HARVARD CLUB OF QUÉBEC

CONSTITUTION

ARTICLE I: MISSION

Section 1. Name
The name of this organization is the Harvard Club of Québec and its acronym is HCQ.

Section 2. Mission and Purposes
The mission of HCQ is to represent Harvard in the province of Quebec and to create an engaging community of Harvard graduates dedicated to educational, charitable, and public/community-service purposes. The Club shall encourage excellence in all its endeavours. In furtherance of those purposes, the Club shall:

1. Foster a spirit of cooperation among Harvard alumni, Harvard Faculty, and current students of Harvard University and schools;
2. Promote and encourage communication between Harvard University and its alumni from the province of Québec;
3. Sponsor and encourage activities in the province of Québec to facilitate networking and cooperation among members of the Club;
4. Serve in extending knowledge of the aims and achievements of Harvard University and its schools to alumni in Québec;
5. Influence outstanding high school, college and university students to apply to Harvard College and Harvard graduate schools;
6. Participate in the interview process of prospective Harvard students when requested by the Harvard Admissions Office;
7. Promote the interest of all alumni in the academic and extracurricular activities of Harvard;
8. Communicate the views of alumni in Québec to Harvard University and its various alumni associations;
9. Cooperate with the Harvard Alumni Association (“HAA”) to strengthen the Club and encourage the establishment of new clubs;
10. Promote and encourage cooperation with other Harvard alumni clubs and associations;
11. Implement HAA policies and other Harvard policies such as the Harvard Trademark Policy, etc.;
12. Recognize achievers who make an outstanding and lasting contribution to the purposes of the Club and the Harvard community.

Section 3. Calendar Year
The calendar year of the Club begins July 1st and ends June 30.
ARTICLE II: CLUB MEMBERSHIP

Section 1. Membership
Active membership in the Club shall be open to anyone who qualifies under one or more of the following categories:

1. Any person who is recognized as an alumnus by Harvard University and its schools, including Harvard Extension School;
2. Any person who has completed one semester at Harvard University as a student, a postdoctoral fellow, a fellow, or an instructor;
3. Any person who has completed one semester at Harvard University as a Faculty member;
4. Any person who has received an honorary degree from Harvard University;
5. Parents and spouses of Club members;
6. Any person who has completed a registered course at Harvard University, subject to review by a sponsor and approval by the board of directors of the Club (the “Board of Directors”).

Qualified persons need to register with the Club to become official members of the Club, or be registered by a member of the Board of Directors. The Board of Directors will review all applications for approval. The Secretary will be responsible for keeping an updated list of members of the Club.

Members and Directors of the Club should treat the personal information of members of the Club as confidential. Members shall refrain from direct professional solicitation to other members.

A member may be removed from the Club membership, with or without cause, by a vote of two-thirds of the Board of Directors.

Section 2. Activities
The Club activities are meant to foster social exchanges and initiatives to support the mission and purposes of the Club. The Club shall openly encourage activities and initiatives originating from members that support the mission and purposes of the Club.

From time to time, the Club may extend invitations to their activities to other Harvard clubs, or other clubs of Ivy League schools in the spirit of cooperation.

ARTICLE III: DUES

Section 1. Dues
The Board of Directors will determine whether annual membership dues will be charged to members and, when the membership dues apply, their annual amount.

Section 2. Funding
If the Club chooses to operate without dues, it is expected to generate sufficient net funds through its regular activities to cover its costs of operations. The Club may also hold specific fundraising activities.
ARTICLE IV: MEETINGS OF MEMBERS

Section 1. Annual General Meeting
The Annual General Meeting shall be held at a time and place to be determined by the Board of Directors, but no later than a month after the end of the calendar year as defined in Article I, Section 3. The election of the Directors and of the members of the Executive Committee of the Club (as defined in Article V, Section 3) shall take place at the Annual General Meeting.

Section 2. Special Meetings
A Special Meeting shall be held when called by the Board of Directors. A Special Meeting may also be called when a minimum of 10% of the Club members officially express the desire to hold one for a specific purpose.

Section 3. Notice of Meetings
The Secretary shall send a notice to all Club members at least three weeks before the date of the Annual General Meeting or Special Meeting.

