



By-Laws of the McGill Alumni Association

Revised and approved by the Board of Directors on June 5, 2025 and confirmed at the Annual General Meeting of members of the Association on September 15, 2025.

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Act of Incorporation

Act of Incorporation

43-44 Vict., CAP. LXIV.

[Assented to 24th July, 1880]

An Act to incorporate "The Graduates' Society of McGill University."

WHEREAS there have, at divers times heretofore, existed in the city of Montreal, an association or associations of the graduates of McGill University, and whereas there exists at the present time, such an association bearing the name of : "The Graduates' Society of McGill University," and having for their object to afford the members thereof the means by united efforts, to more effectually promote the interests of the University, and to bind the graduates more closely to one another and to the University, and whereas the persons hereinafter named, members of the said society, have prayed that it should be incorporated, and whereas it is expedient to grant their petition ; Therefore, Her Majesty, by and with the advice and consent of the Legislature of Quebec, enacts as follows :

- 1. John Redpath Dougall, M.A., Robert Anstruther Ramsay, M.A., B.C.L., William Osler, M.D., William Busby Lambe, B.C.L., Levi Ruggles Church, M.D., Browne Chamberlain, D.C.L., William Warren Lynch, B.C.L., Frederick W. Kelly, B.A., John J. Maclaren, B.A., B.C.L., George Ross, M.A., M.D., Elson Irvine Rexford, B.A., C. J. Fleet, B.A., B.C.L., Alexander D. Blackader, B.A., M.D., A. Dunbar Taylor, B.A., B.C.L., Henry Herbert Lyman, M.A., Clement McLeod, M.A., and such other persons, as are now or shall hereafter become members of the said society, and their successors, shall be and they are hereby constituted a body politic and corporate under the name of : "The Graduates' Society of McGill University," with power to purchase, receive, acquire, hold and enjoy property, both real and personal, for the use of the said corporation and to sell, alienate, mortgage, lease, or otherwise dispose of the same ; Provided always that any real estate, which the said corporation may acquire, beyond such as may be required for the use and occupation of the said corporation, shall be disposed of, within five years from the date of its acquisition.*
- 2. The affairs and business of the corporation shall be managed by such officers and committees, and under such restrictions as to their duties and powers as, by the by-laws in that behalf, the corporation may, from time to time, ordain.*
- 3. The corporation may make such by-laws, not contrary to law or the provisions of this act, as they shall deem expedient for the administration and government of the corporation, and may repeal or annul the same, from time to time, observing always, however, such formalities as by such by-laws may be lawfully prescribed to that end, and generally shall have all the corporate powers necessary to the ends of this act.*
- 4. The by-laws, constitution and regulations of the said society, not being contrary to law or to the provisions of this act, shall be the by-laws of the corporation hereby constituted, until they shall be repealed or altered, as aforesaid ; and, until others shall be elected, according to the by-laws of the corporation, the present officers of the society shall be those of the corporation ; and the said corporation is hereby vested with all the assets and rights, and*



made responsible for all obligations and liabilities of the said society.

5. *All subscriptions, heretofore made to the said society, shall be payable to the said corporation, and are hereby declared to be as binding upon the subscribers as if this act had been previously passed.*

Note: The Act of Incorporation was adopted in French and in English in 1880 by the legislature of the Province of Quebec, and is reproduced above exactly as it appears in the Quebec Statutes of 1880.

Article I – Name

The body known as the Graduates' Society of McGill University duly incorporated on the 24th of July, 1880 shall carry on its activities under the name of the McGill Alumni Association (hereinafter called "the Association").

Article II – Mission

The mission of the Association is to support alumni in maintaining their ties to the University and with one another, and to deepen their commitment to support and advance the University, as an apolitical, nonprofit organization devoted to benevolence and philanthropy.

Article III – Head Office

The head office of the Association shall be in the city of Montreal.

