



**IRSAM** International Relations  
Students' Association  
of McGill

## ***IRSAM INC.***

### ***BY-LAWS OF THE CORPORATION***

*Amended on Tuesday, April 1, 2014 by the IRSAM Membership of 2013-2014*

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#### **CORPORATE SEAL**

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

#### **CONDITIONS OF MEMBERSHIP**

2. Membership in the corporation shall be divided into two classes, the McGill class and the General class.
  - a. McGill class membership shall be limited to persons registered as students of McGill University;
    - i. Voting shall be limited to members of the McGill class who have attended a meeting organized by the corporation within the thirty (30) days prior to a designated election day. Members who do not attend a meeting within this period prior to an election will be deemed "inactive members," and will not count towards the quorum of any election.
      1. Attendance at a meeting organized by the corporation shall be registered by electronic or written means.
  - b. General class membership shall be limited to persons registered at a recognized university institution; interested in furthering the objectives of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the corporation.
3. There shall be a membership fee payable annually to the corporation by all members upon admission or renewal. All members shall be required to pay said fee in order to participate in activities sponsored by the corporation.
4. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the vice-president, internal operations of

the corporation. Membership in the corporation shall be valid until the beginning of the following academic year. Failure to renew membership in the corporation after this date shall render said membership expired.

5. Any member may be required to resign by a vote of three-quarters (3/4) of the members at a general meeting.

### **HEAD OFFICE**

6. Until changed in accordance with the Act, the Head Office of the corporation shall be in the City of Montréal, Québec.

### **BOARD OF DIRECTORS**

7. The property and business of the corporation shall be managed by a board of seven (7) directors of whom four (4) shall constitute a quorum. Directors must be individuals registered as students at McGill University; eighteen (18) years of age, with power under law to contract. Directors must be members of the corporation.
8. The applicants for incorporation shall become the first directors of the corporation whose term of office on the Board of Directors shall continue until their successors are elected as provided in these by-laws.
9. Directors shall serve for a term of one (1) year upon being elected as officers by the membership of the corporation at a meeting of members.
10. The office of director shall be automatically vacated:
  - a. if a director has resigned his office by delivering a written resignation to the Vice-president, Internal Operations of the corporation, or the President of the corporation should the resigning director be the Vice-President, Internal Operations;
  - b. if that person is found by a court to be of unsound mind;
  - c. on death;

Provided that if any vacancy shall occur for any reason in this paragraph contained, the President of the corporation shall temporarily fill the vacancy and complete all necessary duties, or the Board of Directors by two-thirds (2/3) majority vote, may, by appointment upon application, fill such vacancy with a member of the corporation in accordance with article seven (7) contained in these by-laws.

The Board of Directors shall make provisions for a by-election to be held at a meeting of members no more than fourteen (14) days following the date on which the office was vacated to permanently elect a successor. Upon the vacancy of the post of

Editor-in-Chief of the McGill International Review, a call shall be made for applicants. The Board of Directors shall appoint a new editor-in-chief within fourteen (14) days following the date on which the office was vacated.

Should the vacancy occur during a period of university-sanctioned break lasting more than ten days, said vacancy shall be temporarily filled and all necessary duties completed by the president. Provisions shall be made for a by election to be held no more than fourteen (14) days following the date of the first meeting of members of that academic year.

11. Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that at least seven (7) days notice of such meeting shall be given to each director. There shall be at least one meeting every two (2) weeks of the Board of Directors, excluding periods of university-sanctioned break. Any error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the corporation caused by wilful neglect shall invalidate such meeting or make void any proceedings taken thereat. Any such instance caused by superior force shall not invalidate such meeting or make void any proceedings thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had there at.

An emergency meeting of the Board of Directors may be held at any time and place to be determined by the directors provided that all seven (7) directors consent to this meeting.

If at least two-thirds of all the directors of the corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the 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.

12. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by that person in the performance of his duties and shall receive the benefits and privileges enjoyed by all members.
13. The Board of Directors may appoint such agents in a non-remunerative capacity and engage such employees as it shall deem necessary from time to time and such persons

shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

14. Any director may appoint, through process of application, such agents as that person shall deem necessary from time to time to aid in the carrying out of the mandate of that director. Such appointments are non-remunerative and may include but are not limited to members of the:

- a. Secretariat of the McGill Model United Nations;
- b. Secretariat of the Secondary School United Nations Symposium;
- c. Editorial Board of the McGill International Review.
- d. Executive of Junior Peacemakers

During their term of service, such agents are not eligible to be elected as directors.

