



## Notice of 2015 Annual General Meeting, Resolutions Process & Proxy Voting

### **Notice of Annual General Meeting**

The 2015 Annual General Meeting of the Canadian Library Association will be held Thursday, June 4, 2015, commencing at 3:30 pm in Canada Hall 1 at the Shaw Centre, Ottawa, ON.

**To be eligible to vote, all members must register and pick up their voting cards.** Registration will begin at 3:00 pm; members are asked to arrive as early as possible so that the meeting can begin on time.

Members who have special accessibility needs (for example, mobility; hearing or sight impairments) are asked to contact the CLA office at their earliest convenience so that any possible arrangements can be made to ensure their complete participation in the Annual General Meeting.

### **Notice of Resolutions Process**

The Participation Committee has appointed a Resolutions Committee (properly called a Reference Committee, *American Institute of Parliamentarians Standard Code of Parliamentary Procedure*, Chapter 24).

The deadline for receipt of resolutions is **Tuesday, June 2, 2015 at 6:30 pm Eastern Time**. Resolutions must be delivered to any CLA staff member, Executive Council member or to the CLA Office at the Shaw Centre, Ottawa, ON.

Movers are urged to supply an editable electronic copy of the resolution as well as or in lieu of a paper copy. Please note that sending a Resolution via e-mail at the last minute is risky; it may not reach the Resolutions Committee in time. If you are intending to submit a resolution electronically, please contact CLA Executive Director Valoree McKay in advance.

The Resolutions Committee will undertake a preliminary review of the resolutions received during the evening of June 3. Movers should supply their contact information in Victoria in case the Committee needs to reach them.

The Committee will hold a hearing on all proposed resolutions on Wednesday, June 3, 2015 from 4:30 -5:30 pm in the Room 202 at the Shaw Centre in Ottawa, ON. At the hearing, resolutions will be presented to the membership for information and clarification. Suggested amendments (wording changes for clarification) will be dealt with at the hearing. Debate on the substance or principles of the resolutions will not be permitted (that is solely in the purview of the membership at the Annual General Meeting). Movers of resolutions should be prepared to present and explain their resolutions.

**Members interested in gaining a full understanding of the resolutions should attend the Resolution Committee hearing.** They will be permitted to ask the movers questions of clarification. Movers will be permitted to fine-tune the wording of their resolutions at the hearing.

In accordance with the Standard Code of Parliamentary Procedure (p. 217) the Resolutions Committee meeting following the hearing will be *in camera*.

Movers may move to withdraw their resolutions up until the time the resolution is voted on in the Annual General Meeting. Members requiring clarification of the resolutions process are urged to contact Executive Director Valoree McKay at their earliest convenience.

email: [vmckay@cla.ca](mailto:vmckay@cla.ca)

office phone: 613-232-9625 (until June 1 at noon Eastern time)

mobile: 613-513-5123

on-site: at the Shaw Centre, Ottawa, ON

### **Proxy Votes**

The CLA bylaws provide for voting by proxy. Any voting member (Personal Member or voting member of Institutional Members) who is not able to attend the meeting may be represented by another member. If you wish to assign a proxy, please provide your designate with a letter signed by you and naming your designate, indicating that they are your representative at the AGM for voting purposes: details of what is required in the letter can be found in Bylaw 2.10 (see below). This letter may be deposited at the registered office of the CLA no later than the last business day preceding the day of the meeting or presented at the door of the AGM, to the staff distributing the meeting packages and voting cards to attendees. Staff will in turn present these to the Chair of the Meeting of Members.

### ***Bylaw 2.10: Absentee Voting at Members' Meetings***

*Pursuant to Section 171(1) of the Act, a Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:*

- (a) *a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;*
- (b) *a Member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the Member or by their agent or mandatory,*
  - i. *at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or*

- ii. *with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;*
- (c) *a proxy holder or an alternate proxy holder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;*
- (d) *if a form of proxy is created by a person other than the Member, the form of proxy shall*
  - i. *indicate, in bold-face type,*
    - A. *the meeting at which it is to be used,*
    - B. *that the Member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and*
    - C. *instructions on the manner in which the Member may appoint the proxy holder,*
  - ii. *contain a designated blank space for the date of the signature,*
  - iii. *provide a means for the Member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder,*
  - iv. *provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors,*
  - v. *provide a means for the Member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors, and*
  - vi. *state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;*
- (e) *a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxy holder is to vote the membership in respect of each matter or group of related matters;*
- (f) *if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and*
- (g) *a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.*

*Pursuant to Section 197(1) of the Act, a Special Resolution of the Members (and if Section 199 applies, a Special Resolution of each class of Members) is required to make any amendment to the Articles or By-laws of the Corporation to change this method of voting by Members not in attendance at a Meeting of Members.*

***By-law 4.04: Quorum at Members' Meetings***

*A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be 10% of Members entitled to vote at the meeting, including Proxies. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.*