Section 4. Quorum
At an Annual General Meeting or a Special Meeting, all members attending the meeting constitute quorum. Each active member in good standing shall be entitled to one vote upon any matter coming before the Club.

ARTICLE V: GOVERNING BODY

Section 1. Board of Governors
The Board of Governors shall be composed of three to seven persons who are former Club Presidents or senior Harvard graduates with impeccable reputation within the local Harvard community. The immediate past President and the incoming President shall appoint the initial members of the Board of Governors.

The responsibilities of the Board of Governors shall be:
1. to provide counselling, assistance and contacts to the President in the exercise of his functions;
2. to assist in the resolution of grave conflicts in the affairs of the Club when frauds, misrepresentations, or conflicts of interest occur; the Board of Governors may intervene in the affairs of the Club if requested by the HAA;
3. to assist in the succession planning for the new President of the Club and in the transition to the new President.

The Board of Governors shall meet with the current President once or twice a year, at the request of the President in function. Every four years the composition of the Board of Governors should be reviewed in an amicable fashion to balance terms, interests and availability.

Section 2. Board of Directors
The main governing body of the Club shall be the Board of Directors. The Board of Directors shall be composed of the Officers of the Executive Committee, and ad hoc Directors.
The duties of the Board of Directors include:
1. the review and approval of new Club members;
2. the review and approval of the financial statements of the Club;
3. the review and approval of the program of activities of the Club;
4. the review and approval of the annual budget of the Club;
5. the review and approval the Club’s strategic plan;
6. the review and approval of Club policies;
7. the application of, and compliance with, all HAA guidelines and policies.

Section 3. Executive Committee
The Executive Committee is responsible of the operations of the Club. It is composed of at least five elected Officers of the Club and any other Officers whose positions have been approved by the Executive Committee. Except as otherwise provided under this Constitution, all Officers must be elected at an Annual General Meeting or a Special Meeting.

The duties of the Executive Committee shall include:
1. the organisation and supervision of Club activities;
2. the management of the Club funds;
3. communications with the Club members;
4. the application of the HAA guidelines and policies;
5. the coordination of activities with other clubs.

The Executive Committee shall meet formally or informally, as often as necessary, to carry out its operational responsibilities and promote excellence in all of the Club activities and endeavours.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Board of Directors
All Directors shall be elected as provided in the present Constitution at the Annual General Meeting. Their annual term ends at the following Annual General Meeting. All Directors shall have voting rights.

Newly elected Directors shall sign the HAA form “Harvard Clubs Operating Guidelines”, a copy of which is remitted to the HAA.

Directors who are not part of the Executive Committee shall actively participate in the activities of the Club, submit proposals for activities, engage in the organisation of such activities, recruit new Club members, and attend board meetings.

Section 2. President
The President of the Club shall be the President of the Board of Directors and the President of the Executive Committee. The President shall preside the Annual General Meeting and the Special Meetings.
The President’s term is for two years, renewable under election for a second term of two years. An elected President would normally be expected to serve two terms, for a maximum of two consecutive terms. Under exceptional circumstances, the Board of Directors, in consultation with the Board of Governors and the HAA, may authorize the President to stand for election at the Annual General Meeting for a third term which may not exceed one year.

The President is encouraged to work on succession planning during his final term. He may designate the Executive Vice President as his successor to facilitate the transition. When this transition scenario is not possible, the Board of Directors will undertake a search to identify one or several candidates for the position of President, in consultation with the Board of Governors.

The immediate past President may serve on the Board of Directors as a member ex-officio, with no voting right. Past Presidents shall receive the title of Honorary Presidents.

Section 3. Powers and Responsibilities of the Board of Directors
The Board of Directors shall have the full power to carry out the purposes and affairs of the Club, and shall be responsible for its governance, funds, and property. It is responsible for setting immediate goals for the current calendar year and long-range goals for future Club achievements.

Section 4. Meetings of the Board of Directors and Quorum
The Board of Directors shall meet at least four times a year, or at any time designated by the President. The Secretary shall notify all members of the Board of Directors of the date of the next meeting at least one week prior to that date. At such meetings a simple majority of the Directors, including Directors who are linked by telephone, constitutes a quorum.

Section 5. Special Meetings of the Board of Directors
Under special circumstances, three Directors can jointly require the Secretary to call a special meeting of the Board of Directors.

