

1.1.1 Girls Incorporated
1.1.2 of Northern Alberta Society
CONSTITUTION

1.1.2.1.1.1.1.1 GENERAL INFORMATION

Girls Inc. of Northern Alberta is a non-profit member organization being a registered charitable entity. This Society is a gender specific organization catering to the needs of girls

MISSION STATEMENT

Girls Inc. of Northern Alberta through programming opportunities will inspire "ALL GIRLS TO BE STRONG, SMART AND BOLD".

PHILOSOPHY GUIDING OUR WORK

Girls Inc. of Northern Alberta believes that all girls have the potential to become adult women who are capable of being contributing members of society, if given the necessary support and guidance in their early stages of development.

GOAL STATEMENTS:

To facilitate the personal growth of young girls 6 to 17 years of age through the development of personal strengths and the development of interpersonal skills.
To encourage young girls to develop a positive self-image.

Title: Hereinafter referred to as The Society.

Mandate: To inspire all girls to be strong, smart and bold.

Board of The affairs of The Society be managed by a Board of
1.1.2.1.2 Directors: hereinafter referred to as The Board.

OFFECERS OF THE BOARD OF DIRECTORS

Section 1. Elections, Terms and Vacancies. The officers of the Board of Directors shall consist of Chairperson, two Vice Chairpersons, Chair of the Governance Committee, Treasurer, and Secretary who shall be elected for a term of one year by and from the members of the Board of Directors at the Annual Meeting.

The officers shall be elected by the Board of Directors and shall serve for no more than two (2) consecutive terms in any one office. If one or more vacancies occur, the Board of Directors, by a majority vote, shall elect a member to fill such vacancy or vacancies until the next Annual Meeting.

Section 2 Duties. The Chairperson shall preside at all meetings of the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors. The Chairperson shall be a member *ex-officio* of all committees, except the Governance Committee.

Should a vacancy occur in the office of Chairperson, one of the Officers shall become Chairperson with the action of the Executive Committee. Should an Officer become Chairperson due to a vacancy in the office during the term of the current Chairperson, the particular Officer shall serve for the unexpired term and then may stand for re-election.

The duties of each of the two Vice-Chairpersons shall be designated annually by the Chairperson and Executive Committee to meet the needs of the Corporation.

Secretary shall keep the minutes of the proceedings and attendance of the meeting of the Board of Directors and shall act as Secretary of the Executive Committee; have charge of the Corporate Seal and affix same to such instruments as are authorized by the Board of Directors.

The Board of Directors may appoint a member of the Board to serve as an Assistant Secretary to assist the Secretary in connection with said duties.

The Treasurer shall have charge of the funds of the Corporation. The Treasurer, together with the President and CEO, will review the process and procedures by which money is handled within the Corporation. The Treasurer shall present a financial report to the Board of Directors a least quarterly and by the end of the first quarter of the current year a general report of receipts, expenses, assets and liabilities for the previous year.

BOARD OF DIRECTORS

Section 1. Terms and Vacancies. The Board of Directors shall consist of not less than nineteen (19) and no more than twenty-five (25) members and shall be subject to Section 2 of this Article. No Director shall serve more than two (2) consecutive terms of three (3) years each, and shall not be eligible again for election to the Board until after the lapse of one (1) year. The Board of Directors shall by a majority vote fill any vacancy on the Board for the remainder of the unexpired term.

Members of the Board of Directors shall be required to attend three quarters (3/4) of the scheduled regular meetings. Board members who have missed three (3) unexcused meetings in any calendar year fail to fulfill obligations of Board members may be asked by the Governance Committee to resign. A director may send a written explanation to the Chairperson of the Board or the Chairperson of the Governance Committee stating the reasons why the director missed a meeting or failed to fulfill obligations.

A member of the Board of Directors may be removed from office for cause following procedures outlined in Robert's Rules of Order, Newly Revised.

Section 2. Duties. The Board of Directors shall control and manage the affairs of the Corporation in accordance with Bylaws and shall have the power to authorize all acts on behalf of the Corporation. The Board is also responsible for establishing, monitoring, and modifying the policies upon which all the Societies programs, activities, procedures, and goals must be based.

The duties of the Board of Directors shall include: appoint, evaluate and terminate the services of the Executive Director, provide for the financial health of the Society including budget approval, fiscal oversight and fund development; recommend and implement long-range goals; promote public understanding of the Society and its purpose; recruit and retain new directors who will ensure continual and successful leadership of the organization; organize the work of the Board, approving appointment of Committee Chairpersons; and any other action that it deems necessary to carry out its primary responsibility. The members of the Board of Directors shall be active in all fundraising undertakings of the Society by participating in all such functions to the full extent of their abilities. In addition to attending all Board meeting, the members of the Board of Directors shall attend all public functions and events sponsored by the Society whenever possible.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed by the directors. Such regular meetings of the Board of Directors may be held without notice or upon such notice as may be fixed by the directors. The Board will meet a minimum of four (4) times a year. One of the regular meetings of the Board shall be the Annual meeting.

