

IRSAM INC. BY-LAWS, RULES AND REGULATIONS OF THE CORPORATION

Most Recently Amended on February 20, 2020 by the IRSAM Board of Directors of 2020-2021[PENDING VERIFICATION]

Amended on April 4, 2017 by the IRSAM Membership of 2016-2017

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; IRSAM Membership and Consultant Status

- I. IRSAM Membership shall be limited to persons registered as McGill students or on exchange at McGill University
 - A. IRSAM members in all portfolios, shall be required to register with the organization for their membership.
 - B. Upon registration, they shall be required to demonstrate involvement in any ten of the IRSAM portfolios including:
 1. Member of the Board of Directors
 2. Member of the President Portfolio
 3. Member of the Internal Portfolio
 4. Member of the Finance Team
 5. Member of the IRSAM Youth Advisory Delegation (IYAD)
 6. Participant at an IYAD Event
 7. Member of the Delegations Team
 8. Staff Member at Secondary Schools' United Nations Symposium (SSUNS)
 9. Staff Member at McGill Model United Nations Assembly (McMUN)
 10. Member of Junior Peacemakers
 11. Member of Flux: International Relations Review (Flux)
 12. Member of the McGill International Review (MIR)
 - C. Involvement shall constitute attending an event in the portfolio or being a registered participant
 - D. IRSAM members with demonstrable involvement in IRSAM shall have full voting rights for all IRSAM elections.

- II. Consultant Status consists of any candidate outside of the McGill student body who will interact with IRSAM members outside a portfolio's leadership, when no McGill student can fill the role.
 - A. Consultants must uphold the IRSAM Code of Conduct and require approval of the Board of Directors. They will not have voting rights.
- III. Any member may withdraw from the corporation by delivering to the Vice-President Internal Operations with electronic or paper notice.
- IV. Annual membership is valid from September 1st through August 31st. Failure to renew membership in the corporation after this date shall render said membership expired.

HEAD OFFICE

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

BOARD OF DIRECTORS: STRUCTURE

4. The property and business of the corporation shall be managed by a board of ten (10) directors of whom seven (7) shall constitute a quorum.

- i. All directors must be registered students at McGill University.
- ii. All directors must be at least eighteen (18) years of age
- iii. All directors must be members of the corporation
- iv. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such.

5. Directors shall serve for a term of one (1) year upon being elected as officials by the membership of the corporation.

6. The office of director shall be vacated if;

- i. A Director has resigned from their position in an official letter (written/electronic) to either the Vice-President, Internal Operations or, the President & CEO
- ii. That person should be found by a court to be of unsound mind or dies.
- iii. By an impeachment process:
 - 1. Impeachment Process must be initiated by one of the two options:
 - i. The board can move to allow impeachment by a two-thirds ($\frac{2}{3}$) majority vote on the condition that the sitting Human Resources Officer deems the board member in violation of the IRSAM code of conduct

- ii. A Petition to impeach signed by 25 members of IRSAM and submitted to the board, initiating a vote by the membership. The voting decision by IRSAM memberships is binding.
 - 2. Once an impeachment process is started, a voting day shall be made between one (1) to two (2) weeks of the board's decision to impeach.
 - 3. If Two-thirds (2/3) of a quorum of members vote to impeach that director, they will be automatically removed from their position and membership in the corporation.
7. Provided a vacancy occurs the President will temporarily assume the role of the vacated position.
- i. Within two weeks the Board must move by two-thirds (2/3) vote to approve and announce a process to fill the vacancy within 2 weeks of the vacancy occurring.
 - ii. The process may be either,
 - i. An election.
 - ii. An application process
 - iii. Should the vacancy occur during university sanctioned break, the two-week period commences as soon as the break is over.

MEETINGS OF THE BOARD OF DIRECTORS

8. 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. Meetings may be conducted through virtual platforms or in person.
9. There shall be at least one meeting every two (2) weeks of the Board of Directors, excluding periods of university-sanctioned break.
- i. 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.
 - ii. 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.
10. 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 ten (10) directors consent to this meeting.
11. 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.

12. 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.

13. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by that person in the performance of their duties.

14. Directors shall receive the benefits and privileges enjoyed by all members and specific privileges enjoyed by member(s) of their portfolio, should they differ from general membership benefits.

15. The Board of Directors must adhere to a strict policy of confidentiality pertaining to specified sensitive discussions which occur in meetings, including but not limited to: hiring and firing decisions, equity complaints, and other topics deemed sensitive by the President. If a Director breaches this confidentiality, they shall be subject to removal as per the methods outlined in clause ten (10).

16. Any director may appoint, through a 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. All directors shall have the ability to enact this clause and such persons shall temporarily vote on behalf of the director

17. 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.

18. At no point can The President, the Vice-President, Internal Operations, and the Vice-President, Financial Affairs be in the executive of another portfolio.

19. Each Director shall be able to determine if their executive will be eligible to serve on the Board of Directors if an availability arises, except for the positions of The President, the Vice-President, Internal Operations, and the Vice- President, Financial Affairs.

- a. This decision shall be communicated to all executive members of their portfolio prior to their accepting of their position which includes their confirmation as a Board of Directors member and/or executive and initial training.

