



Proposed CLA By-Laws – Background Regarding Changes May 26, 2014

The Canadian Library Association/Association canadienne des bibliothèques is a registered not-for-profit organization.

All organizations incorporated under the *Canada Corporations Act, part II*, must transition to the new *Not-for-profit Corporations Act* therefore all federally incorporate not-for-profit corporations are required to revise their by-laws to conform to the new legislation. The format of the proposed by-laws reflects the Industry Canada suggested model.

The deadline to make the transition is October 17, 2014.

CLA has taken the opportunity to incorporate several changes to the current by-laws to provide for the smoother operation of the Association. Below is a summary of the substantive changes.

2.04 Membership Class Attributes

Institutional Members have been given up to 5 votes at all meetings of the Members. The increase to 5 is a result of feedback received from institutional members that they wish to see more benefits to reflect the larger fee.

2.10 Absentee Voting at Members' Meeting

Executive Council will develop procedures for proxy voting. Procedures will reflect the process outlined in the proposed new by-laws.

4.04 Quorum at Members' Meetings

The previous quorum was 100. The change to 10% is to reflect variations in membership numbers, should they increase or decrease.

5.02 Composition and Terms of Executive Council

This introduces the position of Past-President. Executive Council feels strongly that the workload of Council is such that an additional member is required plus it ensures continuity of corporate memory.

Executive Council members will assume office at the end of the Annual Meeting of Members. Currently the term is from January to December. This has proven very cumbersome to manage, especially when reporting at the Annual Meeting of Members.

5.07 Elections

This reflects the timeline required for election to the proposed new term for Executive Council.