

CAMBRIDGE CLUB MEXICO

Constitution

ARTICLE I

MEMBERS

Section 1.1 Eligibility.

Any resident of Mexico who has been connected with any Department or College of the University of Cambridge, including its Affiliated institutions, as a student, instructor or researcher, or who is the surviving spouse or domestic partner of a member, or who is a parent of a student currently or formerly enrolled at Cambridge University, shall be eligible for regular membership in the Cambridge Club Mexico, referred to herein as the "Club".

Any person who has received an honorary degree from Cambridge University shall become an honorary member of the Club by a vote of the Executive Committee ("Committee"). Honorary members shall be exempt from payment of dues.

Section 1.2 Dues.

Dues shall be determined by the Committee. Dues shall be due and payable upon notification by the Secretary or Treasurer.

The membership of any regular member whose dues shall be delinquent for a period of three (3) months may be terminated by the General Secretary, or by the Treasurer at the direction of the General Secretary, but such membership may be reinstated upon payment of dues.

Section 1.3. Annual Meeting.

The Annual Meeting of the members shall be held during the month of July of each year, or at such other time as the Committee may designate.

Section 1.4. Special Meetings.

Special Meetings of the members shall be called and held as directed by the President or the Committee or shall be called by the Secretary at the written request of at least five (5) of the regular members.

Section 1.5. Notices.

Notices of any meeting of members shall be sent by postal service, courier or electronic mail to all members at least five (5) days before the day of the meeting.

Section 1.6. Quorum and Voting.

Five (5) of the regular members of the Club, present in person, shall constitute a quorum at any meeting of the members. Each regular member shall be entitled to one vote. The act of a majority of the regular members present at any meeting at which there is a quorum shall be the act of the whole membership, except as otherwise provided by law or by this Constitution.

ARTICLE II

EXECUTIVE COMMITTEE

Section 2.1. Number.

The Executive Committee of the Club shall have ten (10) officers. These officers have voting privileges.

Section 2.2. Composition, Election, and Terms of Office.

The officers of the Committee shall be elected at the Annual Meeting of the members for a term of two (2) years, which term shall commence on the first day of August, or other day as directed by the Committee. Except in the case of resignation or removal, all officers shall hold office until their respective successors are elected. All officers shall be members in good standing of the Club and shall be current in their dues payments.

Section 2.3. Resignations, Removal, and Vacancies.

Any Committee member may resign by written (or electronic mail) notification to the Secretary or President, or may be removed with or without cause by the Committee, or by the President in the case of repeated absences from Committee meetings, as provided in Section 2.7 of this Constitution. Vacancies may be filled by vote of the remaining officers.

Section 2.4. Duties and Powers of the Committee.

The Committee shall determine the amount of dues to be paid by the regular members; and shall in general exercise all of the powers of the Club except such as are by law or by this conferred upon or reserved to the members.

Section 2.5. Meetings.

Meetings of the Committee shall be held upon call by the President, or upon call by the Secretary if requested by five (5) or more members. The committee shall meet at least two (2) times per fiscal year. Notices of any meeting of the Committee shall be given personally or by telephone or sent by postal service, courier, or electronic mail to all members at least five (5) days before the day of the meeting. No notice of a meeting of the Committee need be given to any member who waives notice in a writing filed with the Secretary.

Attendance of a member at any meeting shall constitute a waiver of notice of the meeting.

Section 2.6. Quorum.

Five (5) members shall constitute a quorum for the transaction of business, provided that the President is present. If the President is not present, then a majority of officers (excluding vacancies) shall constitute a quorum. Every act or decision done or made by a majority of the officers present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Committee unless a greater number is required by law or by any other Section of this Constitution.

Section 2.7. Compensation.

Officers shall receive no compensation for their services, but may be reimbursed by

the Club for their reasonable expenses incurred on behalf of the Club.

Section 2.8. Attendance at Committee Meetings.

Officers are expected to make every effort to attend Committee meetings. Any officer who misses two (2) consecutive meetings or a total of three (3) meetings in the course of his or her term shall be removed from the Committee by the President unless at least two-thirds (2/3) of officers present vote against removal.

Section 2.9. Participation in Club Activities.

Officers are expected to help organize or sponsor at least one event on behalf of the Club every year of their term.