Section 6. Special Committees
The Board of Directors from time to time may appoint additional or special committees, such as the Scholarship Committee, the Schools Committee, the Harvard Book Prize Committee, the Program Committee, the Membership Committee, the Committee for Charity and Public Service, the Fundraising Committee, as is advisable. No committee shall take any action committing the Club without the express authorization of the President. Action by any committee shall be upon affirmative vote of a majority of the Board of Directors.

Section 7. Conflicts of Interest
The Directors must conduct the affairs of the Club with the highest degree of ethical standards. The HAA Code of Conduct serves as a reference document for the Directors.

The Harvard Club of Québec Conflict of Interest Policy and the Harvard Club of Québec Expense and Reimbursement Policy, a copy of which is set forth at Schedules A and B, respectively, are an integral part of this Constitution.
Section 8. Removal of Directors
A Director may be removed, with or without cause, by a two-thirds vote of the Board of Directors.

ARTICLE VII: THE EXECUTIVE COMMITTEE

Section 1. Officers
The operations of the Club shall be administered by an Executive Committee formed by at least the five following Officers:
- President
- Executive Vice President / Vice President
- Secretary
- Treasurer
- Vice President of Communications

The Board of Directors shall determine the number of additional Officers that will best represent the interests of the members of the Club from the full spectrum of Harvard schools. The Executive Committee may create additional positions of Vice Presidents and Standing Officers to fulfill the mission and purposes of the Club in a representative manner.

Officers are expected to have a higher degree of hands-on involvement in the activities of the Club as they carry out specific responsibilities.

Section 2. Powers and Responsibilities
The Executive Committee shall have the full power to carry out the activities of the Club, and shall be responsible for its operations. It is also responsible for setting immediate goals for the current calendar year and long-range goals for future Club achievements.

Section 3. President
The President shall preside in all meetings of the Club, of the Board of Directors and of the Executive Committee. The President shall appoint all the members of the Club committees, except as otherwise provided by this Constitution, and perform such other duties as may be required by custom or by the welfare of the Club or upon request from the HAA, including, but not limited to, the completion of the HAA Annual Report forms.

The President is the official spokesperson of the Club. He shall be the principal signatory for any contract affecting the Club.

Section 4. Executive Vice President
In the temporary absence of the President, the Executive Vice President shall exercise and perform the duties of the President. At other times the Executive Vice President shall carry out such duties, such as leading important committees of the Club, as may be delegated by the President.
Section 5. Vice Presidents
a) In the temporary absence of the Executive Vice President, a member of the Executive Committee shall be designated by the President to exercise and perform the duties of the Executive Vice President.

b) The Vice President of Communications shall be responsible of the Club’s communication strategy, including:
- the maintenance and update the official website of the Club and the designation of the administrators of the website;
- the appropriate use of social media;
- the management of emails, newsletters, messages, invitations to members and third parties;
- the maintenance and update of the various mailing lists of official members, friends of the Club, past speakers, official contacts with other university clubs, etc.
- the maintenance of contacts and exchanges with the Canadian student clubs at Harvard.

c) The Vice Presidents and other Directors work as a team to organize events. Whenever feasible, they tap into the intellectual capital of Harvard University and its schools through the Speakers-Bureau programs of the HAA.

Section 6. Secretary
The Secretary shall keep a record (minutes) of all meetings of the Club and of the Board of Directors. The Secretary shall be the custodian of the records of the Club and of the official members list.

The Secretary shall produce and keep an annual book of the Club, which includes:
1. the Constitution and policies of the Club;
2. the minutes of the meetings of the Board of Directors and the resolutions passed at such meetings;
3. the minutes of past Annual General Meetings and Special Meetings and the resolutions passed at such meetings;
4. the official list of members of the Club;
5. the official list of the members of the Board of Directors;
6. the HAA form titled “Harvard Clubs Operating Guidelines”, signed by each Director;
7. the official correspondence of the Club;
8. the annual report of the Club treasury, with all receipts of the year;
9. the annual bank statement of the Club bank account.

The Secretary shall oversee the application of all HAA guidelines and policies in the activities of the Club. The Secretary shall ensure that the Club meets all federal and provincial obligations for a non-profit organization.

