers so appointed.

The same person may hold any two of the said offices. If the same person holds the office of Secretary and Treasurer, he may, but need not be known as the Secretary-Treasurer.

### **5.2 Terms, Remuneration and Removal**

The terms of employment and remuneration of all officers elected or appointed by the Board shall be determined from time to time by resolution of the Board.

The fact that any officer or employee is a director or member of OISD shall not disqualify him from receiving such remuneration as may be determined.

All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board at any time with or without cause and applicable to the law in the jurisdiction of British Columbia Canada.

### **5.3 Board – Management organizational relationship**

The executive management has the operational responsibility. The board has an advisory, supervisory and controlling responsibility for OISD development. The board may charge the chairperson or other board members with special power, to represent the board.

It is the Executive Management's duty to draft and present a strategic business plan to the board for the board's approval, and subsequently it is the executive management's responsibility to implement the plan, under the board's supervision and control. As long the plan and objectives are met and OISD is managed and developed under control and financial stability the board shall not intervene in the executive management of OISD.

Directors of the board shall exercise their power and duties through the Board and through the Executive Management, and Directors of the Board shall not intervene in the operation, or in any way by-pass the Executive Management, in any matters not decided by the board.

#### 5.4 Chairperson

The board shall appoint a Chairperson. He or she shall, if present, preside all meetings of the board and shall be charged by the board with the general supervision of the executive management. The board may charge the Chairperson with special power.

#### 5.5 CEO and/or President

The same person may hold both of said offices.

The person holding the CEO office shall be the Chief Executive of OISD. The Board shall charge the CEO with the overall supervision of the business and affair and development of OISD.

The CEO shall report to the Chairperson and in the Chairperson's absence to the board. In absence of the Chairperson the CEO shall preside at all meetings of the board of OISD.

In the event the CEO and President are the same person he shall be vested with all the powers and shall perform all the duties of the CEO and President.

#### 5.6 President

In the case a president is appointed, the CEO acknowledged by the board appoints the president. Reporting to the CEO the President shall be vested with all the powers and shall perform all the duties of the CEO in the absence or disability or refusal to act of the CEO, except that the President shall not preside at meetings of the directors or members unless he or she is qualified to attend meetings of Directors or members as the case may be.

#### 5.7 Executive Director

There may be more than one Executive Director. Each Executive Director is assigned to specific initiatives or purpose.

The CEO acknowledged by the board appoints the Executive Director(s).

In the case an Executive Director is appointed, or if there is more than one, the Executive Director in order of seniority or as determined by the President and acknowledged by the CEO and the board, shall be vested with all the powers and shall perform all the duties of the CEO or the President in the absence or disability or refusal to act of the CEO or the president, except that the Executive Director shall not preside at meetings of the directors or shareholders unless he or she is qualified to attend meetings of directors.

#### 5.8 Vice-President

A vice-president is appointed by the President and acknowledged by the CEO and the board.

If there is more than one, the Vice-President in order of seniority or as determined by the President and acknowledged by the CEO and the board, shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the president. Except that he or she shall not preside at meetings of the directors or members unless he or she is qualified to attend meetings of directors or members as the case may be.

A vice-president shall also perform such duties and exercise such power as the CEO and the president may from time to time delegate to him or the chairperson and the board may prescribe.

#### 5.9 Committee and Research project

Acknowledged by the board, the CEO and President may initiate research projects organized as committees, joint ventures or in any other way that furthers OISD's purpose.

#### 5.10 Senior Directors, Director and assistant directors

Acknowledged by the board, the CEO and President may appoint directors to head initiatives that OISD undertakes.

#### 5.11 Secretary

The secretary shall attend all meetings of the directors, members and committees of the board and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings. He or she shall give, or cause to be given, when instructed, notices required to be given to directors, members, auditors and others. He or she shall be the custodian of the stamp or mechanical device used for affixing OISD's seal and for all books, papers, records, documents and other instruments belonging to OISD; and shall perform such duties as may from time to time be prescribed by the board.

#### 5.12 Treasurer

The treasurer shall keep or cause to be kept proper accounting records as required by the Act; he or she shall deposit or cause to be deposited all monies received by OISD in OISD's bank account; he or she shall under the direction of the board, supervise the safekeeping of securities and the disbursement of the funds of OISD;

The treasurer shall render to the board whenever required an account of all his or her transactions as treasurer and of the financial position of OISD; and he or she shall perform such other duties as may from time to time be prescribed by the board.