Section 4. Special Meetings. Special meetings of the Board may be called by the Chairperson or shall be called upon written request of one-half (1/2) of the Board of Directors. The purpose of the meeting shall be stated with the call or request and no business shall be transacted except that for which the meeting has been called. Notice of the time, place and purpose of each special meeting of the Board of Directors shall be given at least twenty-four (24) hours prior to such meeting.

Section 5. Quorum. One-half (1/2) of the membership of the Board of Directors shall constitute a quorum.

Section 6. Consent Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting, if one (1) written consents describing the action taken is signed by all members of the Board of Directors or such Committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or Committee or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a different prior or subsequent effective date.

Section 7. Meeting Participation by Conference Telephone. Any or all of the members of the Board of Directors or of a Committee designated by the Board may participate in a meeting of the Board or Committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other and participation in this manner constitutes presence in person at the meeting.

Section 8. Conflict of Interest. A contract or other transaction between the Society and a director of the Society or any other corporation, firm, association, or entity in which a director of the Society is a director or an officer or is financially interested, may not be either void or violable because of this relationship or interest or because the director is present at the meeting of the Board of Directors or a Committee of the Board of Directors that authorizes, approves, or ratifies the contract or transaction or because the director's votes are counted for such purposes:

- a) the fact of the relationship or interest is disclosed or known to the Board of Directors or Committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested director;
- b) the contract or transaction is fair and reasonable to the Society.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a Committee of the Board of Directors that authorizes, approves, or ratifies the contract or transaction.

Section 9. Fees and Compensation. Directors, as such, shall not receive any salary or compensation as remuneration for their services. Directors shall be reimbursed for expenses incurred on behalf of the Society in accordance with procedures established by the Board from time to time.

Section 10. Indemnification

- 10.1 General. The Society shall indemnify any director who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that the individual is or was a director of the Society or who, while a director of the Society, is or was serving at the request of the Society as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not, against expense (including counsel fees), judgments, settlement, penalties, and fines (including excise taxes assessed with respect to employee benefit plans) actually or reasonably incurred in accordance with such action, suit, or proceeding, if such director acted in good faith and in a manner reasonably believed by such director to have been, in the case of conduct taken as a director, in the best interest of the Society and in all other cases, not opposed to the best interests of the Society and, with respect to any criminal action or proceeding, either such director had reasonable cause to believe such conduct was lawful or no reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by judgment, consent, or its equivalent, shall not, of itself, create a presumption that the director did not meet the prescribed standard of conduct. The directors may also indemnify any assignee or employee or agent of the Society who is not a director in the manner and to the extent that it shall indemnify directors pursuant to this Section.
- 10.2 Authorization. To the extent that a director has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Section 10.1, or in defense of any claim, issue, or matter therein, the Society shall indemnify such director against expenses (including counsel fees) actually and reasonably incurred by such director in connection therewith. Any other indemnification under Section 10.1 shall be made by the Society only as authorized in the specific case, upon a determination the indemnification of the director, employee, or agent is permissible in the circumstances because such director has met the applicable standard of conduct. Such determination may be made by either; (a) a majority-in-interest of the directors who are not a the time parties to such action, suit, or proceeding; or (b) a third party designated by a majority-in-interest of the director.

10.3 Reliance of information. For purposes of any determination under Section 10.1, a director shall be deemed to have acted in good faith and to have otherwise met the applicable standard of conduct set forth in Section 10.0 if the action is based on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (a) one or more directors or employees of the Society or another enterprise whom the director reliable and competent in the matters presented; (b) legal counsel, appraisers or other persons as to matters reasonably believed to be within such director's professional or expert competence; or (c) the board of directors or other governing body of another enterprise. The term "another enterprise" as used in this Section 10.3 shall mean any other corporation or any partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise of which such director is or was serving at the request of the Society as a director, officer, partner, trustee, employee, or agent. The provision of this Section 10.3 shall not be deemed to be exclusive or to limit in any way the circumstances in which a director may be deemed to have met the applicable standard of conduct set forth in Section 10.1.

10.4 Advancement of Expense. Expenses incurred in connection with any civil or criminal action, suit or proceeding may be paid for or reimbursed by the Society in advance of the final disposition of such action, suit, or proceeding, as authorized in the specific case in the same manner described in Section 10.2, upon receipt of a written affirmation of the director, employee, or agent's good faith belief that such director has met the standard of conduct described in Section 10.0 and upon receipt of a written undertaking by or on behalf of such director to repay such amount if it shall ultimately be determined that such director did not meet the standard of conduct, and a determination is made that the facts then known to those making the determination shall not preclude indemnification under this Section.

10.5 Non-Exclusive Provisions; Vesting The indemnification provided by this Section shall not be deemed exclusive of any other rights to which a director seeking indemnification may be entitled. The right of any director to indemnification under this Section shall vest at the time of occurrence or performance of any event, act or omission giving rise to any action, suit, or proceeding of the nature referred to in Section 10.1 and, once vested, shall not later be impaired as a result of any amendment, repeal, alteration, or other modification of any or all of these provision.