Article IV – Financial Year

The financial year of the Association shall end on the 30th day of April of each year.

Article V – Membership

The members of the Association are divided into two categories: Alumni Members and Associate Members.

Section 1. Alumni Members

- 1.1 An Alumni Member is any holder of an academic degree or diploma upon convocation from McGill University.
- 1.2 An Active Alumni Member is an Alumni Member who has contributed financially to McGill University during the immediately preceding twelve months.

Section 2. Associate Members

An Associate Member is any person who has completed the equivalent of one year of full- time studies as defined by McGill University in an undergraduate or graduate academic degree, diploma, certificate-granting or medical residency program.



Section 3. Rights of Members

- 3.1 Only Active Alumni Members may hold office and serve as officers, members of the Board of Directors of the Association, and sit as representatives of the Association on the Board of Governors of the University, while Alumni Members may serve on committees of the Board or as representatives of the Association on University committees.
- 3.2 Only Active Alumni Members are entitled to receive notices of meetings and to vote in the affairs of the Association.
- 3.3 Only Alumni Members are entitled to alumni privileges as shall be determined by the Board of Directors or the University from time to time
- 3.4 Associate Members may have access to the privileges accorded to Alumni Members as decided by the Board of Directors or the University from time to time, and upon request to the Executive Director of the Association for approval.

Article VI – Officers

Section 1. Officers

The officers of the Association shall be the President, Vice-President, Immediate Past- President, Secretary and Treasurer, and such other officers as the Board of Directors may determine from time to time.

Section 2. Term of Office

All officers shall be elected by the eligible members present at the Annual General Meeting for a term of office of two years.

Section 3. Duties

The duties of the officers shall be those established by the Board of Directors from time to time.

Article VII – Board of Directors

Section 1. Board Members

There shall be a Board of Directors between fifteen (15) and twenty (20) members consisting of:

- a) The officers of the Association;
- b) The three representatives of the Association then on the Board of Governors of the University;
- c) No fewer than seven (7) and no more than twelve (12) Directors, whose terms of office shall be either two or three years to not exceed three consecutive terms; and not less than two of whom shall reside outside the Province of Quebec;
- d) The Executive Director of the Association (non-voting member); and
- e) The Vice-President of University Advancement of the University (non-voting member).

Section 2. Quorum

Fifty (50) percent plus one (1) of members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 3. Authority and Responsibilities The Board of Directors shall guide the business and affairs of the Association, in partnership with the Executive Director of the Association and their staff, and operating within the larger framework of stated McGill policies put forth by the



University. All members of the Board shall be responsible for staying informed about Association activities and exercising their best judgment on matters before them for the benefit of the Association and the University.

Members of the Board perform their duties with independence, integrity, and good faith in the best interest of the Association in the fulfillment of its mission and of the University. They are bound to discretion regarding what they learn in the exercise or on the occasion of the exercise of their duties and must always respect the confidential nature of the information received. In this regard, members of the Board cannot use the information obtained in the exercise or on the occasion of the exercise of their duties for their own benefit or that of a third party. Upon taking office, the member of the Board declares themselves bound by the provisions of this Article through the means provided and updated by the Association from time to time.

Section 4. Vacancies and Removal

- 4.1 The Executive Committee may fill any vacancy arising amongst members of the Board of Directors. Anyone so elected as a member of the Board of Directors shall hold office until the next Annual General Meeting (or until any intervening Special Meeting called for such purpose), which shall either confirm the Executive Committee's action or take other action to fill the vacancy in question, the appointee to hold office for the balance of the term of office of the one in respect of which the vacancy occurred, unless there is a provision to the contrary. The Executive Committee may also fill any vacancy arising amongst alumni representatives on Association or University committees.
- 4.1.1 The end of service of elected or appointed members of the Association may occur when they die, resign, are removed or are declared incapable by a court.
- 4.1.2 An elected or appointed member may resign at any time but must submit their resignation in writing. The resignation takes effect on the date it is sent to the Association, or on the date specified, whichever is later.
- 4.1.3 Members of the Board of Directors may, by ordinary resolution voted by two-thirds of the members present, remove an elected or appointed member for cause at a duly convened special meeting for this purpose. The elected or appointed member subject to removal must be informed of the place, day, and time of the meeting within the same timeframe as provided for the convening of the meeting. They may attend, speak, or, in a written statement read by the Chair of the meeting, explain the reasons for their opposition to the resolution proposing their removal.

