

THE CANADIAN LIBRARY ASSOCIATION

NOTICE OF SPECIAL MEETING

OF MEMBERS

NOTICE IS HEREBY GIVEN THAT a special meeting of the members of THE CANADIAN LIBRARY ASSOCIATION (the "Corporation") will be held at the Metro Toronto Convention Centre, 255 Front Street West, Toronto, Ontario on January 27th, 2016 at 11 a.m. for the following purpose:

1. TO CONSIDER THE DISSOLUTION OF THE CORPORATION.

The text of the Special Resolution regarding dissolution is attached hereto as Schedule "A" and further information for members is attached hereto as Schedule "B".

This notice is being given pursuant to section 162 of the *Canada Not-for-Profit Corporations Act*.

DATED this 18th day of December, 2015.

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

SCHEDULE “A”

The following is the text of the Special Resolution on which members will be asked to vote at the Special Meeting:

SPECIAL RESOLUTION

OF THE MEMBERS OF

THE CANADIAN LIBRARY ASSOCIATION (the “Corporation”)

DISSOLUTION OF THE CORPORATION

BE IT RESOLVED as a special resolution that:

1. the Board of Directors is hereby authorized to cause the Corporation to distribute any money or other property in accordance with sections 234 to 236 of the *Canada Not-for-profit-Corporations Act* (the “Act”) and to discharge any liabilities of the Corporation;
2. the dissolution of the Corporation is hereby authorized pursuant to subsection 220(3) of the Act;
3. for the purpose of bringing such dissolution into effect, the Corporation shall send articles of dissolution in the prescribed form to the Director appointed under the Act; and
4. any director or officer of the Corporation is hereby authorized and directed to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with such dissolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

Dated the 27th day of January, 2016.

Schedule “B”

Information for Members

Why is the CLA Board of Directors recommending the dissolution of the CLA?

The CLA Board has not made this recommendation lightly, but it has reached the conclusion that the CLA is not sustainable in its current form. Enclosed with this Notice of Meeting please find the *Toward a Federation of Library Associations in Canada: Strengthening the national voice for Canadian libraries: Final Proposal* which will provide members with more information on this subject.

How can members vote at the Special Meeting?

To be eligible to vote, all members must register and pick up their voting cards. Registration will begin at 10:30 am and all members are asked to arrive as early as possible so the meeting can begin on time.

Pursuant to section 202 of the *Canada Not-for-Profit Corporations Act* (the “Act”), the dissolution of the CLA requires the approval of the members by special resolution, meaning a resolution approved by a majority of not less than two thirds of the votes cast on that resolution.

In addition, the dissolution of the CLA must also be approved by a separate special resolution of each class of members voting as a class. Currently the CLA has five classes of members: Personal Members, Institutional Members, Corporate Members, Associate Members and Honorary Members – each of which must separately approve the dissolution by special resolution.

What happens if the dissolution is approved?

If the dissolution of the CLA is approved, the Board will discharge the CLA’s liabilities and distribute the CLA’s assets in accordance with the Articles of Continuance of the CLA, the Act and the requirements of the Charities Directorate of the Canada Revenue Agency. After the liabilities are satisfied and the assets are distributed the Board will file Articles of Dissolution with Corporations Canada. The dissolution will not be filed until after CLA’s conference in June.

What happens if the dissolution is not approved?

If the dissolution is not approved the CLA will continue to operate. The current Board has serious concerns about the sustainability of the CLA and has recommended dissolution.

How can members participate in the Special Meeting?

Members may either attend the Special Meeting in person or designate a proxy to speak and vote on their behalf by following the instructions below. An option to participate and vote remotely will also be provided.

How can members designate a proxy?

Proxy Votes

The CLA bylaws provide for voting by proxy. Any member 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 Special Meeting 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 Special Meeting or presented at the door of the Special Meeting, 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.