INDEMNITIES TO DIRECTORS AND OTHERS

20. 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.

BOARD OF DIRECTORS SPECIFICATIONS

20. The corporation's various portfolios will be run by Directors

21. Directors will attend board meetings and act as heads of their respective portfolios

22. Only Directors are allowed to vote on Corporate matters

23. The Directors of the corporation are:

- a. President – Chief Executive Officer;
- b. Vice-President, Financial Affairs – Chief Financial Officer;
- c. Vice-President, Internal Operations;
- d. Vice-President, External Operations;
- e. Vice-President, Delegation Affairs – Head Delegate;
- f. Secretary-General, McGill Model United Nations;
- g. Secretary-General, Secondary Schools' United Nations Symposium.
- h. Vice-President, Flux: International Relations Review
- i. Vice-President, MIR
- j. Vice-President, Junior Peacemakers

24. Directors shall appoint officers under each portfolio to manage the day to day operations of the portfolio. All officers require approval from the board of directors following an application process.

25. The Officers of the corporation are:

- a. Executive team, Internal
- b. Executive team, Finance
- c. Executive team, IYAD
- d. Team Council, Delegation Affairs
- e. Secretariat, McMUN
- f. Secretariat, SSUNS
- g. Executive Board, MIR
- h. Executive Board, FLUX
- i. Executive team, JRP

24.No two offices may be held by the same person. Directors and officers shall express the intent of remaining at the university for the full duration of their term.

25.The President, and seven Vice-Presidents shall be elected at a general meeting of members to be held no later than April 30th.

27. The Secretary-General of theMcGill Model United Nations Assembly (McMUN) 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.

28. The Secretary-General of theSecondary School United Nations Symposium (SSUNS) 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.

29. The Directors of the corporation shall hold office for one (1) year according to the following schedule:

- a. President and seven 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. Directors 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.

30. The Board of Directors shall be responsible for the hiring of a Human Relations (HR) Officer of IRSAM before September 31st of each year:

- i. This officer shall manage any equity complaints, in addition to performing other duties relating to Human Relations as directed by the Board of Directors.
- ii. This position shall be based on an agreed upon time commitment per week and entitled to financial compensation based on this commitment, which shall be determined by the Board of Directors prior to hiring and shall be allotted in the IRSAM budget.
 1. Members of the Board of Directors shall not be able to exceed said hours without the HR Officer receiving further compensation for their time.
- iii. This officer is not required to be a McGill student.
- iv. This officer shall be able to serve in this position for a minimum of 1 term, with each term being the duration of an academic year.

DUTIES OF DIRECTORS

30. Directors 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.

31. 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, a directors who shall temporarily execute the duties of the President, in the event that the President is unable to fulfil their duties due to reasons beyond their control, until such time as the President can resume their duties, or a by-election can be held to permanently fill the vacancy.

32. 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 manage all promotions and sponsorships, and 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.

33. 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. They shall be custodian of the seal of the corporation, which shall be kept in a secure location controlled by the corporation. They 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 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.

34. 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 be responsible for organizing all trips to externally sanctioned conferences and coordinating the IRSAM Youth Advisory Delegation (IYAD). That person shall also perform such other duties as may from time to time be directed by the Board of Directors.

35. The Vice-President, Delegation Affairs – Head Delegate is the head of the McGill University Delegation Team and responsible in overseeing all matters related to the team, their performance, along with relations with other conferences and teams on the intercollegiate circuit. The responsibilities of the Head Delegate include but are not limited to: Promotional Activities, Financial Budgeting, Training and Simulation (Including IRSIM, an annual in-house simulation to be held as a try-out for the team), All logistical planning relating to conference trips, Contact with other conferences, Contact and relations with other teams on the circuit, and any other aspects deemed necessary for the success and continuity of the team.

36. 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.

37. 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.

38. The Vice-President, Flux shall be responsible for the liaison between Flux and the IRSAM Board of Directors. They will be in charge of presenting to IRSAM the following: composition of Executive Board after recruitment and Flux budget. They shall advocate for the interests of Flux at the IRSAM Board of Directors while also optimizing potential collaboration between Flux and other portfolios. They shall entrust the day-to-day management of the publication to Flux's Editor-in-Chief.

39. The Vice-President, MIR shall be responsible for the liaison between the MIR and the IRSAM Board of Directors. They will be in charge of presenting to IRSAM the following: composition of Executive Board after recruitment and MIR budget. They shall advocate for the interests of the MIR at the IRSAM Board of Directors while also optimizing potential collaboration between the MIR and other portfolios. They shall entrust the day-to-day management of the publication to the MIR's Executive Board.

40. The Vice-President, Junior Peacemakers shall act as the primary liaison between the executive of Junior Peacemakers and the Board of Directors. They shall coordinate all Junior Peacemakers activities, ensuring the harmony between the Change team and the Program team. That person shall also perform other duties as from time to time be directed by the Board of Directors.

41. 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 required of them.

EXECUTION OF DOCUMENTS

42. 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 a director 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

43. 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.