10.6 Definition. For purposes of this Section, serving an employee benefit plan at the request of the Society shall include any service as a director, officer, employee, or agent of an entity which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries. A person who acted in good faith and in a manner reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interest of the Society" referred to in this Section. For purposes of this Article, "party" includes any individual who is or was a plaintiff, defendant, or respondent in any action, suit, or proceeding, or who is threatened to be made a named defendant or respondent in any action, suit, or proceeding.

Section 11. Resignations. All directors may resign at any time by giving written notice to the Board of Directors or the Chairperson. Any such resignation shall take effect as provided in the resignation. The acceptance of such resignation shall not be necessary to make it effective.

EXECUTIVE COMMITTEE

Section 1. Composition and Duties. The Executive Committee shall be composed elected officers of the Board of Directors.

Section 2. Purpose and Duties. The Executive Committee serves a coordinating and facilitating function, helping the Board of Directors organize its work. The Executive Committee may also act on behalf of the Board between meetings, as defined in this Article V and in Article VIII. The primary duties of the Executive Committee will be to assist the Chairperson in coordinating and facilitating the work of the Board and in framing issues and agendas for meeting. When emergency action is requires, the Executive Committee shall have and may exercise all the powers of the Board between meetings of the Board, except as limited by law or the Articles of Incorporation. It shall not have power to remove members of the Board (except to the extent permitted by Article IV of these Bylaws) or of Officers of the Board of Directors or the Executive Director or to the conduct the affairs of the Society I conflict with general policy adopted from time to time by the Board. Any action taken by the Executive Committee shall be reported in writing at the next regular Board meeting. The Board of Directors may adopt or reject the action of the Executive Committee. A majority of members of the Executive Committee shall constitute a quorum.

Section 3. Meetings. The Executive Committee shall meet on an as-needed basis as determined by the Chairperson of the Board.

BOARD COMMITTEE

Section 1. Composition. The Chairperson shall, with the approval of the Board of Directors, appoint members of the Standing Committees as deemed necessary. The Committees shall have names, powers, duties and members as determined by the Board. A member of the Board of Directors shall not be liable for any action taken by any such Committee if he/she is not a member of the Committee and has acted in good faith and in a manner he/she reasonably believes is in the best interest of the Society, but nothing herein shall operate to relieve the Board of Directors or any member thereof of any responsibility lawfully imposed upon it or him/her.

Section 2. Appointment and Term of Chairperson. The Chairperson of each Committee (except the Governance Committee as described in Section 4.2 below) shall be appointed by the Board Chairperson subject to the approval of the Board of Directors for a term of one (1) year or until a successor is appointed and shall serve for no more than two (2) consecutive terms as Chairperson of any given committee. The Chairperson of each Committee shall be appointed from among the members of the Board of Directors. Approval of the Committee Chairperson shall be made at the next regular Board Meeting scheduled after a Committee is created.

Section 3. Appointment and Term of Members. Committee members (except members of the Governance Committee as described in Section 4.2 below) shall be appointed for a one (1) year term by the Chairperson of the Board of Directors with the approval of the Committee Chairperson. Committee members may or may not be members of the Board of Directors. Non-Board members can be appointed to any Committee with the approval of the Chairperson.

Section 4. Standing Committee

- 4.1 General. Standing Committees are work groups that deal with ongoing issues, such as financial oversight. They include the Executive Committee, Finance Committee, and Governance Committee. Other Standing Committees may be created as needed. The Executive Committee is described in Article V.
- 4.2 Governance Committee. The Governance Committee shall consist of a minimum of three (3) members, all of whom shall be members of the Board of Directors. One of the duties of the Governance Committee is to present: a slate of persons for election; a slate of re-nomination; and a slate of person for the Governance Committee and its Chairperson to the Board of Directors. The members of the Governance Committee shall be nominated and elected by the Board of Directors at its Annual Meeting. The Chair of the Governance Committee will serve on the Executive Committee of the Board.
- 4.3 Finance Committee. The Finance Committee shall consist of a minimum of three (3) members, all of whom shall be members of the Board of Directors. The Treasurer of the Board shall serve as the Chairperson of the Finance Committee. The duties of the Finance Committee are described in Article XI, Finance.

Section 5. Task Forces. Task Forces are established to accomplish a specific objective, such as reviewing bylaws or planning retreats, within a specific timeframe. Task Forces shall be appointed by the Chairperson with the approval of the Board of Directors.

Section 6. Advisory Groups/Committees. Advisory Groups/Committees are created to advise and support the Corporation and its Board. Advisory Groups/Committees shall be appointed by the Chairperson with the approval of the Board of Directors.

Section 7. Organization Committees. Organizational Committees work on issues that are usually part of the Corporation's staff responsibility. They can serve as advisors to the staff or they can assist the staff in program implementation.