ARTICLE III

OFFICERS

Section 3.1. Number.

The Officers of the Club shall be a President; an Immediate Past President; a Secretary; a Treasurer; an External Officer, an International Officer, an Activities Officer, an Academic Officer, a Cultural Officer, and a Communications and Media Officer. All Officers shall serve on the Committee. Upon agreement of the Nominating Committee any post may be occupied simultaneously by two (2) officers who shall serve as equal officers. In a similar manner, and again by agreement of the Nominating Committee, any officer may occupy simultaneously two posts.

Section 3.2. Election and Term of Office.

The Officers of the Club shall be elected at the Annual Meeting of the members. The term of office for all Officers shall be one year, which term shall commence on the first day of August, or other day as directed by the Committee. The President shall serve no more than two terms, unless he or she filled a vacancy in the office of President after the last day of September, in which case he or she may serve the remainder of the partial term, followed by one or two full terms. Except in the case of resignation or removal, all Officers shall hold office until their respective successors are elected.

Section 3.3. Resignation, Removal, and Vacancies.

Any Officer may resign, or may be removed with or without cause by an affirmative vote of at least two-thirds (2/3) of the regular members present at a Special or Annual Meeting of the members; by the Committee, or by the President as provided in Section 2.7 of these By-Laws.

If the office of President becomes vacant, the Secretary immediately shall become President. A vacancy in any other office, other than Immediate Past President, shall be filled by the Committee, and the person so appointed shall serve until the next Annual Meeting of the members. A vacancy in the office of Immediate Past President shall not be filled.

Section 3.4. President.

The President shall be the principal executive officer of the Club and shall preside at

all meetings of the members and of the Committee. The President shall be responsible for seeing that the resolutions of the members and actions of the Committee are carried into effect, and for reporting to the members and to the Committee on the conduct and management of the affairs of the Club. The President shall also perform such other duties as usually appertain to this office.

The President shall be responsible for developing a strategic plan for the Club and performing other duties as from time to time may be assigned to the office by the President or the Committee. The President may delegate to the corresponding officer any of the responsibilities enumerated herein.

Section 3.5. Immediate Past President.

The Immediate Past President shall serve as Chair of the Nominating Committee and shall have such other powers and shall perform such other duties as the President or the Committee may from time to time determine.

Section 3.6 Secretary.

The Secretary shall keep minutes of the proceedings of the meetings of the members and the Committee; the Secretary shall give, or cause to be given, all notices in accordance with the provisions of this Constitution or as required by law, and shall be custodian of the Club records. The Secretary shall keep a written record of the members of the Club and their contact information, and in general shall perform all duties as from time to time may be assigned to the Secretary by the President or by the Committee, as well as such other duties as usually appertain to this office. With the consent of the President, the Secretary may delegate to the corresponding officer any of the responsibilities enumerated herein.

The Secretary shall also be responsible for retaining existing members and for attracting new members to the Club. He or she shall be a frequent attendee at club activities and shall recruit potential members at these activities; and shall advise the President and the Committee on matters related to retaining and increasing Club membership.

At the request of the President, or when the President is absent from a meeting of the members or of the Committee, or in case of disability of the President, the Secretary shall perform any or all of the duties of the President, and when so acting shall have all the powers of the President.

Section 3.7. Treasurer.

The Treasurer shall have the custody of the corporate funds and shall keep, or cause to be kept, correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Club, and in general shall perform all duties as from time to time may be assigned to the Treasurer by the President or by the Committee, including preparation of the annual budget.

Section 3.8. External Officer.

The External Officer shall be responsible for creating partnerships between the Club and other entities, such as other Cambridge Clubs, alumni associations of other universities, other non-profit organizations, businesses, government offices, etc.

Section 3.9. Activities Officer.

The Activities Officer shall be responsible for arranging and scheduling the activities and programs of the Club, including community service activities and programs.

The Activities Officer, shall also advance Club diversity by promoting diverse programming, and by encouraging all who are eligible for membership in the Club to attend events, join as regular members, and participate in the Committee, and shall provide leadership to all other Committee officers to ensure that all persons feel welcome at the Club regardless of gender, national origin, race, ethnicity, religious affiliation, or sexual orientation.

Section 3.10. Academic Officer.