44. Five (5) 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.

45. 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

46. The minutes of the Board of Directors shall be made available to the general membership of the corporation through the Listerve within fourteen (14) days of the meeting held therewith.

47. 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

48. 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.

49. 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

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

COMMITTEES

51. 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

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

53. It is the duty of the outgoing directors to ensure the ingoing director has proper access to all the books and records to ensure optimal continuity

NON-CASH ASSETS

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

FINANCIAL POLICIES

55. All financial policies of the corporation shall be approved by the Board of Directors.

56. 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

57. 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 to uphold the spirit of the rules and regulations. 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.

Rules and Regulations

1. Election Procedures

1.1. The President shall act as the Chief Returning Officer (hereinafter "CRO") for elections of all Directors of the corporation. As CRO, the President shall not have the right to vote during said elections.

1.2 If the President is a candidate in an election, the Board of Directors shall select another Director who is not a candidate in the election to serve as the CRO.

1.2. The CRO must call an election before April 1st for the purpose of electing the President and Vice-Presidents for the following term. When the CRO calls an election, the CRO must announce to the membership that the campaigning period will commence shortly and provide explicit instructions on the rules and requirements for potential candidates. The CRO must call an election no more than three (3) weeks following the end of the Secondary Schools' United Nations Symposium and McMUN, respectively, for the purpose of electing the Secretaries-General for their terms.

1.3. Only voting members of the corporation, as per Article 2 of the by-laws of the corporation, may submit their self-nomination forms for candidacy in the elections for the Board of Directors. Candidates may be nominated for a maximum of one (1) office in any given election. Voting members of the corporation must be registered before the beginning of the nomination period.

1.4. Election self-nomination forms are due on a date and time designated by the CRO. In the case that no nomination forms are received by this deadline, such deadline may, at the discretion of the CRO, be extended to a date made public via email and social media to IRSAM members and on the Facebook page.

1.5. All self-nomination forms must bear the signatures of five (5) members of the corporation per Article 2 of the by-laws. These may not include members of the Board of Directors.-At this time, candidates may appoint one (1) scrutineer in writing and submit a campaign platform to be submitted in the Corporation's newsletter.

1.6. The CRO shall designate the beginning of the campaign period. At the beginning of the campaign period, CRO shall create a designated Facebook event and they are required to invite each registered IRSAM number to the event via Facebook and/or email and post links to all nominee platforms.

1.6.1. Individuals may use this Facebook event to pose questions for any nominee. Each question will be moderated by the CRO, which can be answered in comment threads.

1.6.2. All campaigning shall be conducted through one-on-one communication. Mass outreach including but not limited to: group messaging and mass communications to social media groups with several IRSAM members is prohibited. Campaigning shall be conducted verbally (including telephone), via email, and individual messaging platforms.

1.6.3. Candidates shall have equal access to IRSAM resources; the list of members' contact information will be given to candidates by the CRO at the beginning of the election period.

1.6.4. Any information disseminated via email or through the Facebook event must be approved by the CRO.

1.6.5. Information intended for dissemination via email or through the Facebook event may only be rejected by the CRO on the grounds that it includes untrue and/or discriminatory statements.

1.6.6. In the event information intended for dissemination via email or through the Facebook event is rejected by the CRO, the CRO must send the Candidate a rationale for their decision.

1.7. Emails to IRSAM members must be sent using BCC.

1.8. Campaigning shall not be permitted before the opening of the campaign period or after the campaign period closes.

1.9. No physical campaign materials are permitted.

1.10. A candidate found to be in violation of the campaign guidelines shall be issued a first warning by the CRO and at the discretion of the CRO, may be penalized by a censure. If a candidate is penalized by a censure, the notice of censure will be made public by the CRO. A second violation of these campaign guidelines shall lead to disqualification from the election.

1.11. Sitting members of the IRSAM Board of Directors may not campaign on behalf of another candidate. Should a current member of the Board of Directors be reported for campaigning for a candidate, the CRO shall issue an immediate cease-and-desist to the Director, or any other sanctions as determined by the Human Resources Officer.

1.12. On a deadline designated by the CRO as the start of the campaign period, candidates shall send a four minutes recorded speech that address the members of the corporation. Electoral speeches shall be posted to the Facebook event. If in person speeches take place it is the responsibility of the CRO to ensure that they are filmed and uploaded to the Facebook Page. In the event of in-person speeches, the CRO is required to notify candidates and membership one week in advance.

1.13. The CRO will make an anonymous question form available for members to ask candidate's questions. Members can submit questions through the anonymous form for candidates before the speeches at a designated time determined by the CRO. Answers to questions online are capped at 250 words or ninety (90) seconds in person.

1.14. The campaign period shall extend from the public announcement of candidates up to and including the evening prior to elections.

1.15. Voting shall occur four (4) to ten (10) days after the start of the campaign period. Should a period of University sanctioned break occur during the campaign period, voting shall occur immediately after the end of the University break. Voting members of the corporation, as per Article 2, shall be permitted to vote during the course of the academic day, at a place to be designated and publicized by the corporation, or on an online platform moderated and maintained by the CRO.