EXECUTIVE DIRECTOR

Section 1. Selection and Authority. The Executive Director shall have the day to day responsibility for carrying out the policy and programs of the Society as set forth in its Articles of Incorporation and in the Bylaws and as may be prescribed from time to time by the Board of Directors. The Executive Director shall be chosen by the Board of Directors, and shall serve in such capacity at the pleasure of the Board. The Executive Director shall be entitled to attend all meetings of the Board of Directors and of the Executive Committee except as determined otherwise by the Chairperson. The Executive Director shall report to the Board of Directors all current business, and shall give special or supplementary reports as the Board of Directors may from time to time request. The Executive Director shall also be entitled to attend any meeting of Committees, Task Forces, and Advisory Groups of the Corporation. Minutes of all meetings of Task Forces or Advisory Groups shall be furnished to the President and CEO. The Executive Director is not authorized to perform the unique functions of the Board of Directors.

Section 2. General Duties. It shall be the duty and responsibility of the Executive Director to work in cooperation with all Standing Committees, Task Forces and Advisory Groups of the Society in carrying out the responsibilities of such Committees.

It shall be the responsibility of the Executive Director to coordinate the financial resources, programs, facilities and staff of the Society. The Executive Director shall be responsible for the personnel functions of the Society.

Section 3. Death or Disability of the Executive Director. In the event of the death or disability of the Executive Director, the Executive Committee will meet within twenty-four (24) hours to provide for the ongoing management of the Society.

SOCIETY RECORDS

Section 1. Records. The Society shall maintain adequate books, records and accounts of its business and property.

All such books, records and accounts shall be kept at the administrative office of the Society and be open to inspection by the directors.

Section 2. Annual Report. The Chairperson shall prepare, or cause to be prepared, an annual report setting for the general condition of the Society, for presentation to the members within five (5) months following the end of the fiscal year.

EXEMPT ACTIVITIES

The Society shall be operated exclusively for the promotion of charitable, educational and scientific purposes and no part of its net earnings shall inure to the benefit of or be distributable to its members, members of the Board of Directors, Officers, other private individuals or agencies organized and operated for profit, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth herein and in its Articles of Incorporation.

FINANCE

Section 1. Contributions. All contributions, gifts, bequests, grants and any other non-monetary contributions accepted by the Society shall become the property of Girls Incorporated of Northern Alberta. Any restriction of designations placed on these contributions by the donor shall be honored by the Board of Directors.

Section 2. Budget. An annual budget of projected income and expenditures shall be approved by the Board of Directors. Revisions or modifications to the approved budget shall be allowed as set forth in fiscal policies established by the Board of Directors.

Section 3. Checks. All checks, drafts, or other orders for payment of money by the Society shall be signed by such persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 4. Deposits. All Monies shall be deposited in the name of the Society under such condition and in such banks as shall be designated by the Board of Directors.

Section 5. Reserves.. The Board of Directors shall have the authority to designate or restrict the reserves of the Society for a specific use or purpose.

Section 6. Signatures. All contracts, checks, receipts of deposits of money and the access to securities of the Society shall be provided by the resolution of the Board of Directors. Approved signatories of the Society include the President and Executive Director and Treasurer of the Board.

CONTRACTS AND LOANS

Section 1. Contracts. The Board of Directors may authorize one (1) or more officers, agents, or employees of the Society to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Society or to render it liable for any purpose of account.

Section 2. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Financial
Year:

The Financial year shall be the calendar year and at the end of same, the books shall be immediately received.

Auditor:

The books and records shall be reviewed by a Certified Public Accountant annually and at any other time deemed necessary by the Board of Directors. A full written report shall be submitted to the Board of Directors upon completion of the review.

Amendments:

The constitution and by-laws may be repealed, added to, or amended at any annual general meeting of the Society or at a special meeting called for that purpose by a two-thirds majority vote of the Members present. Notice of such resolutions to alter the constitution shall be given, in writing, to the secretary and sent by him or her to the Members of The Society at least two (2) weeks in advance of the annual or special meeting, and shall also incorporate in the notice of action calling the meeting the aforementioned resolution to alter the constitution.

Purpose
Of gain

The Society shall be operated without purpose of gain for its Members, and any profits or other accretions to The Society shall be used in promoting its objects.

1.2 Dissolution's:
will be

In event of dissolution, all assets, after payment of liabilities, Distributed to one or more recognized charitable organizations, as agreed upon by the Board.

Quorum

The Quorum of:

1. The annual meeting or any general meeting shall be those present after the Meeting has been duly constituted.
2. Any meetings of the executive committee shall be at least three members including either the President or the Vice-President.
3. Any meeting of the Board of Directors shall be 60% of the Members of the Board
- 4.

Annual General Meeting

to be held once a year within the month of March

1.2.1.1.1.1.1

1.2.1.1.1.1.2 The Societies Act Chapter 347 – R.S.A. 1970

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1. Every Society shall have a registered office in the province of which all communication and notices may be sent and at which all process may be served.
2. Notice of the location of the registered office of a Society, giving the Address, shall be filed with the registrar.
 - (a) with the application for incorporation
 - (b) within fifteen(15) days of a change in location of the registered office.

24.1

A Society shall hold an annual general meeting in the province and shall Present at that meeting a financial statement setting out its income, disbursements, assets and liabilities, audited and signed by The Society's auditor.

