

IRSAM Inc.

BY-LAWS OF THE CORPORATION

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. Voting shall be limited to members of the McGill class.

- a) McGill class membership shall be limited to persons registered as students of McGill University;
- b) General class membership shall be limited to persons registered at a recognized university institution;

interested in furthering the objects 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 or for the entirety of an undergraduate or graduate degree, 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 nine (9) directors of whom five (5) 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 he is found by a court to be of unsound mind;
- c) if at a special general meeting of members, a resolution is passed by two-thirds (2/3) of members representing one-quarter (1/4) of the total voting membership, that he be removed from office;
- d) 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 48 hours notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. 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 thereat. Each director, except for the editor-in-chief of the *McGill International Review* is authorized to exercise one (1) vote.

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 him 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 he 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) McGill International Review.

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 heirs, 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 him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

b) all other costs, charges and expenses which he 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.

POWERS OF DIRECTORS

16. The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.

17. The directors shall have power to authorize expenditures on behalf of the corporation from time to time. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.

18. The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

OFFICERS

19. The officers of the corporation shall be:

- a) president;
- b) vice-president, financial affairs;
- c) vice-president, internal;
- d) vice-president, operations;
- e) vice-president, external relations;
- f) vice-president, delegation affairs;
- g) secretary-general, McGill Model United Nations;
- h) editor-in-chief of the *McGill International Review*

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 assembly.

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 five vice-presidents and the editor-in-chief of the *McGill International Review* 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 ex-officio. Officers shall be subject to removal according to article ten (10) contained in these by-laws.

DUTIES OF OFFICERS

24. All officers are required to make every possible effort to participate in all events and activities of the corporation. They must honestly and truthfully inform the board of directors and the members of their actions pursuant to the fulfillment of their respective mandate on a regular basis. They 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. He shall preside at all meetings of the corporation and of the board of directors. He shall have the general and active management of the affairs of the corporation. He shall see that all orders and resolutions of the board of directors are carried into effect. He shall attend all meetings and represent the corporation at all official functions. He shall be responsible for a minimum of two commemorations of United Nations-related days during the regular academic session. He 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. He 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. He 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. He shall assist in the preparation of the corporation's annual audit. He shall also perform such other duties as may from time to time be directed by the board of directors.

27. The vice-president, internal, shall be responsible for coordinating relations with the Students' Society of McGill University as well as the members of the corporation. He 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 shall carry out the secretarial duties of the corporation. He 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. He 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 also perform such other duties as may from time to time be directed by the board of directors.

28. The vice-president, operations, shall be principally responsible for maintaining the internet presence of the corporation. He shall maintain the working condition of the office equipment and shall be responsible for all rental equipment and office supplies. He shall also be responsible for all publicity within the McGill University community and all promotions and sponsorships on behalf of the members of IRSAM. He shall also perform such duties as may from time to time be directed by the board of the corporation.

29. The vice-president, external relations, shall be responsible for coordinating relations with all organizations and individuals outside the McGill University community. He shall act as a central communications liaison of the corporation. He shall be responsible for maintaining relations with past members of the corporation as well as the media, and promoting member involvement in the community. He shall also perform such other duties as may from time to time be directed by the board of directors.

30. The vice-president, delegation affairs, shall be responsible for determining participation in Intercollegiate Model United Nations and United Nations-related activities, 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. He shall also perform such other duties as may from time to time be directed by the board of directors.

31. The secretary-general, McGill Model United Nations, shall be responsible for the preparation, organization, and realization of the McGill Model United Nations conference and ensuring its success. He shall also perform such other duties as may from time to time be directed by the board of directors.

32. The secretary-general, Secondary School United Nations Symposium, shall be responsible for the preparation, organization, and realization of the Secondary School United Nations Symposium and ensuring its success. He shall also perform such other duties as may from time to time be directed by the board of directors.

33. The editor-in-chief of the McGill International Review shall be responsible for the preparation, publication, and distribution of the McGill International Review and ensuring its success. He shall also perform other duties as from time to time be directed by the Board of Directors.

34. 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.

POWER OF OFFICERS

35. Each officer has the power to take such actions as are necessary in fulfilling the mandate of their respective office. The actions of an officer are subject to the scrutiny of the board of directors, which may only annul such action by a majority vote of two-thirds (2/3) of the directors. Matters of a nature not pertaining to the review of a specific action of an officer or officers are governed by article forty-one (41) of this act.

EXECUTION OF DOCUMENTS

36. 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

37. The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.

General meetings shall be called by the board of directors every two weeks during the academic year or when deemed necessary.

38. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. 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 voting members of the corporation present in person at a meeting will constitute a quorum for any and all meetings of members.

39. Seven (7) days' notice shall be given to each voting member 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. Notice of each meeting of members must remind the member that he has the right to vote by proxy.

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the corporation.

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

40. 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

41. The minutes of the board of directors shall be made available to the general membership of the corporation within fourteen (14) days of the meeting held therewith.

42. 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

43. At all meetings of the board of directors of the corporation, every question shall be determined by a two-thirds (2/3) majority of votes unless otherwise specifically provided by statute or by these by-laws.

44. At all meetings of members of the corporation, every question shall be determined by a two-thirds (2/3) majority of one-quarter (1/4) of the total voting membership unless 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

46. 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.

AMENDMENT OF BY-LAWS

47. The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a two-thirds (2/3) majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of one-quarter (1/4) of the total voting membership at a meeting duly called, where seven (7) days notice has been given to each voting member, for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

48. The members shall, at each annual meeting, appoint an auditor to audit the accounts of the corporation for report to the members at a meeting to be held in the first month of the following academic year. The auditor shall hold office until the next annual meeting provided that the directors may, by a two-thirds (2/3) majority vote of one-quarter (1/4) of the total voting membership, appoint a new auditor in the event that the office is vacated. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

49. 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

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

FINANCIAL POLICIES

51. All financial policies of the corporation shall be approved by the board of directors.

52. 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

53. 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.

Officers may prescribe such procedures, rules and regulations not inconsistent with these by-laws relating to the management and operation of their respective office 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

54. 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.