1.16. Voting shall proceed online. Members must provide a valid McGill email address to vote.

1.17. Quorum will be one-fifth (1/5) of the voting membership of the corporation.

1.17.1. A candidate must receive a majority (fifty percent [50%] plus one [1]) of all decisive ballots to be declared the winner. Abstentions will constitute a quorum.

1.17.2. In the event that no candidate receives a majority, the two (2) candidates who received the largest number of votes shall proceed to a runoff election. Each candidate shall be allotted two (2) minutes in which to address the corporation membership. Ballots cast must minimally equal ten percent (10%) of the voting membership for a runoff election to be considered valid. A candidate must receive a majority of (fifty percent [50%] plus one [1]) decisive ballots.

1.17.3. Numerical results of all rounds of voting shall be made public following closure of the voting period.

1.17.4. Should quorum not be met on the scheduled election date, the vote shall be rescheduled no more than one week after the original voting day. The nomination procedure and speeches

shall not be repeated. The campaign period shall be reopened from the time the first vote is closed until the next voting day opens.

2. Membership Qualification

2.1. All persons wishing to become a member of IRSAM, as defined by Article 2 of the By-Laws of IRSAM, shall be required to fill out the membership form as determined by the sitting Vice-President, Internal Operations.

3. Delegation Affairs Policy

3.1. Determination of the number of attendees: The Vice President, Delegation Affairs shall determine the number of IRSAM members that will be sponsored to attend a sanctioned event on grounds of interest, feasibility, and finance. The Board of Directors may, by two-thirds (2/3) majority, modify and/or overrule such decisions by the Vice President, Delegation Affairs. This number may be modified until the date of the event, pending approval of the Board of Directors.

3.2. Eligibility for participation: All members of IRSAM (as specified in the By-Laws of the Corporation) shall be considered eligible for participation in an event.

3.3. Selection of participants: The Vice-President, Delegation Affairs, and their Team Council, shall select from among the eligible members an appropriate list of members to attend the event, with a size not to exceed that specified in section.

3.3.1. Any member of the corporation may appeal in writing such decisions to the Board of Directors.

3.3.2. Criteria for the selection of participants: The Vice President, Delegation affairs shall select the appropriate number of nominees to attend the event according to the following criteria, in order of decreasing importance: availability; willingness to prepare and participate; attendance of IRSAM meetings and functions; participation in other IRSAM sanctioned and/or sponsored events; experience level; or skill level.

3.3.3. Reservation: The Board of Directors shall reserve the right to reject the selection of any participant in an event proposed by the Vice President, Delegation Affairs (or those selected by a panel as specified in section 4.1.4.2), by two-thirds (2/3) majority.

3.4. Reporting Officers

3.4.1. Selection of a reporting officer: For each IRSAM sanctioned and/or sponsored event, a reporting officer shall be selected from eligible members of the Delegation Team. Members deemed eligible to serve as a reporting officer shall be those who have been a member of the Delegation Team for more than one academic year. The reporting officer shall be selected by the Vice President, Delegation Affairs on the basis of willingness to serve the defined

responsibilities, experience, and ability. In the case of a conference or other applicable event, this reporting officer shall be designated as "co-head delegate" and shall assist the designated member of Team Council also attending the event.

3.4.2. Duties of the reporting officer: The nominee selected to be the reporting officer shall read a policy describing the duties and responsibilities of said position, and apply their signature before being designated the reporting officer. These responsibilities include, but are not limited to: communication between members of the corporation and event organisers; supervision of attendance to the event by members of the corporation; relaying comments, suggestions, and complaints regarding the event to the event organisers; attending all such gatherings and meetings designated for reporting officers; and the merits and demerits of all members of the corporation attending the event.

3.4.3. Reservations: The Board of Directors reserves the right to revoke the status of reporting officer at any point in time, by two-thirds (2/3) majority.

3.5. Amendments: Any amendments or addenda to this policy passed by a two-thirds (2/3) majority of the Board of Directors shall have immediate effect and shall take precedence over any conflicting section.

3.7. The Executive Council, 'Team Council', of the Delegations Portfolio must attend formal equity training administered through McGill University before the first conference the Delegation Team attends in the Fall semester. Any member of Team Council, including the Vice-President Delegation Affairs & Head- Delegate, who has not attended an equity training by the first Fall conference will be suspended from their position until they have completed the formal training.

3.8. The Delegations Portfolio maintains a zero-tolerance policy with regards to harassment and bullying. Thus, by a two-thirds (2/3) majority vote, the Team Council reserves the right to immediately terminate Team Membership with evidence of any form of harassment or bullying taking place in or outside of the IRSAM context.

3.9. All members of the McGill Delegation Team are required to adhere to the Delegation Team Contract and are subject to its rights and duties:

4. Sponsorship of an Event by the Corporation

4.1. Application of sponsorship: When the attendance of and/or travel to an event involves a predetermined cost, it may, as determined by this regulation, be the joint responsibility of the corporation and of the individual member of the corporation to cover such costs. Hereafter "total cost" shall refer to the all costs incurred by members as a direct result of attending and traveling to the event, including but not limited to: transportation (from a transportation hub convenient to the attendees and designated by the Vice-President), lodging, and participation fees. Food, entertainment, and costs not explicitly related to the event will expressly not be covered or subsidized by the corporation. "Costs" shall further expressly exclude any

expenditures or costs relating to immigration or medical formalities, including but not limited to passport application fees, visa fees, and immunization fees.

