



Township of Uxbridge Public Library Board Meeting Agenda

Date: Thursday, October 26, 2023 @ 7:00 PM

Location: Uxbridge Public Library

1. Call to order - Dave

- First Nations Land Acknowledgement - Dave

2. Announcements

- Round table

3. Disclosure of Pecuniary Interest and the General Nature thereof.

4. Approval of Agenda

5. Approval of March Minutes

6. Committees:

6.1 Governance and HR Committee

- Photography in the Library Policy (update)

6.2 Finance – Amanda / Corrinne

- August & September accounts
- Q3 report
- Draft budget (20 minutes)
 - Photocopier replacement - actually saving a little money!

6.3 Community Committee – Corrinne

- Kerri hosted an Insignia Cataloguer online meet and greet (Sept. 28)
- Uxbridge hosted an Insignia Discovery Day (Oct. 3). Both were very beneficial for all parties.
- Library Counting Week - October 15 – 21
- Service Canada partnership - October 25 is first date

7. New Business

- Zephyr Library Community engagement
- Carillon replacement



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8. Ongoing Business / Action items

- PLOG application submitted Sept 28 (late opening this year)
- Strategic Plan moved to November meeting.
- Shelving / flooring updates
- December closure

9. Correspondence

- LSC is going out of business, see attached letter - There is one meeting scheduled for tomorrow (October 20) at which a final decision should be made
- Goodwood residents have expressed concern over the condition of the Little Free Library in Goodwood. It was a Library initiative in 2013 to 2016 that was funded by a grant from Uxperience.
- Dogs in the Library email
- Recommended article:
 - https://canurb.org/wp-content/uploads/CUI_Overdue_report_10.04.23.pdf
-

10. Date of Next Board Meeting: Nov. 23rd

11. Adjournment



Township of Uxbridge Public Library Board Meeting Minutes

Date: Thursday, September 14, 2023 @ 7:00 PM

Location: Uxbridge Public Library

Present: Dave Phillips, Agnes Croxford, Christine McKenzie, Gord Shreeve, Kate Devine, Sheldon Wolfson, Cathy Peters, Dwight Clements, Corrinne Morrison, Amanda Ferraro

Regrets: Zed Pickering

1. Dave called the meeting to Order at 6:59 pm.

- First Nations Land Acknowledgement - Dave

2. Guest Speaker / Announcements / Concerns

- Accessibility training – Emily Elliott, Deputy Clerk & Mackenzie and Sarah, Chair and Co-Chair, Accessibility Committee (30 minutes) – Power point included in the Agenda.
- Sheldon expressed his concern with Peel removing books (school boards). Corrinne reported that we are not seeing this currently in Uxbridge / Durham
- Kate commented on how fast the Children Programming filled and wondered about expanding programming? Corrinne is looking to expand some programming and reminded the Board that we are limited by space and staff time.
- Christine announced that the middle of October is Ontario Public Library Week. Corrinne mentioned the staff were already working on some celebration materials / programs.

3. Disclosure of Pecuniary interest and the General Nature thereof.

✓ *No disclosures*

4. Approval of Agenda

✓ *Moved by Sheldon, seconded by Christine; carried.*

5. Approval of June Minutes

✓ *Moved by Christine, seconded by Agnes; carried.*

6. Committees:

6.1 Governance and HR Committee

- Policies for review at our October meeting
 - Photography in the Library – Policy handed out. Corrinne to set up meeting for HR Committee to review it.



Township of Uxbridge Public Library Board Meeting Minutes

Date: Thursday, September 14, 2023 @ 7:00 PM

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6.2 Finance – Amanda / Corrinne

- June, July accounts
- Q2 report
- ✓ *Moved by Sheldon, seconded by Dwight; carried.*
- The library has recently received two Volumes of Giving Donations, First is for \$1,000 (Eric S in memory of his parents, Second is for \$500 (Classics Book Club in memory of a member)