The Secretary shall perform other duties of the office and duties as assigned by the Executive Committee or the President.
Section 7. Treasurer
The Treasurer shall be authorized to collect all monies payable to the Club, shall be charged with keeping the funds of the Club, and from such funds shall make the necessary disbursements. The Treasurer shall keep the Club’s financial accounts and shall enter in detail all receipts and disbursements. The Treasurer shall be authorized to open an account in the name of the Club and deposit all funds therein.

The Board of Directors shall determine the signatories for the cheques drawn from the Club bank account(s). To the extent possible, two signatories should be required to sign cheques. The Treasurer shall ensure that the HAA guidelines about local sponsorship are properly applied: in principle, sponsorships of specific local Club activities and events are possible as means to raise funds for the activities and events; however direct sponsorship of the Club is not allowed.

The Treasurer shall oversee the application of the Harvard Club of Québec Expense and Reimbursement Policy set forth at Schedule B. The Treasurer shall approve all expense reports submitted by the Directors.

In the spirit of transparency, the Treasurer shall ensure that the financial statements of the Club are published on the Club’s website, following approval by the Board of Directors. Further efforts should be made to post the financial results (if any) of each event.

The Treasurer shall produce a regular financial statement at meetings of the Board of Directors, at the Annual General Meeting and upon request by the Executive Committee. The Treasurer shall hand over to the Secretary his annual report and all receipts, bank statements for the annual book of the Secretary.

The Treasurer may perform other duties of the office as assigned by the Executive Committee or the President.

Section 8. Other Standing Officers
The President may appoint additional Standing Officers who shall carry out the details necessary to the office to which appointed.

ARTICLE VIII: ELECTIONS OF DIRECTORS

Section 1. Nominating Committee
The President, with the approval of the Board of Directors, shall appoint a nominating committee. The nominating committee shall present to the Annual General Meeting or to a Special Meeting called for that purpose a list of nominations for the positions on the Executive Committee (of President, Executive Vice President, Vice President(s), Secretary, Treasurer, and any additional members of the Executive Committee), and the list of other Directors. The nominating committee shall inquire about the interest of current Directors and new candidates to serve on the Board of Directors.
Members shall be informed of the call for opening positions on the Board of Directors at least three weeks in advance of the Annual General Meeting or of the Special Meeting. Members interested in joining the Board of Directors shall express their interest in writing and send their curriculum vitae to the nominating committee. Members may not stand for election on the Board of Directors at the Annual General Meeting without such prior written expression of interest.

Section 2. Annual Election
The annual election of Officers and Directors shall be held at the time of the Annual General Meeting, as designated by the Executive Committee (pursuant to Article VI). Newly elected Directors will immediately take office following the Annual General Meeting or the Special Meeting, for a term ending at the next Annual General Meeting.

Section 3. Officer Vacancy
Vacancies occurring in any office, except the office of the President, shall be filled for the remainder of the unexpired term by the Executive Committee. In case of a vacancy occurring in the office of the President, the Executive Vice President then in office shall serve as President for the remainder of the unexpired term, and the Executive Committee shall fill the vacancy of the Executive Vice President for the remainder of the unexpired term.

Section 4. Notification of Election Results
Notification of election results shall be transmitted at once to the HAA.

ARTICLE IX: AMENDMENTS

Articles and sections of this Constitution may be amended, altered, or repealed, provided that changes are ratified at an Annual General Meeting or a Special Meeting by a two-thirds vote of those members present, provided that notice of the proposed amendment, alteration, or repeal has been sent at least ten days prior to such a meeting to all current Club members, and provided the amendment, alteration, or repeal is consistent with the governance guidelines for Harvard clubs prescribed by the HAA.

ARTICLE X: HARVARD ALUMNI ASSOCIATION

The Officers and committees of the Club shall cooperate with HAA officers, the HAA Director for Clubs and Shared Interest Groups, committees, and staff in carrying out the purposes of the HAA, and adhere to the HAA requests and policies.