#### 5.13 Other Officers

The duties of all other officers, chairpersons of committees or special representatives, etc., shall be such as the terms of their engagement call for or the executive management acknowledge by the board requires of them.

#### 5.14 Assistant Officers

Any of the power and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the executive management acknowledged by the board otherwise directs.

#### 5.15 Variation of Duties

From time to time the board may vary, add to or limit the power and duties of any officer or officers.

#### 5.16 Agent and Attorneys

The board shall have power to appoint agents or attorneys for OISD in and out of Canada with such power of management or otherwise including the power to sub-delegate as may be thought fit.

#### 5.17 Fidelity Bonds

The executive management and or the board may require such officers, employees, researchers and agents of OISD as it deems advisable to furnish bonds for the faithful performance of their duties. In such form and with such surety as the board may from time to time prescribe.

### **6 SHARE**

#### 6.1 OISD's Share Capital and issuance of securities.

Careful consideration has been given to structure OISD organizationally and financially in such a way that the Institute remain independent and adhere to its Guiding Principles and the standards and governance established in this by-law.

OISD has been incorporated under the Canada Business Corporations for-profit legislation Act, because the founders of OISD have decided that this is the best structure

with which to achieve and protect OISD's purpose, principles and integrity -- as opposed to a non-profit incorporated society.

The share capital in OISD is issued to the founders and held in trust by the OISD Board. The shares cannot be sold, transferred or encumbered and the Board acting for the corporation has first refusal to buy the shares.

Acting in the best interest of OISD and in accordance with the trust, the Board does have the option to issue shares including replacing membership in OISD Chartered Membership Association with shares, or grant options to purchase the whole or any part of the authorized and un-issued shares of OISD at such times and for such consideration, as the board shall determine is in the best interest of OISD.

Before such decision to issues shares, acting in accordance with the trust and in the best interest of OISD, the Board shall receive the opinion and advise of legal council and a member of the Law Society of British Columbia and a Chartered Accountant, and take such opinion and advice into its decision.

The Board's decision to issues shares must be unanimous.

#### 6.2 Stated capital accounts

OISD Board shall maintain a separate stated capital account for issued shares.

#### 6.3 Provision of the Act and amendment of the By-Laws

In the event OISD Board decides to issue or grant options to purchase shares in OISD then this By-Law shall be amended in accordance with the provisions of the Act and the articles of the Corporation, and include consideration for;

#### 6.4 Registration of transfer

Subject to the provisions of the Act and the articles of the Corporation, no transfer of shares shall be registered in a securities register except upon presentation of the certificate representing such shares with a transfer endorsed thereon by the registered holder or by his attorney or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the board may from time to time prescribe, upon payment of all applicable taxes and any fees prescribed by the board, and upon compliance with such restrictions on transfer as are authorized by the articles.

#### 6.5 Transfer agents and registrars

The board may appoint a registrar to maintain the securities register and a transfer agent to maintain the register of transfers and may also appoint one or more branch registrars to

maintain branch securities registers and one or more branch transfer agents to maintain branch registers of transfers, but one person may be appointed both registrar and transfer agent. The board may at any time terminate any such appointment.

#### 6.6 Non-recognition of trusts

Subject to the provisions of the Act, the Corporation shall treat as absolute owner of any share the person or organization in whose name the share is registered in the securities register as if that person had full legal capacity and authority to exercise all rights of ownership, irrespective of any indication to the contrary through knowledge or notice or description in the Corporation's records or on the share certificate.

#### 6.7 Share certificates

In the event OISD Board decides to issues shares, every holder of one or more shares of the Corporation shall be entitled, at his option, to a share certificate, or to a non-transferable written acknowledgement of his right to obtain a share certificate, stating the number and class or series of shares held by him as shown on the securities register.

Share certificates and acknowledgements of a shareholder's right to a share certificate, respectively, shall be in such form as the board shall from time to time approve. Any share certificate need not be under the corporate seal; provided that, unless the board otherwise determines, certificates representing shares in respect of which a transfer agent and/or registrar has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent and/or registrar. The signature of one of the signing officers or, in the case of share certificates which are not valid unless countersigned by or on behalf of a transfer agent and/or registrar, the signatures of both signing officers, may be printed or mechanically reproduced in facsimile upon share certificates and every such facsimile signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be binding upon the Corporation.

A share certificate executed as aforesaid shall be valid notwithstanding that one or both of the officers whose facsimile signature appears thereon no longer holds office at the date of issue of the certificate.

