

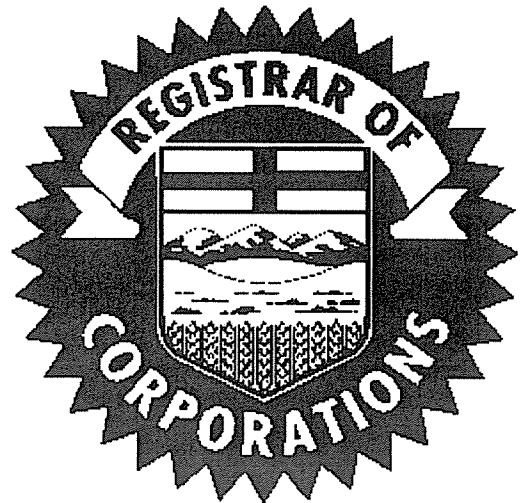
CORPORATE ACCESS NUMBER: 5010348398

Alberta

SOCIETIES ACT

**CERTIFICATE
OF
INCORPORATION**

**GENERAL SERVICE ASSOCIATION OF ANOREXICS AND BULIMICS
ANONYMOUS
WAS INCORPORATED IN ALBERTA ON 2003/03/03.**



GENERAL SERVICE ASSOCIATION OF ANOREXICS AND BULIMICS ANONYMOUS

Society By-Laws

MEMBERSHIP

1. Membership shall be open to any person eighteen years of age or over who wishes to support the Society and who applies to the Board of Directors for membership and is accepted by a majority vote at the Annual General Meeting. An applicant or nominee who is also an A.B.A. member must declare herself/himself to have maintained a minimum of one year of continuous sobriety in eating practices in order to be eligible for membership.
2. The Board may nominate and elect a new member at any Board meeting if it deems additional members are needed before the next Annual General Meeting, provided the new member is present at the meeting and does not refuse the nomination; a member elected in this way shall serve only until the next Annual General Meeting, and such service does not constitute a term of office.
3. All members of the Society shall be deemed to be members of the Board of Directors.
4. There shall be no dues or fees for membership in the Society.
5. Any member wishing to withdraw from membership may do so with written notification to the President. Any member, upon a two-thirds majority vote of all members of the Society in good standing, may be expelled from membership for any cause which the Society may deem reasonable.
6. Membership in the Society at any given time shall consist of a minimum of twelve persons and a maximum of twenty.

BOARD OF DIRECTORS

7. All members elected to the Society at the Annual General Meeting shall constitute the Board of Directors. The Board shall consist of a President, a Vice-President, a Secretary, a Treasurer (the Executive Committee), and between eight and sixteen Directors. Members of the Executive Committee shall be specifically elected to their respective offices at the Annual General Meeting.
8. The Board shall, subject to the by-laws or directions given it by majority vote at the Annual General Meeting, have full control and management of the affairs of the Society.
9. Meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting may be called on the instructions of any two members, provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by ten days notice in writing mailed to each member or by three days notice by fax or telephone. Board meetings shall be open to all members of A.B.A. and any other interested parties, but only Board members may vote and must do so in person, not by proxy.
10. One-third of the Board members shall constitute a quorum, except in the case of financial decisions involving expenditures of over five hundred dollars, in which case two-thirds of the Board members shall constitute a quorum.
11. The Executive Committee shall act on urgent issues when there is insufficient time for the matter to be dealt with by the Board, and shall report all major decisions to the next meeting of the Board for ratification.

12. The Board or its delegate will present a list of nominees for election to the Board at the Annual General Meeting. Nominations for election may also be made from the floor at the Annual General Meeting, provided that the nominee is present at the meeting and has not declined the nomination.

13. The term of office shall be two years. Board members shall be eligible to serve a maximum of two consecutive terms, and shall remain off the Board for two years before being eligible for re-election. A Board member may resign from the Board by giving written notice to the President. Any vacancy during the year can be filled by the Board. A Board member filling a vacancy shall serve only until the next Annual General Meeting and such service shall not be considered a term of office.

14. The President, upon completion of term and election of a new president, may remain on the Board in the capacity of Past President for one year.

PRESIDENT

15. The President shall have the general and active management and supervision of the operations of the Society and shall see that all orders and resolutions of the Board are carried into effect. The President shall be an ex-officio member of all committees of the Society.

16. The President shall, when present, preside at all meetings of the Society. In her/his absence, the Vice-President shall preside at such meetings. In the absence of both, a chairperson may be elected at that meeting to preside.

17. The President shall call and prepare the agenda for all meetings of the Society.

18. The President or her/his designate will be the official representative of the Society with other associations, agencies, and organizations.