4.2. Individual arrangements: In the event that a member of the corporation wishes to make their own arrangements for travel to the event, the Vice President must be duly notified of such intent immediately upon the member's receipt of an invitation to take part in the event. When approved by the Vice President, such an individual may receive a cost reduction. This reduction shall be at the discretion of the Vice President.

4.3. Financial Assistance: In the event that a member of the corporation is unable to finance the remainder of the funds they owe to the corporation following sponsorship, it is the responsibility of the Vice-President to assist the member with finding external sponsorship and support. Payments can also be deferred or set on a payment plan with a $\frac{2}{3}$ majority vote by the Board of Directors.

4.4. Receipts: The receiver of funds on behalf of the corporation shall grant a signed receipt of payment to the payee at any remittance of fees.

5. Confidentiality & Information Use Policy

5.1. Information subject to policy: Information about prospective and actual conference participants, volunteers, customers, subscribers, agents or readers, which is intended to further the aims of IRSAM, Inc. or any of its subsidiary bodies. Such information includes but is not limited to names and contact details;

5.1.1. Applications received for positions within IRSAM, Inc. or within one of the corporation's subsidiary bodies;

5.1.2. Corporate financial documents;

5.1.3 Other corporate documents deemed by a two-thirds majority (2/3) of the Board of Directors to be of a confidential nature.

5.2. Security of Collected Information: All IRSAM, Inc. portfolios which collect personal information or manage such information shall take all reasonable efforts to ensure such information is stored in a secure location so as to minimize unauthorized access.

5.3. Applications for IRSAM Positions

5.3.1. All applications for membership or to act as officers or other agents of the corporation (including applications to participate in IRSAM-sponsored trips) are the property of IRSAM, Inc. and may not be released to any third party outside the corporation, unless compelled to do so by law;

5.3.2. At the discretion of the portfolio, such applications may be kept on file for future reference;

5.3.3. Information contained in applications may be shared among directors of IRSAM, Inc., or their appointed agents, only if there is a compelling reason to believe such sharing is in the interest of the applicant.

5.4. Release of Collected Personal Information

5.4.1. All names, telecommunications and electronic contact information, mailing addresses, lists and databases that contain personal information therein, generated or maintained by IRSAM, Inc. or and of its agents for use by the corporation, remain the exclusive property of IRSAM, Inc. and may not be rented, released, distributed, solicited, donated, sold, transmitted or have ownership rights transferred by any other means to any party outside of the corporation without the explicit consent of the IRSAM, Inc. Board of Directors.

5.5. Release of Corporate Information

5.5.1. Financial records or other confidential corporate documents, including but not limited to budgetary information, general ledgers, and receipts are the exclusive property of IRSAM, Inc. and may not be rented, released, distributed, solicited, donated, sold or otherwise transmitted or have ownership rights transferred by any other means to any party outside of the corporation, excepting parties acting as financial agents of IRSAM, Inc., governmental, and legal authorities, without the explicit consent of the IRSAM, Inc. Board of Directors.

5.6. Violation of Confidentiality Policy

5.6.1. Any member, director, or other agent of the corporation considered in violation of this regulation by a two-thirds (2/3) majority of the Board of Directors may be held liable for any loss or damages incurred by IRSAM, Inc.

5.7. Confidentiality Policy Statement

5.7.1. All IRSAM, Inc. subsidiaries which actively collect and/or manage personal information about members, agents, and customers, shall make reasonable efforts to ensure interested parties are aware of the corporation's confidentiality policy by including the corporation's uniform confidentiality policy statement on their website(s) or by referencing the existence of a confidentiality policy when personal information is collected (such as membership forms, subscription order forms, applications for IRSAM, Inc. sponsored events, etc.).

5.7.2. Uniform confidentiality policy statement: The [PORTFOLIO NAME] and its parent organization, the International Relations Students' Association of McGill (IRSAM, Inc.), respect your right to privacy. IRSAM, Inc. does not rent, sell, or otherwise transfer personally-identifiable information to any third party, unless compelled to do so by law. All such information remains the property of IRSAM, Inc. for its exclusive use. If you have further questions regarding our

privacy policy, please contact: International Relations Students' Association of McGill (IRSAM, Inc.) 3480 rue McTavish, Montreal, QC, H3A 1X9 Canada

6. Driving agents of the corporation

6.1. For the purposes outlined elsewhere, when IRSAM, Inc. requires the use of a driver, the board of directors shall designate IRSAM Inc members as agents of the corporation to drive IRSAM, Inc vehicles. These agents shall be referred to as Driving Agents or DAs.

6.2. DAs are required to assist in the rental of IRSAM, Inc rented vehicles, to provide a valid driver's license, and to be over the age of eighteen (18). Should the vehicles be rented from a company requiring all drivers to be over the age of twenty-one (21) the DAs are required to be over the age of twenty-one (21).