#### 6.8 Replacement of share certificates

The board or any officer or agent designated by the board may in its or his discretion direct the issue of a new share certificate in lieu of and upon cancellation of a share certificate that has been mutilated or in substitution of share certificate claimed to have been lost, destroyed or wrongfully taken on payment of such fee, not exceeding \$3.00, and on such terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the board may from time to time prescribe, whether generally or in any particular case.

#### 6.9 Joint shareholders

If two or more persons are registered as joint holders of any share, the corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such share.

#### 6.10 Deceased shareholders

In the event of the death of a holder, or of one of the joint holders, of any share, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make payment of any dividends thereon except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agent.

### 7 GENERAL RESOLUTIONS

#### 7.1 Conflict of interest

Every director or officer of OISD who is a party to a material contract or proposed material contract with OISD, or is a director or officer or has a material interest in any party or organization which is a party to a material contract or proposed material contract with OISD shall disclose in writing to OISD and request to have entered in the minutes of the Meeting of Directors the nature and extent of his or her interest as required by the Act.

#### 7.2 Resolution in Lieu of Meeting

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the directors or committees of directors.

#### 7.3 Appointment of Trustee

The board shall appoint two persons qualified to be Trustee.

The trustee shall mutually hold all the capital of OISD as OISD continues as a corporation.

The trustees shall be vested with all the powers and shall perform all the duties of the Board including removal and appoint of board members, in the absence or disability or



refusal to act of the board. Decision of the trustee must be unanimous, in the event that the trustee cannot arrive to a unanimous decision, the trustee shall submit the differences to arbitration under the arbitration act of British Columbia.

#### Raising of funds and borrowing

The board may, on behalf of and in the name of the corporation, raise money or secure the payment or repayment of money in the manner it decides.

Without limiting subsection, the board may raise funds by the issue of debentures of the corporation and from time to time:

- a) borrow money upon the credit of OISD.
- b) issue, re-issue, sell or pledge debt obligations of OISD, including without limitation, secured or unsecured;
- c) subject to the Act, give on behalf of OISD to secure of any present or future indebtedness, or obligation of any person; and
- d) guarantee performance liability
- e) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired, real or personal, movable or immovable, property of OISD, including without limitation, book debts, rights, powers, franchises and undertakings, to secure any present or future indebtedness, liabilities or other obligations of the OISD.

The Directors may from time to time by resolution delegate any or all of the power referred to in paragraphs X of this By-law to a trustee, director, a committee or directors or one or more officers of the OISD.

#### Investment powers

Section 15 of the Trustee Act does not apply to investments made by the corporation, and the board may make investments that a prudent person would make.

#### 7.4 Funding of Research

The board may decide to support research and development that falls within OISD's purpose and objective.

### 7.5 Scholarship

The board may decide to institute scholarships that fall within OISD's purpose and objectives.

### 7.6 Purchase of Business as of Past Date

Where any business is purchased by OISD from a past date (whether such date be before or after OISD is registered) upon terms that OISD shall as from that date take the profits and bear the losses of the business, such profits or losses as the case may be shall, at the discretion of the directors be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available, be treated as a profit or loss arising from the business of OISD.

### 7.7 Financial year

The financial or fiscal year of OISD shall end on the day        of        in each year.

### 7.8 Execution of Documents

#### 7.8.1 Signing Officers

Deeds, transfers, assignments, contracts and obligations of OISD may be signed by the Chairperson, CEO, President or a vice-president or a director together with the secretary or treasurer or an assistant secretary or assistant treasurer or another director.

Notwithstanding this, the board may at any time and from time to time direct the manner in which the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations may be signed.

#### 7.8.2 Seal

Any person authorized to sign any document may affix OISD's corporate seal thereto.

## **8 INDEMNITY**

### 8.1 Limitation of Liability

No directors or officer shall be liable for the acts, receipts, neglect or default of any other directors or officers or employees, or from joining in any receipts or other act for conformity, or for any loss, damage or expense happening to OISD through the insufficiency or deficiency of title to any property acquired for or on behalf of OISD, or for insufficiency or deficiency of any security in or upon which any monies of OISD shall be invested, or for any loss or damage raising from the bankruptcy, insolvency or

tortuous act of any person with whom of the moneys, securities or effects of OIDS shall be deposited, or for any loss occasioned by any error or judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any director or officer from duty to act in accordance with the Act or liability for any breach thereof.