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1. In this section, "anniversary month" means the month in each year that is the same as the month in which the Certificate of Incorporation of the Society was issued.
2. A Society shall each year on or before the last day of month immediately following its anniversary month, make a return to the registrar containing:
 - a. The address of the registered office of The Society.
 - b. The full name, address and occupation of each office and director of The Society.
 - c. The audited financial statement presented at the last annual general meeting of the Society.

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A Society shall, upon request of the registrar, furnish him with particulars

of its officers and directors.

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1. A Society shall file with the register in duplicate every extraordinary resolution passed for any purpose mentioned in this Act.
2. The registrar shall register one copy of the extraordinary resolution and return the other copy certified as having been filed.

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Every notice, return or resolution required to be filed with the registrar shall be dated and verified by a person having knowledge of the affairs of, and who is authorized by, The Society on whose behalf the notice, return or resolution is made.

SCHEDULE "A"
GIRLS INCORPORATED OF NORTHERN ALBERTA
BY-LAWS

1. NAME

The name of this Society is GIRLS INC. OF NORTHERN ALBERTA (hereinafter referred to as "The Society".)

2. HEAD OFFICE

The head office of The Society shall be located in the city of Fort McMurray, in the province of Alberta, at the place therein where the business of The Society may be carried on.

3. INTERPRETATION

When interpreting the by-laws, reference shall be made to The Societies Act and words and expressions used in the by-laws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in that Act.

4. MEMBERSHIP

Membership in The Society shall be open to any person in good standing in the community, whose application for membership has received the approval of the Board, or its delegate.

- A. Membership fees are to be determined by The Society on the recommendation of the Board at the annual meeting, and shall be paid in advance as a condition of membership. Membership cards shall be issued and signed by the President of the Board.
- B. Members of The Society shall have the rights to avail themselves of The Society's facilities, to attend all meetings of The Society and to run for elected office in The Society as specified in the by-laws.
- C. Members of The Society are obliged to abide with the by-laws and to contribute to the overall purpose of The Society.
- D. Any member wishing to withdraw from the membership may do so upon a notice in writing to the Board. The members in arrears of fees for any year, shall be automatically suspended at the expiration of one month from the end of such year and shall thereafter be entitled to no membership privileges or powers until payment of the arrears of fees. Membership shall be automatically terminated for failure to pay arrears of fees for any year at the expiration of three months from the end of each year. Membership may be terminated by the Board for good and just cause and upon the Board's giving a member thirty days notice in writing of its intention to terminate their membership.
- E. The membership of any member may be terminated by the vote of two-thirds of members present at an annual meeting or special general meeting.

5. BOARD OF DIRECTORS

- A. The affairs of The Society shall be managed by a Board of Directors, hereinafter referred to as "the Board" constituted from the membership of The Society and consisting of a minimum of nineteen (19) and not more than twenty-five (25) members, each of whom at the time of his election and throughout his term of office, shall be a Member of The Society. The Board of Directors shall, subject to the by-laws and any law of the province of Alberta, have full control and management of the business affairs of The Society. No Director shall serve more than two (2) consecutive terms of three (3) years each and shall not be eligible again for election to the Board until after the lapse of one (1) year.
- B. The Board may authorize expenditures on behalf of The Society from time to time and may delegate by resolution to an officer or officers of The Society the right to employ and pay salaries to employees. The Board may make expenditures for the purpose of furthering The Society.
- C. The Board, by resolution entered upon the Minutes, may delegate any of its powers to committees consisting of such Members of The Society as it sees fit and the committee so formed shall in the exercise of its power so delegated, and conform to any regulation that may be imposed on it by the Board. The Board may appoint a chairperson of the committee and failing such appointment, the committee may elect or if not present, the members present shall choose one of their number to be chairperson of the meeting. A committee may meet and adjourn, as it thinks proper. Questions arising at any meeting shall be determined by a majority of the votes of the Members present and in the case of an equality of votes, the chairperson shall have the second or casting vote.
- D. The Board shall have the power to appoint honorary members or patrons or establish advisory committees consisting of Members or Non-Members on an ad hoc or permanent basis.
- E. The Board may remove from office any Member of any committee.

6. OFFICERS

The Officers of The Society shall include a President, a Vice-President, a Secretary and a Treasurer.

7. STANDING COMMITTEES

There shall be the following Standing Committees of the Board whose duties shall be outlined in the by-laws:

- A. Publicity
- B. Membership and Recruitment
- C. Finance

The chairperson of each committee shall be a Member of the Board.

8. FINANCIAL YEAR

The financial year shall be the calendar year and, at the end of same, the books shall be immediately audited.

9. AUDITOR

All accounts shall be reviewed by a properly qualified auditor who has been approved and appointed by the Board.

10. BANK ACCOUNT

- A. The Society shall establish a bank account at any chartered bank within the aforementioned municipality.
- B. Bank account withdrawals shall be made on the basis of any two of the Treasurer, President, Vice-President, Secretary signatures.
- C. An annual itemized budget must be compiled in advance with estimated for each phase of The Society's operations. It shall be presented to The Society after the approval of the Board of Directors.

