



Canadian Association
Library canadienne
Association des bibliothèques

January 5, 2016

As you are aware, the CLA Executive Council has been working with the Future Federation Working Group (Working Group) on the development of a proposal to replace the CLA with a federation consisting of library associations from across the country.

CLA Executive Council has called a Special General Meeting to vote on the dissolution of CLA at the end of January 2016 based on the recommendations found within the final proposal from the Working Group.

Please find a link below to the meeting materials. You may find them on the CLA website (<http://www.cla.ca/cla-at-work/governance/special-general-meeting-january-2016/>).

[Materials for the CLA Special General Meeting January 2016](#)

We hope that you are able to attend this Special Meeting or are able to participate through one of the two alternative means noted below. If you have any questions, please do not hesitate to contact staff at the CLA Office or any member of CLA Executive Council.

Special Accessibility Needs

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.

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.

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?

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.