19. The President shall prepare and deliver an annual report on the Society at each Annual General Meeting.

VICE-PRESIDENT

20. The Vice-President shall assist the President and, in the President's absence, perform the duties and exercise the powers of the President, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

21. In the case of the death or resignation of the President, the Vice-President will succeed the President for the remainder of the President's term.

SECRETARY

22. The Secretary shall attend all meetings and keep accurate minutes of the same. In the case of the absence of the Secretary, her/his duties shall be carried out by such officer as may be appointed by the Board.

23. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and of all Annual General Meetings and Special General Meetings.

24. The Secretary shall be the custodian of the seal of the Society, the register of members, the minutes of meetings, and of all books, papers, records, correspondence, contracts, and other documents belonging to the Society.

TREASURER

25. The Treasurer shall maintain or cause to have maintained full and accurate accounts of all assets and liabilities, receipts, and disbursements of the Society in proper books of account.

26. The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in whichever financial institution the Board may order.

27. The Treasurer shall disburse or cause to have disbursed the funds of the Society under the direction of the Board of Directors, taking proper vouchers therefore.

28. The Treasurer shall present a full detailed account of receipts and disbursements to the Board, whenever requested. She/he shall prepare for submission to the Annual General Meeting a statement for the record of the Society.

COMMITTEES

29. The Board of Directors may set up committees consisting of one or more Directors as it thinks fit, for the purpose of carrying out specific objects. A committee formed shall conform to any rules imposed by the Board and shall report every act or thing done at the next earliest meeting of the Board. The Board may dissolve a committee at any time.

30. Persons who are not members of the Board of Directors may be asked to serve on a specific committee. The Chairperson of every committee shall be appointed by the Board of Directors.

AUDITING

31. The Books, accounts, records, and financial statement kept and prepared by the Treasurer shall be audited at least once a year by a duly qualified accountant or by two members of the Society, excluding the Treasurer, elected for that purpose at the Annual General Meeting. A complete and proper balance sheet as at the fiscal year end and a statement of operations for the year, along with the auditor's report thereon, shall be submitted by such auditor at the Annual General Meeting.

32. The fiscal year end of the Society in each year shall be January 31.

33. The books and records of the Society may be inspected by any A.B.A. member at the Annual General Meeting provided for herein, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer, or officers, having charge of same. Each member of the Board shall at all times have access to such books and records.

MEETINGS

34. The Society shall hold an Annual General Meeting on or before March 31 in each year, and at least twenty-one days notice of this shall be given to all A.B.A. groups in North America whose existence is known by A.B.A. in Edmonton, Alberta. Twelve persons shall constitute a quorum at the Annual General Meeting. At this meeting there shall be elected such Board members as are needed to replace those whose term of office has ended. All A.B.A. members attending the Annual General Meeting shall be entitled to vote on all motions and resolutions arising therein, including the election of Board members. All voting at the Annual General Meeting must be done in person, not by proxy.

35. Additional Special General Meetings may be called at any time by the Secretary upon the instructions of the President or Board by giving at least twenty-one days notice to all A.B.A. groups in North America whose existence is known by A.B.A. in Edmonton, Alberta. Twelve persons shall constitute a quorum at Special General Meetings. All A.B.A. members attending such meetings shall be entitled to vote on all motions and resolutions arising therein, and all voting must be done in person, not by proxy.

36. Notice of Annual General Meetings and Special General Meetings shall be given to each member of the Society by mailing a notice at least twenty-one days prior to the time fixed for the holding of such meeting to her/his last address as recorded in the register of members.

REMUNERATION

37. No member shall be remunerated for being or acting as a member of the Board of Directors, but shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

BORROWING POWERS

38. For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures. This power shall be exercised only under the authority of the Society and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

39. Upon dissolution of the Society, any properties must be disposed of legally and within municipal laws, and all monies or properties distributed as directed by a two-thirds majority of A.B.A. members present at a Special General Meeting properly called prior to the dissolution.

CORPORATE SEAL

40. The Board of Directors may provide for a common seal, which shall bear the name of the Society, and may at any time destroy the seal and substitute a new seal in its place.

41. The seal shall be used only when authorized by a resolution of the Directors, and the seal shall be affixed to those instruments specified in the resolution by the Directors.

42. Every instrument to which the seal is affixed shall be signed by the President and shall be countersigned by the Secretary or by a Director appointed by the Board for the purpose.

BY-LAWS

43. The By-Laws may be rescinded, altered, or added to by a Special Resolution at the Annual General Meeting or at a Special General Meeting.

Dated

Signature: Address:
Print Name

Signature: Address:
Print Name

Signature: Address:
Print Name

Signature: Address:
Print Name

Signature: Address:
Print Name

WITNESS

Signature: Address:
Print Name