DRAFT
GIRLS INC. OF NORHTERN ALBERTA
AIDS POLICY STAEMENT

Background

AIDS is caused by the Human Immunodeficiency Virus (HIV). The virus breaks down the immune system, which normally protects the body against infection, and the immune system loses it's capability to fight off infections. People who are infected with the virus may appear to be very healthy for many years and may never show any symptoms of infection. Others experience mild to moderate symptoms such as persistent night sweats, diarrhea, swollen lymph glands, loss of weight for no apparent reason, and severe fatigue. Still others develop specific opportunistic diseases including Pneumocystis carinii pneumonia, Kaposi's sarcoma, and HIV - related dementia.

There is yet no cure for AIDS. These opportunistic infections are eventually fatal.

The virus is transmitted in the following ways:

UNPROTECTED SEXUAL INTERCOURSE WITH AN INFECTED PERSON
SHARING OF CONTAMINATED INJECTION DRUG NEEDLES OR SYRINGES
PASSING FROM AN INFECTED MOTHER TO HER CHILD IN UTERO, PERINATALLY, OR DURING THE BIRTHING PROCESS.
People who receive blood transfusions may get AIDS if the blood contains the AIDS virus. All blood donations in Canada have been tested for antibodies to the AIDS virus since November 1985. Some cases of AIDS will be a result of receiving contaminated blood or blood products prior to that time.

The psychological and emotional impact of AIDS or HIV infection on the persons infected their lovers, friends and families can be devastating. People will differ widely in their reactions to this information, and will require different kinds of help. The incubation period of the virus can be many years, and people who test positive for HIV antibodies without having any symptoms may experience a sense of uncertainty about what will happen next - whether or not he/she will go on to develop symptoms and when. Those people with mild to moderate symptoms may experience similar feelings of uncertainty and anxiety.

For anyone who is diagnosed as having AIDS (the final stage of the spectrum of HIV infection), the information may come as a relief after months of uncertainty, or it may come as a complete shock. Emotional support and crisis intervention at the time of diagnosis is critically important.

The majority of people who have AIDS in Alberta are homosexual/bisexual men and this has remained consistent since reporting began. However, the numbers of people who are in the categories of intravenous drug users, heterosexual partners of infected individuals and pediatric cases continues to grow.

LEGAL REQUIREMENT

AIDS is covered under the Communicable Disease Regulation of the Alberta Public Health Act and is considered a reportable disease. That is, on diagnosis of AIDS, a physician is required to report the disease to the local Medical Officer of Health (or designate). The Medical Officer of Health notifies the provincial Director of Communicable Disease Control who is the only person who needs to know of the diagnosis. HIV infection that has not yet progressed to fit the case definition of AIDS, is not reportable in Alberta.

Public Health officials are responsible for the monitoring and controlling of the spread of the disease. In addition, anyone with information about the presence of AIDS or HIV infection is bound by law to keep this information confidential. The exceptions include:

as required in a court of law
with the infected persons permission
where the disclosure is made in the interest of the public
health administration

The results of any positive diagnosis are reported to the patient, physician, and local medical officers of health.

Under the provisions of the Individual Rights Protection Act of Alberta,

NO ONE MAY DISCRIMINATE AGAINST ANY CHILD, FAMILY, OR
INDIVIDUAL WHO IS INFECTED WITH HIV INFECTION OR
AIDS.

AIDS is a disease that has numerous social and economic consequences for our society. Attitudes towards sexuality, homosexuality, intravenous drug use, and death all play a part in how we as a society will respond to this fatal disease.

Girls Inc. of Northern Alberta recognizes that AIDS and HIV infection will continue to have a major impact on today's society. Given the mandate of this organization, "to address the needs of children and youth by providing services that responds to their developmental, emotional and social needs and to advocate on their behalf in the community", the agency endorses the following policies for the organization:

THE ORGANIZATION:

Will not discriminate on the basis of AIDS or HIV infection. If an employee or volunteer is infected with HIV or develops AIDS, he/she will be allowed to work/volunteer as long as medically feasible.

Will not deny access to any of its services on the basis of AIDS or HIV infections.

Recognizes that any information regarding a person with HIV infection or AIDS is confidential, and this information will be treated as such. Disclosure of information that identifies a specific person to others (staff, volunteers or clients) is permitted only with the infected person's permission.

Will provide employees with a safe working environment including appropriate training about infection control, and barrier techniques.

Has an obligation to provide staff and volunteers with the opportunity to become knowledgeable about AIDS and HIV infection. Staff should be able to discuss HIV infection and AIDS with clients/volunteers as appropriate, or be able to refer clients/volunteers to appropriate agencies/hotlines for additional information.

Will encourage a supportive atmosphere for staff/volunteers/clients with HIV infection or AIDS, and their co-workers/co-volunteers.

Most people with HIV infection or AIDS are responsible and take appropriate measures to avoid infecting others. However, if an employee has reasonable and probable grounds to believe that a client, volunteer, or co-worker is HIV infected or has AIDS, and is not taking appropriate precautions to protect others, the employee will inform the Executive Director, who will liaise with the appropriate local medical officer of health.