Section 5. Meetings

The Board of Directors shall meet at least three times per year. Meetings of the Board of Directors may be held either in-person or virtually, from time to time, as shall be determined by the Board of Directors.

Article VIII – Executive Committee

Section 1. Members

There shall be an Executive Committee consisting of the President, Vice-President, Immediate Past-President, Secretary, Treasurer, at least one of the representatives of the Association then on the Board of Governors of the University and the Executive Director (non-voting member).

Section 2. Meetings



The Executive Committee shall meet at the call of the President. Meetings of the Executive Committee may be held either in person or virtually, from time to time, as shall be determined by the President.

Section 3. Powers

The Executive Committee shall have all the powers of the Board of Directors except that of amending By-Laws. Its decisions shall be reported to the next meeting of the Board of Directors.

Section 4. Quorum

Four members of the Executive Committee shall constitute a quorum for the conducting of business.

Article IX – Indemnification

Indemnification of directors, officers and others

No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of their office or in relation thereto.

The Association shall indemnify a director or officer, a former director or officer and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director or officer of the Association or such body corporate, if:

- a) they acted honestly and in good faith with a view to the best interests of the association; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

The Association may purchase and maintain insurance for the benefit of any person referred to above against any liability incurred by them in their capacity as a director or officer of the Association or of another body corporate where they act or acted in that capacity at the Association's request, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Association or that other body corporate, as the case may be.

Article X – Committees, Advisory Councils and Working Groups

Section 1. Committees

The Board of Directors may appoint committees, advisory councils and working groups ("Committees") from time to time.

Section 2. Committee Chairs

Committees shall be chaired by a member of the Board of Directors. However, with the approval of the Board of Directors, an Active Alumni Member of the Association who is not a member of the Board of Directors may be appointed the Chair of a Committee and shall attend the meetings of the Board of Directors as required. The Executive Director or their designate shall be a non-voting member of all Committees of the Association.



Section 3. Composition

The membership of the Committees shall be appointed by the Board of Directors on the recommendation of the Nominating and Governance Committee.

Section 4. Definition

The Committees shall perform such duties as defined by the Board of Directors.

Article XI – Nominating and Governance Committee

Section 1. Membership

The Board of Directors shall appoint a Nominating and Governance Committee consisting of:

- a) The Immediate Past-President, who shall serve as Chair;
- b) The President;
- c) The Vice-President; and
- d) Four Active Alumni Members of the Association.

If the Immediate Past-President is unable to serve as Chair, the Board of Directors shall appoint a member of the Nominating and Governance Committee to act as Chair.

Section 2. Secretary

The Executive Director or their deputy shall act as Secretary of the Nominating and Governance Committee.

Section 3. Quorum

Four members of the Committee shall constitute a quorum.

Section 4. Duties

The duties of the Nominating and Governance Committee shall be to present, through its Secretary, nominations for all elected positions to be filled in the Association, and also all candidates for election as the Association's representatives to the Board of Governors, as well as appointments to other committees upon which the Association has representation.

The Nominating and Governance Committee shall also make recommendations to the Board of Directors on policies, governance procedures and revisions to the By-Laws as deemed advisable from time to time.