### **INDEMNITIES TO DIRECTORS AND OTHERS**

15. Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their, executors and administrators, and estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;

- a. all costs, charges and expenses which such director, officer, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against that person, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by that person, in or about the execution of the duties of that person's office or in respect of any such liability;
- b. all other costs, charges and expenses which that person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

### **OFFICERS**

19. The officers of the corporation shall be:

- a. President;
- b. Vice-president, Financial Affairs;
- c. Vice-President, Internal Operations;
- d. Vice-President, External Relations;
- e. Vice-President, Delegation Affairs;
- f. Secretary-General, McGill Model United Nations;
- g. Secretary-General, Secondary School United Nations Symposium;

or any such officers as the Board of Directors may by by-law determine. No two offices may be held by the same person. Officers shall be directors of the corporation and express the intent of remaining at the university for the full duration of their term.

20. The president and four vice-presidents shall be elected at a general meeting of members to be held no later than April 1.
21. The Secretary-General, McGill Model United Nations shall be elected at a general meeting of members to be held no later than one month following the completion of the preceding McGill Model United Nations.
22. The Secretary-General, Secondary School United Nations Symposium shall be elected at a general meeting of members to be held no later than one month following the completion of the preceding Secondary School United Nations Symposium.
23. The officers of the corporation shall hold office for one (1) year according to the following schedule:
  - a. president and four vice-presidents shall hold office from May 1 to April 30 of the following year;
  - b. secretary-general, McGill Model United Nations shall hold office from March 1 to the last day of the month of February of the following year;
  - c. secretary-general, Secondary School United Nations Symposium shall hold office from January 1 to December 31;or until their successors are elected in their stead. Officers shall serve on the Board of Directors for one (1) month following the completion of their term as officers non-voting observers. During this time officers non-voting observers will continue as voting members of the Board of Directors. Officers shall be subject to removal according to article ten (10) contained in these by-laws.

### **DUTIES OF OFFICERS**

24. Officers may, from time to time, delegate their duties to another officer of the corporation or, if approved by a two-thirds (2/3) majority of the Board of Directors, a voting member of the corporation, on a temporary basis not exceeding fourteen (14) days.
25. The President shall be the Chief Executive Officer of the corporation. That person shall preside at all meetings of the corporation and of the Board of Directors. That person shall have the general and active management of the affairs of the corporation. That person shall see that all orders and resolutions of the Board of Directors are carried into effect. That person shall attend all meetings and represent the corporation at all official functions. That person shall also perform such other duties as may from time to time be directed by the Board of Directors.

The Board of Directors, at its first meeting, shall appoint, by two-thirds (2/3) majority vote, an officer who shall temporarily execute the duties of the President, in the event that the President is unable to fulfil his duties due to reasons beyond his control, until such time as the President can resume his duties, or a by-election can be held to permanently fill the vacancy.

26. The Vice-President, Financial Affairs, shall be the Chief Financial Officer of the corporation. That person shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. That person shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. That person shall assist in the preparation of the corporation's annual audit. That person shall also perform such other duties as may from time to time be directed by the Board of Directors. That person shall be responsible for presenting comprehensive quarterly financial reports to the Board of Directors.
27. The Vice-President, Internal Operations shall be responsible for coordinating relations with the Students' Society of McGill University as well as the members of the corporation. That person shall be responsible for organizing and coordinating internal activities of the corporation including but not limited to campus events, social functions, the newsletter and yearbook of the corporation. The Vice-President, Internal Operations shall carry out the secretarial duties of the corporation. That person shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. That person shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other secretarial duties as may be prescribed by the Board of Directors or President, under whose supervision such duties shall be. He shall be custodian of the seal of the corporation, which shall be kept in a secure location controlled by the corporation. He shall be principally responsible for maintaining the internet presence of the corporation. That person shall maintain the working condition of the office equipment and shall be responsible for all rental equipment and office supplies. That person shall also be responsible for all publicity within the McGill University community and all promotions and sponsorships on behalf of the members of IRSAM. That person shall also perform such duties as may from time to time be directed by the board of the corporation.
28. The Vice-President, External Relations, shall be responsible for coordinating relations with all organizations and individuals outside the McGill University community. That person shall act as a central communications liaison of the corporation. That person shall be responsible for maintaining relations with past members of the corporation as well as the media, and promoting member involvement in the community. That person shall be responsible for maintaining the organization's status as a non-governmental organization and consultative status with the United Nations Economic and Social

Council. That person shall act as the primary liaison between the executive of Junior Peacemakers and the Board of Directors. That person shall be responsible for organizing all trips to externally sanctioned conferences. That person shall also perform such other duties as may from time to time be directed by the Board of Directors.