PRECAUTIONS

APPLICABLE TO ALL STAFF AT ALL TIMES

It is important to know what the "universal precautions" are and to practice them carefully and consistently with everyone.

The use of "UNIVERSAL PRECAUTIONS" means that blood and certain body fluids should be handled as if they could be infectious. Therefore, blood and other body fluids containing blood, semen or vaginal secretions should be handled in a way that minimizes exposure to infection. (The precautions do not apply to handling saliva, tears, sweat, urine, feces or vomit unless visibly contaminated with blood.)

THE UNIVERSAL PRECAUTIONS INCLUDE:

hand washing:

hands and any skin contaminated with blood or other body fluids should be washed thoroughly as soon as practicable.

To wash hands, use plain soap and vigorously rub together all surfaces of lathered hands for at least 10 seconds. Rinse thoroughly under stream of water. Avoid the use of abrasive soaps or brushes. Hand lotions should be use to prevent drying of skin.

Use of protective clothing and equipment:

Use disposable latex gloves to handle or clean up blood and body fluids or secretions-excretions. Household "rubber" gloves can be used but require cleaning with solution and repeated rinsing with water before they can be used again.

Hands should be washed after gloves are removed.

Use of waterproof coverings on any open cuts or sores.

Clean up of spills of blood and other body fluids:

Clean contaminated surfaces with detergent and water. Then disinfect surfaces with a solution of one part household bleach to ten parts water. CAUTION: some surfaces may be damaged by exposure to bleach solution.

Rinse mops and cleaning rags with one part bleach to ten parts water.

Laundering of Clothes and Linen:

Clothing and linen soiled with blood or other body fluids, secretions or excretions should be laundered in as hot water as the material will allow. If necessary, soiled articles may be rinsed in cold water prior to laundering in as hot water as the material will allow.

Disposal Of Contaminated Waste:
Secure in a sealed double plastic bag before discarding with routine garbage.
Sharp objects, such as broken glass that may be contaminated with blood,
should be discarded in sturdy puncture-proof plastic or metal containers
(such as an empty coffee can) with firmly fitting lid.

Additional Information:

Attached to the AIDS Policy Statement is the Guidelines for Handling HIV infection and
AIDS in Day Care Services" prepared by Day Care Programs - Alberta
Family & Social Services, January 1992.

After an extensive review of AIDS Protocols from across Canada, this publication was found
to have information that could assist an agency like ours.

This document is to be read by all employees, and forms part of the HIV infection and
AIDS Protocol of Big Sisters of Ft. McMurray.

HIV/AIDS INFORMATION SOURCES IN EDMONTON

AIDS/ Sexually Transmitted Diseases Information Line (province wide, toll-free): 1-800-
772-2437

You can call Government departments toll-free by checking your phone directory under
Government of Alberta for the R.I.T.E number in your area. (Ft. McMurray
743-7171)

ALBERTA HEALTH

HEALTH UNITS

COMMUNITY AIDS ORGANIZATIONS

Provincial AIDS Programs
of Edmonton
427-0836 (Edmonton)

Listed in Telephone Directories

AIDS Network

429-AIDS (Edmonton)

Sexually Transmitted Disease PUBLIC LIBRARIES
McMurray

AIDS Network of Ft.

Control Education Unit
427-2834 (Edmonton)

Listed in Telephone Directories

790-0741

Library and Inquiry Services
427-3530 (Edmonton)

INFORMATION REVIEWED IN THE DEVELOPMENT OF THIS PROTOCOL

Guidelines for Handling HIV Infection and AIDS in Day Care Services, Alberta Family & Social Services, Jan. 1992

AIDS 101 Basic Facts, AIDS Network of Edmonton
Central Toronto Youth Services, May 1990

Youthlink: Inner City, Toronto Huntley Youth Services, Big Sisters of Toronto, Feb. 1989.

AIDS In the Canadian Workplace, Edmonton Board of Health, March 1988

YMCA of Toronto HIV/AIDS and Youth Programs, Fall 1991

AIDS - Words from the front, SPIN (Music Magazine) Vol 7, NO 12, 1992 New York

Generic Policies developed by 12 Ontario Youth Serving Agencies

Madame Vanier Children's Services, Infection Control Policy & Procedures, Oct. 1991

Family & Childrens Services of London & Middlesex Personnel Policy for Employees
Suffering from AIDS, June 1989

Alberta Alcohol & Drug Abuse Commission Policy on AIDS, June 1989

Guidelines for the Development of an HIV/AIDS Policy for Youth Serving Agencies in
Canada, March 1991

Is Your Work Place Prepared to Deal With AIDS?, AIDS Network, Edmonton

HIV/AIDS DISCRIMINATION, It's Against the Law, Canadian Human Rights
Commission

Communicable Disease Guidelines for Schools, Texas Department of Health, Sept. 1987

Girls Inc. of Northern Alberta Financial Policies

Approval Date: January/2008

Policy: General Objectives

- A. Ensure that fiscal procedures are consistent with sound management, meet the requirements of law and code, and permit the multiple requirements of various funding sources to be met with efficiency.
- B. Ensure that practices and procedures include a careful system of checks and balance.
- C. Ensure that funds are distributed for the purpose for which they have been designated.
- D. Ensure that funds and personnel are protected fiscally to the fullest extent possible.