ARTICLE XI: HARVARD TRADEMARK POLICY

Harvard clubs are part of the Harvard University community and the University grants Harvard clubs permission to use the “Harvard Club” name and other University trademarks and insignias. Harvard clubs need to comply with policies set forth in the “Policy on the Use of Harvard Names and Insignias” located on the Harvard Trademark Program’s webpage at http://www.trademark.harvard.edu/ as well as the Harvard Club Trademark Policy titled “Use and Licensing of the ‘Harvard Club’ name, the HAA Logo, and other University Trademarks.”
ARTICLE XII: FUNDS OF THE CLUB

In the event of the dissolution of the Club, all its funds and other property, if any, remaining after the payment of its liabilities, shall be paid over and transferred to the President and Fellows of Harvard College for the benefit of a Harvard University club in Canada, or the HAA, or any successor organization of either, provided that such organization, has been determined to be exempt from federal income tax and organized and operated educational, charitable, and public/community-service purposes, as the Board of Directors may by vote determine.

No part of the net earnings of the Club shall inure to the benefit of any member, Director, Officer, or other private individual except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes stated in Article I, Section 2 of the Constitution.

No substantial part of the activities of the Club shall consist in carrying on propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Nothing contained in the Constitution shall be read as authorizing or permitting the Club to operate other than exclusively educational, charitable, and public/community-service purposes and no amendment of the Constitution shall authorize or permit the Club to be organized or operated other than exclusively for the stated purposes.

Reviewed and approved by the Harvard Alumni Association on 10 June 2015

Reviewed and approved by the Board of Directors of the Harvard Club of Québec on 16 June 2015

Reviewed and approved by the members of the Harvard of Club of Québec at the Annual General Meeting on 22 June 2015

[signature page follows]
SIGNATORIES

PRESIDENT: André Du Sault, MPA 2000

EXECUTIVE VICE PRESIDENT: Marc Novakoff, MBA 2003

SECRETARY: Han-Ru Zhou, LLM 2005

VICE PRESIDENT OF COMMUNICATIONS: Louis Philippe Maurice, MBA 2008

TREASURER: Lionel Alcoloumbre, MAUD 1985

DIRECTOR OF COMMUNICATIONS: Mitchell Miller, EDM 2011

DIRECTOR FOR QUEBEC CITY: Marie Pier St-Hilaire, OPM 2012

DIRECTOR: Erinn Wattie, AB 2006


DIRECTOR: Morgan Carter, MAC 2010

DIRECTOR: Cassy Wang, AB 2012
SCHEDULE A

HARVARD CLUB OF QUEBEC
CONFLICT OF INTEREST POLICY

1. The Harvard Club of Québec (“Club”) must operate exclusively to further the goals of Harvard University and the Harvard Alumni Association (“HAA”) for the benefit of the Club members and not to further any personal or business interests.

2. Any activity that might give rise to a real or apparent conflict of interest must be fully disclosed to the Club before the proposed activity takes place. The proposed activity shall not take place without prior discussion with the President or the Executive Vice-President of Club, and prior approval by the Board of Directors of the Club (“Board”).

A real or apparent conflict of interest refers to: (i) any personal or business interest of any of person involved with the Club that conflicts or might conflict with the interests and goals of Harvard University, the HAA, or the Club, or (ii) the use of the resources of the Club (including access to members) to further a personal or business interest. A person involved with the Club includes a current Officer or Director, a Committee member, a Club administrator, employee or volunteer, a Club member, a donor or sponsor of the Club, or any of his or her immediate family members.

3. The Board has the power to exclude any individual from membership on the Board, from the position of an officer, or from general membership in the Club for violation of this Conflict of Interest Policy.

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SCHEDULE B

HARVARD CLUB OF QUEBEC
EXPENSE AND REIMBURSEMENT POLICY

The Harvard Club of Quebec (HCQ) will conduct a reasonably tight cash and expense policy in the administration of activities and operations.

This HCQ policy outlines the types of expenses that can be reimbursed by the HCQ:

1. Direct expenses associated to HCQ events
   a. Thank-you gifts
   b. Speaker expenses
   c. Deposits
   d. Food and beverages for specific events
   e. Expenses related to joint Harvard Club events

2. Direct expenses related to the bank account
   a. Monthly or annual fees
   b. Cheque book

3. Direct expenses linked to the website
   a. Name registration

In principle, the following expenses should not be reimbursed to directors in the course of their regular activities and involvement with the Club:

   a. Transportation
   b. Entertainment
   c. Representation (Meals, drinks...)
   d. Lodging

The original receipts should be sent to the treasurer for approval and reimbursement.

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