Section 5. Procedure

No later than forty-five (45) days prior to the Annual General Meeting, the Nominating and Governance Committee shall transmit to the Executive Director of the Association, or their deputy, nominations for the positions to be filled on the Board of the Association, including the Association's representatives on the Board of Governors. The Executive Director shall communicate these nominations to eligible members of the Association no later than thirty (30) days prior to the Annual General Meeting.



Article XII – Elections

Section 1. Nominations by Alumni Members

Recommendations for elected positions in the Association may be made by Alumni Members to the Nominating and Governance Committee directly by forwarding an eligible recommendation to the Executive Director.

Upon dissemination of formal notice of the Annual Meeting, additional eligible nominations must be forwarded to the Executive Director by an Alumni Member and be signed by at least fifty (50) Active Alumni Members of the Association no later than twenty (20) working days prior to the Annual General Meeting.

Section 2. Procedure

Election to office of the Association will be by vote at the Annual General Meeting.

Section 3. Assumption of Duties

The newly-elected members of the Board of Directors shall assume their duties at the close of the Annual General Meeting at which they have been elected.

Article XIII – Branch Associations

Alumni Members of the Association residing in a given locality (city, country, or area) may be enrolled as a Branch association upon presentation of a Terms of Reference for approval by the Board of Directors. The Branch association will report to the Board of Directors on its activities and attendance from time to time and will ensure that incoming leaders are aware of, understand and agree to the approved Terms of Reference. The Branch association shall adhere to the mission of the Association and operate within the framework of stated Association and McGill University policies put forth by the Association and the University. The Board of Directors may revoke a Branch association's status and/or support services at any time.

Article XIV – Constituent Associations

Alumni Members of the Association with an affiliation to McGill University through a particular academic program, athletic team, campus club or interest group may be enrolled as a constituent group upon presentation of a Terms of Reference for approval by the Board of Directors. The constituent group will report to the Board of Directors on its activities and attendance from time to time and will ensure that incoming leaders are aware of, understand and agree to the approved Terms of Reference. The constituent group shall adhere to the mission of the Association and operate within the framework of stated Association and McGill University policies put forth by the Association and the University. The Board of Directors may revoke a constituent group's status and/or support services at any time.

Article XV – Policies

Operating policies may be adopted and amended by the Board of Directors from time to time as required.



Article XVI – Endowment Fund

Section 1. Establishment

A fund shall be established to be known as “The McGill Alumni Association Endowment Fund” (the “Fund”).

Section 2. Usage

The Fund shall consist of any monies, securities, and or properties that may be contributed, donated or bequeathed thereto, provided as a dependable and optimal source of income for the Association to fund programs and initiatives that contribute to the advancement of McGill University.

Section 3. Administration

The Fund shall be managed by McGill University for the Association. The annual income alone will be distributed in accordance with the University’s investment and related policies and shall be administered by a Board of Trustees consisting of:

- a) President of the Association who shall act as Chair;
- b) One of the Association’s representatives on the Board of Governors to be designated annually by the Board of Directors;
- c) Immediate Past-President of the Association;
- d) Treasurer of the Association; and
- e) One Active Alumni Member of the Association to be designated annually by the Board of Directors.

The Executive Director of the Association shall act as Secretary to the Board of Trustees, and report annually on the status of the endowment fund.

Article XVII – Auditors

Auditors shall be appointed for the ensuing year by the Association at its Annual General Meeting, unless the members vote otherwise. They shall examine the financial records of the Association and shall report in writing at the Annual General Meeting the result of their examinations.

Article XVIII – Meetings

Section 1. Annual General Meeting

The Annual General Meeting of the Active Alumni Members of the Association shall be held at such time in each year as the Board of Directors may determine.

Section 2. Special Meetings of Members Special Meetings of the Association may be called at any time by the President, the Executive Committee or the Board of Directors and shall be called at the request, in writing, of any fifty (50) members entitled to vote at such place and hour as may be determined by the Executive Committee or the Board of Directors and indicated in the notice calling the meeting.