6.3. DAs are required to operate IRSAM, Inc vehicles responsibly and safely as per the rules and regulations stipulated by their license and/or the driving and safety codes of the jurisdictions in which they will be operating the vehicles.

6.4. In the result of an accident, IRSAM, Inc shall recover the appropriate costs. If the DA is found to have been in gross negligence, the cost shall be partially or fully incurred by the DA upon approval of the board of directors.

6.5. If the DA should be charged with a speeding ticket or other traffic violation, the ticket shall be remitted, in full, by the DA.

6.6. If the DA should be charged with a parking infraction, the ticket may be partially or fully refunded upon approval by the board of directors.

6.7. The DA may be made responsible for IRSAM petty cash assets. In this event, the DA shall be required to provide receipts for all purchases, tolls, and/or rentals, and be required to remit any difference for money not accounted for.

6.8. It shall be the responsibility of the President, the VP Finance, and the VP Delegation Affairs to secure rental contracts with appropriate agencies on behalf of IRSAM, Inc.

7. Code of Conduct

7.1. Every individual is equal before and under the law and has the right to the equal protection and equal benefit of the law without discrimination and, in particular, without discrimination based on race, national or ethnic origin, colour, sexual orientation, religion, sex, age or mental or physical disability. The IRSAM Inc. is committed to providing an environment that is free of harassment and that promotes personal dignity and fair treatment of all people. Harassment is considered a serious offence that is harmful to the individual affected in any IRSAM context. All members of IRSAM share responsibility for promoting and maintaining an environment free of harassment, but a particular onus is placed upon those in positions of authority as well as the community and harassment will not be tolerated at any IRSAM-sponsored event. All members

must be aware of what constitutes harassment and of what IRSAM's policies are for addressing harassment complaints.

7.2. The Code of Conduct shall apply to all IRSAM members.

7.2.1. All portfolios will have addendums to the Code of Conduct to detail hiring and/or firing policies.

8. Organizational structure of the Publications

8.1. The McGill International Review (Online), hereafter referred to as the MIR, shall be under the direction of the Editor-in-Chief and the Managing Editor, appointed officers. They will be represented at the Board of Directors of IRSAM Inc. by the VP MIR. The Editor-in-Chief and the Managing Editor oversee both MIR Online's day-to-day operation and organizational outlook. Responsibilities include team coordination, publishing, campus engagement, public outreach initiatives, management of social media outlets, website design and maintenance, drafting MIR Online's financial budget, verifying all editorial work, reading and responding to all staff applications, conducting interviews, organization of social events, production of long-form media projects, and coordination of regular meetings with editorial teams.

8.1.1. In March of each year, the Editor-in-Chief and Managing Editor will be chosen through a rigorous application process including a mandatory interview. The VP MIR and the outgoing Executive Board will participate in the selection of the incoming Editor-in-Chief and Managing Editor.

8.1.2. In May, the incoming Editor-in-Chief and Managing Editor shall complete the recruitment of the Executive Board for the following year by appointing Senior Editors, a Creative Media Director and any new Executive position deemed necessary through a rigorous application process, including a mandatory interview. In making their decision, the incoming Editor-in-Chief and Managing Editor may consult directly with the outgoing Editor-in-Chief and Managing Editor, as deemed necessary and appropriate.

8.1.3. Senior Editors assist with the daily operation and effective management of MIR Online, creating a further sense of cohesion within such a large publication.

8.1.4. Senior Editors may also be tasked with the leadership of certain specialized initiatives, e.g. ad-hoc elections coverage, organization and planning of social nights, etc.

8.1.5. The Creative Media Director coordinates all media projects throughout the year..

8.1.6.. The Creative Media Director shall build their team through an application process held over the summer and September.

8.1.7. Once the recruitment of the Executive Board is completed, the VP MIR will present it to the IRSAM Board of Directors for approval. The members of the Executive Board will thereby become Officers.

8.1.8. In May, the incoming Executive Board shall fill their summer editorial board through a rigorous application process, including a mandatory interview. In September and January, this board will be expanded to accommodate the start of MIR's fall and winter publishing cycles.

8.2. Organizational structure of Flux: International Relations Review

8.2.1 Flux: International Relations Review, hereafter referred to as Flux, shall be under the direction of the Editor-in-Chief, an appointed officer. Flux shall be represented by the Vice-President, Flux at the Board of Directors. Responsibilities include team coordination, campus engagement, public outreach initiatives, management of social media outlets, drafting Flux's financial budget, reading and responding to job applications, conducting interviews, organization of social events, organizing the editorial and peer review process and choosing the published articles.

8.2.2. The Editor-in-Chief and all members of the editorial board of Flux must be IRSAM members

9. Selection of VP MIR and VP Flux

9.1. Scope: This regulation shall apply to the annual selection of the Editor-in-Chief of the McGill International Review (Online).

9.1.1. The VP MIR shall be responsible for the liaison between the MIR and the IRSAM Board of Directors. They will be in charge of presenting to IRSAM the following: composition of Executive Board after recruitment and MIR budget. They shall advocate for the interests of the MIR at the IRSAM Board of Directors while also optimizing potential collaboration between the MIR and other portfolios. They shall entrust the day-to-day management of the publication to the MIR's Executive Board.