## 8.2 Indemnity of Directors and Officers

Except as provided by the Act, every director and officer of OIDS, every former director or officer of OIDS or a person which act or acted at the request of OIDS as a director or officer of a body corporate or non corporate of which OIDS is or was a stakeholder, shareholder or creditor, and his or her legal representatives shall, be indemnified and saved harmless by OIDS from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such body corporate or non corporate if:

He or her acted honestly and in good faith with a view to the best interest of OIDS; and

In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful

## 8.3 Insurance

Subject to limitations contained in the Act, OIDS may purchase and maintain insurance for the benefit of its directors and officers as such, as the board may from time to time determine.

# 9 NOTICES

## 9.1 Method of Giving Notice

Any notice, communication or other document to be given by OIDS to a member, shareholder, director, officer, or auditor of the OIDS under any provision of the Act, the articles or by-laws shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to his recorded address or if mailed to him at his recorded address by prepaid ordinary mail or if sent to him at his recorded address by any means of any prepaid transmitted or recorded communication.

A notice so delivered shall be deemed to have been given when it is delivered personally or delivered to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box and shall be deemed to have been received on the fourth day after so depositing; and a notice so sent by any

means of transmitted or recorded communication shall be deemed to have been received on the fifth day after so depositing; 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 of the OISD in accordance with any information believed by him or her to be reliable. The recorded address of a director shall be his latest address as shown in the records of OISD or in the most recent notice filed under the Act, whichever is the more current.

### Computation of Time

In computing the date when notice must be given under any provision of the articles or by-laws requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall, unless otherwise provided, be included.

### 9.2 Omissions and Errors

The accidental omission to give any 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.

### 9.3 Waiver of Notice

Any member director, officer or auditor (or duly appointed proxy) may waive any notice required to be given under any articles or by-laws of OISD and such waiver, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving of such notice.

### 9.4 Signatures to Notices

The signatures to any notice to be given by OISD may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

## **10 OISD CHARTERED MEMBERSHIP ASSOCIATION**

### 10.1 Chartered Membership Association (CMA)

It is the founders of OISD's analysis that OISD's purpose and integrity can not be protected as a Part II Non-Profit corporation or society. OISD is therefore incorporated as a For-Profit Corporation under the Canadian Corporations Act.

The OISD Board holds all OISD shares in trust, all share capital remains with OISD's Board and cannot be transferred or traded.

Therefore, the membership influence in OISD is organized by OISD forming the OISD Chartered Membership Association. Members of OISD CMA Board have an advisory role to OISD.

#### 10.2 The OISD's Chartered Membership Association Board

The business and affairs of OISD CMA shall be managed and supervised by a board of directors being composed of a variable board not fewer than three and not more than 12 directors. The Directors of OISD CMA Board are elected within the OISD CMA membership.

The initial meeting of OISD CMA shall be called by and at the discretion of the OISD Board.

#### 10.3 OISD CMA Membership

The OISD Board grants membership in OISD's Chartered Membership Association. Membership is granted at the sole discretion of the OISD Board and the OISD board has no obligation to reveal grounds for non-acceptance.

Membership is applied for when payment for annual membership fee is received by OISD.

The OISD CMA Board may appoint a committee or person that on the Board's behalf grants membership in OISD's Chartered Membership Association.

#### 10.4 Rights of OISD CMA Board

The OISD CMA influence in OISD is via representation on the OISD board. The OISD CMA Board shall elect one CMA Director to act as CMA representative on the OISD Board.

Appointee is subject to the approval of the OISD Board.

#### 10.5 Membership Certificates

Every chartered member in good standing and holding a valid membership certificate granted by OISD's Board is entitled to a non-transferable numbered membership certificate.

The membership certificate shall be signed manually by at least one director or officer of OISD. Any additional signatures required on the membership certificate may be printed or otherwise mechanically reproduced thereon.

#### 10.6 Replacement of Membership Certificates

The Board by resolution of directors or appointed officers may prescribe, either generally or in a particular case, replace a membership certificate, which has been defaced, lost, stolen or destroyed.

#### 10.7 Revocation of membership

Membership is granted, and OISD Board has the power and right at any time to revoke membership for whatever reason the OISD Board decides.

#### 10.8 Registrar

The OISD board may from time to time appoint a registrar to maintain the membership register. The board may terminate at any time any such appointment.

#### 10.9 Transfer of Membership

Membership is not transferable.

### **11 MEETINGS OF MEMBERS IN OISD Chartered Member Association**

#### 11.1 Annual Meetings

The board of OISD CMA holds an ongoing advisory role to OISD. The purposes of the annual meeting are for the members to receive the reports from OISD's board and auditors and provide input to OISD's board.