29. The Vice-President, Delegation Affairs, shall be responsible for determining participation in Intercollegiate Model United Nations conferences and symposia, choosing recording officers and delegates for such activities, and preparing members of the corporation for participation in such activities accredited by the corporation. That person shall be responsible for organizing the International Relations Simulation to be held annually in-house, including the selection of a date and venue, possible funding, delegate fee, committee list, delegate assignments and members of a planning committee for any assistance. That person shall also perform such other duties as may from time to time be directed by the Board of Directors.
30. The Secretary-General, McGill Model United Nations, shall be responsible for the preparation, organization, and realization of the McGill Model United Nations Assembly and ensuring its success. That person shall also perform such other duties as may from time to time be directed by the Board of Directors.
31. The Secretary-General, Secondary Schools' United Nations Symposium, shall be responsible for the preparation, organization, and realization of the Secondary Schools' United Nations Symposium and ensuring its success. That person shall also perform such other duties as may from time to time be directed by the Board of Directors.
32. The Editor-in-Chief of *The McGill International Review*, an appointed agent under the portfolio of the Vice-President, Internal Operations, shall be responsible for the preparation, publication, and distribution of *The McGill International Review* and ensuring its success. That person shall also perform other duties as from time to time be directed by the Board of Directors.
33. The duties of any and all other officers of the corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

### **EXECUTION OF DOCUMENTS**

35. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by the President and the Vice-President, Financial Affairs and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in

securities for the purposes of the transferring of and dealing with any equities, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid.

### **MEETINGS**

36. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the President shall have power to call, at any time, a general meeting of the members of the corporation. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights. One-quarter (1/4) of all active voting members from the McGill class, of the corporation present in person at a meeting will constitute a quorum for any and all meetings of members.
37. Seven (7) days' notice shall be given to each active voting member of the McGill class of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

Each active voting member from the McGill class present at a meeting shall have the right to exercise one vote.

A resolution in writing, signed by a two-thirds (2/3) majority of one-quarter (1/4) of the active members entitled to vote on that resolution at a meeting of active members, is as valid as if it had been passed at a meeting of active members.

39. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

### **MINUTES OF BOARD OF DIRECTORS AND MEMBERS**

40. The minutes of the Board of Directors shall be made available to the general membership of the corporation upon request within fourteen (14) days of the meeting held therewith.
41. The minutes of the annual and general meetings of the membership of the corporation shall be made available to said membership at the meeting of the members immediately following the meeting held therewith.



## **VOTING OF BOARD OF DIRECTORS AND MEMBERS**

42. At all meetings of the Board of Directors of the corporation, every question shall be determined by a one-half (1/2) majority of votes unless otherwise specifically provided by statute or by these by-laws.
43. At all meetings of members of the corporation, every question shall be determined by a one-half (1/2) majority of one-quarter (1/4) of the total active voting membership of the McGill class otherwise specifically provided by statute or by these by-laws. They shall become decisions of the corporation and take precedence over decisions of the Board of Directors.

## **FINANCIAL YEAR**

44. Unless otherwise ordered by the Board of Directors, the fiscal year end of the corporation shall be April 30.

## **COMMITTEES**

45. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The directors shall determine the duties of such committees.

## **BOOKS AND RECORDS**

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

## **NON-CASH ASSETS**

49. All non-cash assets of the corporation shall be stored in a secure environment under the control of the corporation.

## **FINANCIAL POLICIES**

50. All financial policies of the corporation shall be approved by the Board of Directors.
51. Neither the Secondary Schools' United Nations Symposium nor the McGill Model United Nations Assembly, operated by the corporation shall project a net loss in its annual budget.

## **RULES AND REGULATIONS**

52. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient. If the Board of Directors by a two-thirds (2/3) majority vote resolves to annul such procedures, rules and regulations, then such documents shall have no force or effect.

### **INTERPRETATION**

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