Section 3. Quorum

At all meetings of said members of the Association, a quorum shall consist of not less than



twenty-five Active Alumni Members entitled to vote.

Section 4. Notice

Notice of the Annual General Meeting or of a Special Meeting of the Association shall be sent by postal or electronic mail to each member entitled to vote at their last known postal or electronic address not less than thirty (30) days prior to the date fixed for such meeting, or alternatively, in the case of a Special Meeting, may be given in the manner specified in the next paragraph.

Notice of a Special Meeting of the Association may, by decision of the Board of Directors, be given by postal or electronic mailing to each member entitled to vote to their last known address at least fifteen (15) days before the day fixed for such meeting.

All notices shall specify in general terms the nature of the business to be transacted at the meeting.

Section 5. Procedure at Meetings

Meetings of the Association may be held in person or virtually. Voting at a meeting of the Association shall be by show of hands of Active Alumni Members present, or by means of electronic polling or other online mechanism.

Section 6. Regular Meetings

Regular meetings of the Board of Directors shall be held at such times and places as the Board may determine. Special meetings may be held by decision of the Board or by call of the President or the Executive Committee.

Notice of meetings shall be given by postal or electronic mail, or any other manner determined by the Board of Directors to each member of the Board at least ten (10) days in advance and notice of Special Meetings shall be given at least two (2) days in advance of the date of the meeting.

Article XIX – Official Publications

The Association may produce a publication from time to time as the Board of Directors deems advisable.

Article XX – Affidavits, Declarations, etc.

The President, Vice-President, Secretary, Treasurer, Executive Director and such other person or persons as the Board of Directors may appoint, or any of them, or any member of the Board of Directors, are authorized and empowered to appear and make answer for the Association to all writs, orders, and interrogatories upon articulated facts issued out of any court, to declare for and on behalf of the Association in answer to writs of attachment by way of garnishment in which the Association is garnishee, to make all affidavits and sworn declarations in connection therewith or in connection with any and all judicial proceedings to which the Association is a party, to make petitions in bankruptcy or for winding-up orders upon any debtors of the Association, and to attend and vote at all meetings of creditors and grant proxies in connection therewith.

**Article XXI – Contracts, Agreements, etc.**

All contracts, agreements, deeds, and other documents required for the purpose of the Association's business may be signed on behalf of the Association by the Executive Director of the Association, operating within the larger framework of stated Association processes or policies put forth by the University, or any other person appointed generally or specially for the purpose by the Board of Directors.

Article XXII – Identity

The Association may have a corporate identity of such design as the Board of Directors may by resolution determine. The Association has authorization to use McGill University's name, seal, logos and visual images as required in the exercise of its mission for non-commercial and/or benefit-related purposes as approved by the University. The use of McGill branding by Branch associations and constituent groups is managed by the Association.

Article XXIII – Resolutions

All resolutions of the Executive Committee or of the Board of Directors or of Active Alumni Members of the Association, as well as of any committee or sub-organization of the Association, shall be passed at a duly convened in-person or virtual meeting thereof, or in writing, save and except that the signatures by all members of the Executive Committee or of the directors or of the members of any committee or sub-organization of the Association (as the case may be) to such resolution or other action shall give to such resolution or other action the same force and effect as if the same had been adopted by the Executive Committee, by the directors or by such a committee or sub-organization (as the case may be) at a meeting thereof duly called for the purpose.

Article XXIV – Waiver

A member, director and any other person entitled to attend a meeting may waive notice of such meeting in writing before or after the holding of such meeting.

Article XXV – Amendment

The Board of Directors may, from time to time, repeal, amend or re-enact the By-Laws, but every such By-Law and every repeal, amendment, or re-enactment thereof, unless in the meantime sanctioned by a special meeting of the Association duly called for that purpose, shall have force only until the next Annual General Meeting of the Association, and in default of confirmation thereat shall, as and from that time, cease to have force.

Montreal September 15, 2025