The directors of the CMA shall call the annual meeting of members not later than 13 months after the OISD CMA has been formed.

The annual meeting of members of OISD CMA shall be held at such time and on such day in each year as the board may from time to time determine.

#### 11.2 Special Meetings

The board may at any time call a special meeting of members for the transaction of any business that may properly be brought before such meeting of members.

#### 11.3 Place of Meetings

Meeting of members shall be held at the registered office of OISD, or at such other place within or outside of Canada as the board from time to time determine.

#### 11.4 Notice of Meetings

Notice of the time and place of each CMA meeting shall be sent no less than ten (10) days and not more than 50 days before the date of the meeting to each OISD director, and to each person whose name appears as a member on the records of the OISD CMA at noon of the day prior to the day of notice.

Notice of a special meeting of member shall state:

- (a) the nature of the business to be transacted at the meeting in sufficient detail to permit the member to form a reasoned judgment thereon; and
- (b) the text of any special action the board submits to the meeting for the member's advice.

#### 11.5 Members Entitled to be Present

Only members in good standing of OISD CMA are entitled to attend a meeting of members and shall be entitled to vote there at. Directors and auditor of OISD and others required under any provision of the Act or by-laws of OISD may be present but without entitlement to vote. Any other person may be admitted only on the invitation of the chairperson of the board or with the consent of the meeting.

#### 11.6 Membership and advisory quorum

The majority of issued valid membership certificates constitutes a quorum for the members advice to the board at any meeting of members.

#### 11.7 Right to Vote

Each member holding membership in good standing, carries one vote, and is entitled to vote at member meetings in person or by proxy.

#### 11.8 Proxies

Every member entitled to vote at a meeting of members may by means of a proxy appoint a proxy holder or one or more alternate proxy holders who are not required to be a member to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy.

A proxy shall be in writing and executed by the member or by his attorney authorized in writing. Subject to the requirements of any Act the instrument may be in such form as the directors from time to time prescribe or in such other form as the chairperson of the board and the meeting may accept as sufficient. It shall be deposited with OISD CMA before any vote is taken under its authority, or at such earlier time and in such manner as the board by resolution prescribes.

### 11.9 Scrutineers

At each meeting of members one or more scrutinizers may be appointed by a resolution of the meeting or by the chairperson with the consent of the meeting to serve at the meeting. Such scrutinizers need not to be members of the OISD CMA.

### 11.10 Votes to Govern

Unless otherwise required by any Act, or the articles or by-laws of the OISD, or OISDCMA, all questions proposed for the consideration of the members at a meeting or any other occasion shall be decided by a majority of the votes cast thereon.

### 11.11 Show of Hands

At all meetings of CMA members, every question shall be decided by a show of hands unless a ballot is required by the chairperson or be demanded by a member or proxy holder present and entitled to vote. Upon a show of hands every person present and entitled to vote has one vote. After a show of hands has been taken upon any question, the chairperson may require or any member or proxy-holder present and entitled to vote may demand a ballot thereon.

Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon be so required or demanded, a declaration by the chairperson that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against the question. The result of the vote so taken and declared shall be the decision of the CMA's board on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

### 11.12 Ballots

If a ballot is required by the chairperson of the meeting or is demanded and the demand is not withdrawn, a ballot upon the question shall be taken in such manner as the chairperson of the meeting directs.

### 11.13 Electronic e-mail Votes

The board may direct proposals or issues to the members for their advice electronically via e-mail or any other methods which can ensure - one member one vote.

### 11.14 Adjournment

The chairperson of a meeting of member may, subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.



## **12 EFFECTIVE DATE OF BYLAWS**

This by-law comes into force upon confirmation by the members of OISD in accordance with any Act.

## **13 REPEAL OF BYLAWS**

Upon this by-law coming into force, By-law Number I (one) of OISD is repealed provided that such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

ENACTED this        X<sup>th</sup>        day of        2000

CEO PresidentSecretary

(Seal)

The foregoing by-law is hereby passed by the directors of the interim board pursuant to XXX Act, 19 as evidenced by the respective signatures hereto of all the directors.

Dated the X<sup>th</sup> day of        2002

In lieu of confirmation at a general meeting of the members, we the undersigned, being all of the members of OISD entitled to vote at a meeting of member, hereby confirm in writing the above by-law pursuant to the XX Act, 19

Dated the        X<sup>th</sup>        day of        2002