9.2. The VP MIR shall be elected no later than April 30th. The election process will follow the timeline of the other IRSAM portfolios' elections and shall be advertised through all reasonable forms of IRASM media.

9.2.1. Prior experience with the MIR is required to run for this position. Experience is understood as being part of the staff in any form for at least one semester.

9.2.2. Members of the Executive Board, including the Managing Editor and Editor-in-Chief may run for the position of VP MIR, but will lose their title of Officer.

9.3. Scope: This regulation shall apply to the annual selection of the VP Flux

9.3.1. Prior experience with FLUX is required to run for this position. Experience is understood as being part of the staff in any form for at least one semester.

9.3.2. Members of the Executive Board may run for the position of VP Flux, but will lose their title of Officer.

10. Financial Procedures

10.1. This Financial Procedures Regulation will be the effective regulation for:

10.1.1. All financial activities of the International Relations Students' Association of McGill, Inc. (hereinafter 'IRSAM');

10.1.2. The Vice-President, Finance (hereinafter 'Vice-President Finance') will make updated copies of this Financial Procedures Regulation available to any member upon request.

10.1.3. This Financial Procedures Regulation is subject to the Constitution and by-laws of IRSAM.

10.1.4. All subsidies for IRSAM sponsored events, including delegation team and ECOSOC trips shall not exceed a two-thirds (2/3) subsidy by the organization.

10.2. Budgets

10.2.1. The Board of Directors will approve the Budget for the fiscal year by its first meeting in November.

10.2.2. In late September of each year, the Vice-President Finance shall review the figures for all budget categories. They shall then present his recommendations for the Budget to the Board of Directors. When it is satisfied with the Budget, the Board of Directors shall approve the Budget. It is the responsibility of the Vice-President Finance to have a Budget prepared for the first meeting of the Board of Directors in November.

10.2.3. Directors shall submit their yearly budgets to the Vice-President Finance no later than two (2) weeks prior to the first meeting of the Board of Directors in November of each year for consideration in the Budget.

10.2.4. Yearly budgets shall be prepared as detailed by the Vice-President Finance on a yearly basis.

10.3. Financial Responsibility

10.3.1. Approved Signatures. All checks, drafts, and other orders for the payment of money shall be signed by the President and Vice-President Finance. This authorization may not be delegated, transferred or placed upon any other individual without the express consent of the Board of Directors.

10.4.1. The Chief Financial Officer of IRSAM is the Vice-President Finance. The Vice-President Finance is responsible for:

10.4.2. Ensuring that all revenues and expenditures are generally in keeping with the wishes of the Board of Directors;

10.4.3. Ensuring that the corporation's financial activities follow this Financial Procedure Regulation;

10.3.4. Ensuring the Financial Procedures Regulation is updated on a regular basis; and

10.3.5. Keeping the Board of Directors apprised of the corporation's ongoing financial status.

10.4. Reimbursements

10.4.1. All requests for reimbursement must be submitted on the form provided by the Vice-President Finance with the proper documentation, as specified by the Vice-President Finance, before the closure of the budget (completion of the actuals) of the Director in question.

10.4.2. The Vice-President Finance shall determine the date by which the actuals for each Director's budget are to be completed.

10.4.3. The Vice-President Finance shall issue reimbursements no more than two (2) weeks following the receipt by the Vice-President Finance of a reimbursement form accompanied by the proper documentation.

11. External Sponsorships and Donations

11.1. For the purpose of this regulation, an IRSAM project shall be defined as any project undertaken under the direction and authority of the IRSAM Executive Board, and for which all assets (intellectual and otherwise) remain sole property of IRSAM, Inc. Any project that does not conform to the above definition shall be defined as a non-IRSAM project.

11.2. This policy is the accepted policy of IRSAM for selection of new non-IRSAM projects to be sponsored within the External Affairs portfolio, or to receive donations from IRSAM through the External Affairs portfolio. It shall apply and have precedence over any such conflicting or preceding policies in all cases. However, a two-thirds (2/3) majority of the Board of Directors may overrule such policy in outstanding or abnormal circumstances, if and only if an ad-hoc replacement policy is concurrently enacted.

11.3. Decision to Make Funds Available: The decision to make funds available within the External Affairs portfolio to sponsor a new non-IRSAM project, or for donation to non-IRSAM projects, requires the approval of a two-thirds (2/3) majority of the Board of Directors, and may be taken only following a thorough review of the previous year's Actuals and the Corporation's overall financial situation. Such a decision must also specify the amount of funds to be made

available for the entire year. Such a decision does not entail a commitment to use the funds allocated for these purposes, and places the Board of Directors under no obligation to accept any proposals for either sponsorship or donations.

11.4. Sponsorship versus Donations

11.4.1. The decision to make funds available to sponsor a non-IRSAM project entails the allocation of a specific amount of money, within the External Budget, to be awarded to whichever project proposal(s) is chosen as the outcome of the selection process outlined in this regulation.

11.4.2. The decision to make funds available for donation to non-IRSAM projects entails the allocation of a specific amount of money, within the External Budget, to be awarded over the course of the year to projects requiring smaller and more time-sensitive financial support.