FINANCIAL CONTROLS

This short policy covers cheque signing, withdrawal of funds, and deposits.

Accounts

Girls Inc. of Northern Alberta shall maintain its accounts in financial institutions that are federally insured. All funds received by Girls Inc. shall be deposited daily. Funds shall be invested in accordance with the investment policy established by the board.

Authority To Sign

Orders of withdrawal shall bear the signature of one of the following officers.

- President
- Treasurer
- One other Board Member
- All cheques must have 2 or 3 signatures

Any payables to any one of the above-named persons shall be signed by someone other than the payee.

Cash Disbursements

- A. An authorized cheque signer will make disbursements only upon review and approval of the transaction. This will include review for the existence of proper supporting documentation, such as a purchase order and evidence of the receipts of the goods and services.
- B. Any disbursement cheque requires the signatures of any two persons authorized by the board.

Investment Policy:

Investments, the purpose of the investment policy is to ensure that the organization's funds that are available for investment are managed prudently, safely, and in accordance with sound investment principles. Funds should be invested with goal of maximizing return consistent with prudent risk of principal. Because Girls Inc. of Northern Alberta is a non-profit organization, investments should not be designed for speculation. It must be recognized, however, that all investments carry with them some degree of risk, not only to the safety of the principal itself, but also with regard to the inflationary erosion which occurs from the failure to achieve adequate return on invested funds. The Finance Committee will periodically assess the adequacy of reserves as they relate to current and long-range planning and current and long-range investing. The Finance Committee, in accordance with the investment policy, will be responsible for determining where and when money will be invested based on current advice, degree of financial stability of Girls Inc. of Northern Alberta, liquidity demands, and available funds. Assets will be deposited at such institutions as may be selected by the Finance Committee and approved by the Board of Directors. Review of the investment policy and performance will be conducted at least yearly by the Finance Committee and reported to the Board. The investment objectives are preservation of capital, liquidity, and the optimization of investment return. The average maturity of the funds is limited to less than three years.

POLICY: Loans to Directors and Employees

Girls Inc. of Northern Alberta is committed to responsible financial practices. Therefore, Girls Inc. prohibits providing personal loans to its directors, executives, or any employee.

Financial Audits

The financial records of Girls Inc. of Northern Alberta are to be reviewed annually by an independent CPA firm that has a significant group of nonprofit clients. The finance committee shall be responsible for selecting the audit firm to conduct the annual review. If the same audit firm conducts the audit for more than five consecutive years, the finance committee shall review the firm's services and decide if the firm or the audit partner needs to rotate.

The audit firm will not be hired to perform non-auditing services, except for tax preparation and the Charitable Return preparation and shall not perform substantial services for any officer or director personally. The audit firm shall be engaged to present annual review finding to the chief executive and the finance committee, and if needed the board. The finance committee shall review the review and make its recommendation to the board.

Financial Controls

1. Authorization for signatures necessary on contracts, cheques, and orders for payment, receipt or deposit or withdrawal of money, and access to securities of Girls Inc. of Northern Alberta shall be provided by resolution of the board.
2. Any individual authorized to purchase goods and/or services for the organization shall follow the procedures set forth in these policies and the Internal Control Procedures Manual.
3. The finance committee shall be responsible for reviewing and recommending an annual operation and a capital budget to the board for approval.
4. The board shall be responsible for adopting the annual operating and capital budgets.
5. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the board.

Capital Expenditures Policy

Definition

A capital acquisition is an individual asset and/or class of assets that has a useful life of more than one year and a cost of \$__ or more.

Budget

Anticipated capital acquisitions shall be included in the normal budgetary process, and when necessary, as part of the separate capital acquisitions budget. The annual budget shall include purchase requests for all new and replacement acquisitions.

Purchasing

Any equipment with an estimated value of \$__ or more shall be purchased through competitive bidding or comparative pricing by at least three vendors whenever possible. Comparative pricing or competitive bidding should also be used periodically for regularly purchased materials, supplies, service, and insurance.

Executive Authority

The chief executive shall have the authority to make purchases that are part of the approved annual budget without additional approval from the board. Such acquisitions shall be reported to the board and finance committee at their next regular meeting.

Long-Range Plan

Organizations should consider adopting a five-year long-range plan for capital additions and replacements.

Discretionary Fund

The chief executive shall have the authority to spend up to \$__ from the discretionary fund on any single acquisition without prior approval from the board. Such acquisitions shall be reported to the board and finance committee at their next regular meeting.

Property

The finance committee must approve the purchase or disposition of any capital asset with the value of \$__ or more. The purchase or sale of any capital asset of higher value shall be approved by the board. Purchase or sale of any real estate must be approved by the board.