6.3 Community Committee – Corrinne

- Strategic Planning updates –
 - General group suggestions to gather additional feedback, explore Ontario Library resources, and to review last terms vision, mission, goals.
 - Suggestion to add performance indicators, outcomes,
 - Amanda to send out a request for comments before the October meeting and to a lot more time at the next meeting for a fuller discussion (30 minutes).
 - Next steps: to include a fuller discussion in October and then to have the Community Committee streamline the comments into a second draft for the November meeting.
- Census data: see attachment. Trend towards an aging population but the last census did show an increase for ages 0 to 4.
- Success of summer programs -very popular this year, especially the camps. Children's Dept full all summer 😊
- New students hired for the school year. 3 returning students and 4 new students hired. Training took place during the last week of August.
- Community Partners award - Award being presented tonight at 6 to all Durham Libraries. Maureen and Kim accepting on our behalf.
- Ian returning for Seniors and Robots - Douglas Crossing and Butternut contacted first and both are onboard & happy
- CD printer gaining popularity

7. New Business

- Zephyr Library options
- ✓ *Moved by Sheldon, that the concept drawings be presented to Council, AND THAT the request include public engagement with the Zephyr community*



Township of Uxbridge Public Library Board Meeting Minutes

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about the possible consolidation of facilities, AND THAT the request be referred to budget for consideration... seconded by Kate; carried (unanimous)

- Carillon replacement – This unit is starting to act strangely, ex. Continuous music, Ernie/Verdin suspects hard drive failure. Can no longer be repaired. Parts not available. Board requested that this be an Action item for the October meeting with additional information on replacement costs.

8. Ongoing Business / Action items

- Facility updates – Amanda
 - Masonry project completed.
 - Elexicon is now monitoring our heating and cooling equipment and we would like to engage them for an FCM Feasibility study with 80% funding up to \$65,000. The purpose of this grant is to reduce our carbon footprint.

<https://greenmunicipalfund.ca/funding/study-ghg-reduction-pathway-feasibility>

✓ *Moved by Agnes that the Library Board approve the Feasibility study AND THAT this initiative be included in the 2024 Capital budget request.*

- *seconded by Cathy; carried.*

- Shelving / flooring updates
 - Shelving has been ordered.
 - Flooring has been ordered.
 - Library moving company pending (2 quotes).
 - December closure – Corrinne will be discussing with staff at the staff meeting tomorrow morning with the intention to close fully for December 4 to 9 while packing occurs and for 1 week while unpacking. Hoping to have Children's and Study Room (with limited Adult items) open for the 2 weeks while carpet and shelving is being installed (Dec 11-22). Update to follow at the October meeting.

9. Correspondence



Township of Uxbridge Public Library Board Meeting Minutes

Date: Thursday, September 14, 2023 @ 7:00 PM

Location: Uxbridge Public Library

10. Date of Next Board Meeting: Oct. 26th

11. Adjournment 8:55 pm

✓ Moved by Gord, seconded by Christine; carried.