The Academic Officer shall be responsible of coordinating academic activities of the Club, such as conferences and lectures. The Academic Officer shall be responsible of producing the promotional material for academic events.

Section 3.11. Cultural Officer.

The Academic Officer shall be responsible of coordinating cultural activities of the Club, such as exhibits and screenings. The Cultural Officer shall be responsible of producing the promotional material for cultural events.

Section 3.12. Communications and Media Officer.

The Communications and Media Officer, shall be responsible for publicizing the Club and its events to the members and to the general public; for obtaining or writing articles for, editing, and arranging for the distribution of a Club newsletter at regular intervals throughout the year if the Committee chooses to publish a newsletter; and for further communications with members by means of the Internet, electronic mail, and other appropriate media. The Communications and Media Officer, shall also oversee the purchase, development, implementation, and maintenance of the hardware and software systems, including databases, electronic mail, and the website, used in support of Club activities and Club membership. He or she shall provide information technology support for the Committee.

Section 3.13. International Officer.

The International Officer shall be responsible for interacting with the University of Cambridge and with the Cambridge University Mexican Society. This officer must reside in Cambridge, England.

ARTICLE IV

NOMINATING COMMITTEE

Section 4.1. Nominating Committee.

The Nominating Committee shall consist of the Immediate Past President, who shall serve as Chair; and two (2) or three (3) other members of the Committee, who shall be

recommended by the President and serve at the pleasure of the Committee. The President shall serve as an additional, non-voting member of the committee. If the Immediate Past President is unable or unwilling to serve as Chair or if the office of Immediate Past President is vacant, the Committee shall appoint a Chair, upon recommendation by the President. Prior to the Annual Meeting, the committee shall nominate Officers for the ensuing year. If vacancies occur in Officer or other Executive Committee positions, the committee shall nominate replacements.

ARTICLE V

MISCELLANEOUS

Section 5.1. Fiscal Year.

The fiscal year of the Club shall start on the first day of August and end on the last day of July in the subsequent year. Membership of the Club and payment of dues shall be on a schedule determined by the Committee and not necessarily in accordance with the fiscal year.

Section 5.2. Contributions.

Contributions, bequests and gifts to the Club shall be accepted only upon the authorization of the Committee.

Section 5.3. Amendments.

Except as provided in Section 5.4 of this Constitution, modification to this document may be adopted, or This Constitution may be amended or repealed in one of three ways: (1) by the Committee, subject to the power of the members to reject the amendment by resolution at the next Special or Annual Meeting of the members; (2) by the written consent of the members entitled to exercise a majority of the voting power; or (3) by a majority of a quorum at a Special Meeting of the members duly called for the purpose of amending this Constitution.

Section 5.4. Restrictions.

This Constitution shall not be altered or amended in derogation of the following restrictions and prohibitions:

The Club shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed the corresponding provisions of any subsequent tax laws of the United States of Mexico.

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Club shall consist of the carrying on of political activities, propaganda, or otherwise attempting to influence legislation.

The Club shall neither participate nor intervene in any manner (including publication or distribution of statements) in any political campaign on behalf of any candidate for public office or referendum, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing a candidate or referendum.

Section 5.5. Investments.

Subject to the provisions of Sec. 5.3 of this Article, the property, assets and funds of the Club may be invested in support of the purposes of the Club, in such shares of stock, whether common or preferred, bonds, notes, mortgages or other securities or other personal property or real estate as the Committee may from time to time authorize and approve without restriction or limitation by reason of any statute or rule of law.

Section 5.6. Execution of Documents.

The Committee may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances. Unless so authorized by the Committee, no Officers, agent or other person shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

As created by Francisco Pérez Martínez, October 22nd, 2009 and voted and authorised by a majority of 8 out of 8 votes.

Members present (please sign your name and write your college/department):

<u>Monstserrat Manzano</u>	<u>***</u>
<u>Sachin Shivaram</u>	<u>SPS</u>
<u>Carlos A. Rozo</u>	<u>SS</u>
<u>Mónica Cruz Zorrilla</u>	<u>St. Edmund's</u>
<u>Wendy Phillips</u>	<u>Queens'</u>
<u>Mauricio Carcano</u>	<u>St. Edmunds's</u>
<u>Xorge Castro</u>	<u>Wolfson</u>
<u>Francisco Pérez</u>	<u>Homerton</u>