11.5. Sponsorship Eligibility

11.5.1. Potential projects will be deemed eligible for IRSAM sponsorship based on their satisfaction of the following criteria:

11.5.2. Participation/leadership of McGill students;

11.5.3. Relevance to the goals of IRSAM, as described in the official Mission Statement; Benefit to the local and/or global community within which IRSAM operates;

11.5.4. Benefit to IRSAM members.

11.5.5. In addition, special consideration will be given to projects requesting sponsorship within their start-up phase, as well as projects that show promise of moving beyond financial reliance on IRSAM and becoming self-sustaining after the initial year of sponsorship.

11.6. Donation Eligibility: Potential projects will be deemed eligible for receipt of IRSAM donations based on their satisfaction of the following criteria:

11.6.1. Relevance to the goals of IRSAM, as described in the official Mission Statement;

11.6.2. Benefit to the local and/or global community within which IRSAM operates;

11.6.3. Urgent and immediate need for funding

11.7. Sponsorship Application Process

11.7.1. Sponsorship proposals are to be submitted to the Vice President, External Affairs in a time frame made public by them. Such calls for nomination will be made public to the IRSAM membership through all reasonable IRSAM media. It is the responsibility of applicants for sponsorship to make all relevant information available to the Vice-President, External Affairs, insofar as it relates to the selection criteria.

11.7.2. Sponsorship proposals must consist of a detailed project description, in which it is described how the project satisfies each of the above selection criteria, and of a projected budget.

11.8. Donation Application Process

11.8.1. Projects wishing to receive donations of IRSAM funds must submit a request to the Vice President, External Affairs, or present such a request at a meeting of the Board of Directors. Such a request may be submitted at any time throughout the year after funds have been made available for donations. It is the responsibility of applicants for donations to make all relevant information available to the Vice-President, External Affairs, insofar as it relates to the selection criteria.

11.8.2. Requests for donations must consist of a detailed project description, in which it is described how the project satisfies each of the above selection criteria, of a projected budget, and of a specification of the amount of funds requested.

11.9. Sponsorship Project Selection

11.9.1. In order to select among sponsorship proposals, a committee of the Board of Directors must be formed containing the President, the Vice President, External Affairs, the Vice President, Finance, and three (3) atlarge IRSAM members, not including any members involved in one of the projects applying for sponsorship. Should the President, Vice President, Finance, or the Vice President, External Affairs be involved in one of the projects applying for sponsorship, he shall not serve on the committee. Upon such a vacancy, the board of directors shall appoint another officer to serve on the committee. A decision to sponsor a project made by this committee must be unanimous, and is subject to overrule by a two-thirds (2/3) majority vote of the Board of Directors.

11.10. Donation Project Selection

11.10.1. Following the review of a project's request for donation, the Board of Directors may choose to donate the requested amount of funds so long as there remain sufficient funds allocated for this purpose. Such a decision requires a two-thirds (2/3) majority vote of the Board of Directors.

12. Meeting of the Board of Directors

12.1. The objective of this policy is to clarify IRSAM policy in regards to the running of the meetings of the board of directors discussed in By-Law 11.

12.2. The format of IRSAM board meetings, defined in By-Law 11, shall be determined in full by the President but may be overruled by a two-thirds (2/3) majority of the Board of Directors.

12.3. Any member of IRSAM may be present at a meeting of the board of directors and shall be given full ability to present information and opinions at such meetings. If attendance and/or participation of a non-director inhibits the execution of such meetings, however, the president shall reserve the right to revoke such attendance and/or participation.

13. Receipt of Sponsorship and Fundraising Funds

13.1. The objective of this policy is to clarify IRSAM policy in regards to the receipt of sponsorship and fundraising funds.

13.2.1. Tagged money shall defined as funds received that are dedicated to a particular purpose, not a project.

13.2.2. Gifts in kind shall be defined as non-monetary gifts such as physical gifts and gift certificates.

13.2.3. General sponsorship revenue shall be defined as all funds received through sponsorship or fundraising not falling under either of the aforementioned definitions.

13.2.4. General IRSAM revenue shall be defined as funds not received through sponsorship or fundraising, as in generally expected revenue.

13.3. IRSAM policy

13.3.1. Tagged money must be used for the purpose allotted to it. If additional money remains at the end of the term of the project it was allotted for (which may be defined as the end of the term of the overseeing executive board member) said money becomes general IRSAM revenue.

13.3.2. Gifts in kind are to be used for an IRSAM purpose under the control of the portfolio to which they were donated. If not used by the end of the term of the project it was allotted for (which may be defined as the end of the term of the overseeing executive board member) said gifts in kind become general IRSAM property.

13.3.3. General sponsorship revenue shall stay within the portfolio to which it was donated or in which it was raised for the duration of the project it was allotted for (which may be defined as the duration of the term of the overseeing executive board member). At the end of said duration, if not spent, the funds revert to general IRSAM revenue. All expenditure of such funds, however, is subject to approval by the board of directors. Said approval shall take into consideration the financial condition of that portfolio.

13.3.4. All funds donated to “IRSAM” shall be considered donated to the presidential portfolio