Date	Vendor ID	Vendor Check Name	Invoice Number	Invoice Description	Amount \$
2023-08-03	LIB001	LIBRARY SERVICES CENTRE	641117	BOOKS	\$210.34
2023-08-03	LIB001	LIBRARY SERVICES CENTRE	641653	BOOKS	\$548.36
2023-08-03	WHI007	WHITEHOTS INC	3496033	BOOKS	\$198.44
2023-08-03	DEL002	DE LAGE LANDEN	9128826	COPIER-8/15/23-9/14/23	\$173.44
2023-08-03	ENB001	ENBRIDGE	113542251003/JUL2023	ESTIMATE-JUNE 16 TO JULY 17	\$212.68
2023-08-03	BLU001	BLUE HERON BOOKS	372561	BOOKS	\$38.60
2023-08-03	BLU001	BLUE HERON BOOKS	373503	BOOKS	\$45.36
2023-08-03	HEA002	HEAT-AIR MECHANICAL LTD.	38979	INSPECTION-JULY	\$2,503.88
2023-08-03	LAW001	LAWNSCAPE	45669-LIBRARY	GRASS CUTTING-JULY 10&17-LIB	\$56.50
2023-08-03	FIB003	FIBERNETICS CORPORATION	649192	TELEPHONE-AUG 1 TO SEPT 1	\$135.54
2023-08-03	LIB001	LIBRARY SERVICES CENTRE	641654	BOOKS	\$61.80
2023-08-03	HOR003	HORTON AUTOMATICS OF ONTARIO	110651	MAINTENANCE	\$572.07
2023-08-03	ROG002	ROGERS	234-577581309/JL2023	INTERNET-JULY 22 TO AUG 21	\$135.59
2023-08-03	VER001	ELEXICON ENERGY	51001548-02/JULY2023	HYDRO-JUNE 8 TO JULY 8	\$1,220.35
2023-08-03	SUS009	SUSTAINABLY GRACE'D SERVICES INC.	1070	SUPPLY/INSTALL CONCRETE SLABS	\$1,565.05
2023-08-03	LIB001	LIBRARY SERVICES CENTRE	641513	BOOKS	\$314.33
2023-08-03	DEL002	DE LAGE LANDEN	9076760	COPIER-7/15/23-8/14/23	\$162.28
2023-08-03	WHI007	WHITEHOTS INC	3496911	BOOKS	\$158.43
2023-08-03	BRU008	BRUCE CLARK & SON PLUMBING &	14956	MAINTENANCE	\$318.77
2023-08-03	LIB001	LIBRARY SERVICES CENTRE	641313	BOOKS	\$227.61
2023-08-03	BLU001	BLUE HERON BOOKS	373075	BOOKS	\$39.69
2023-08-03	BLU001	BLUE HERON BOOKS	373076	BOOKS	\$104.01
2023-08-03	HEA002	HEAT-AIR MECHANICAL LTD.	38944	SERVICE	\$528.28
2023-08-03	LIB001	LIBRARY SERVICES CENTRE	641514	BOOKS	\$29.24

2023-08-03 CET001	C.E.T. PROPERTY MAINTENANCE INC.	1838-LIBRARY	GRASS CUTTING-JULY 10&17-LIB	\$119.78
2023-08-03 HYD005	HYDRO ONE NETWORKS INC.	200072033278/JUL2023	HYDRO-JUNE 6 TO JULY 7	\$151.85
2023-08-03 RON001	RONA INC.	33220-13690991	SUPPLIES	\$36.26
2023-08-10 LIB001	LIBRARY SERVICES CENTRE	641834	BOOKS	\$12.38
2023-08-14 CIB003	CIBC VISA	JUNE 25-JULY 24/2023	EXPENSES-JUNE 25 TO JULY 24	\$2,437.81
2023-08-16 BLU001	BLUE HERON BOOKS	373896	BOOKS	\$46.17
2023-08-16 CET001	C.E.T. PROPERTY MAINTENANCE INC.	1839-LIBRARY	GRASS CUTTING-JULY 24&31-LIB	\$119.78
2023-08-16 WHI007	WHITEHOTS INC	3499753	BOOKS	\$142.36
2023-08-16 BEL001	BELL CANADA	9054732375/AUG2023	TELEPHONE-AUGUST	\$125.80
2023-08-16 CDW001	CDW CANADA INC.	KZ55279	SUPPLIES	\$2,009.86
2023-08-16 CWB001	CWB NATIONAL LEASING	18627182	EQUIPMENT LEASE-AUGUST	\$353.92
2023-08-16 DJM001	DJ MCRAE CONTRACTORS LTD.	3	APPLICATION NO. 3	\$61,022.03
2023-08-16 LAW001	LAWNSCAPE	45686-LIBRARY	GRASS CUTTING-JULY 24&31-LIB	\$56.50
2023-08-16 LIB001	LIBRARY SERVICES CENTRE	641835	BOOKS	\$99.29
2023-08-16 CWB001	CWB NATIONAL LEASING	18633724	EQUIPMENT LEASE-SEPT	\$353.92
2023-08-16 BLU001	BLUE HERON BOOKS	373474	BOOKS	\$16.37
2023-08-16 WHI007	WHITEHOTS INC	3497891	BOOKS	\$247.78
2023-08-16 WHI007	WHITEHOTS INC	3498767	BOOKS	\$245.51
2023-08-16 XER001	XEROX CANADA LTD.	85735484	MAINTENANCE	\$102.06
2023-08-16 LIB001	LIBRARY SERVICES CENTRE	641834	BOOKS	\$523.55
2023-08-28 HYD005	HYDRO ONE NETWORKS INC.	200072033278/AUG2023	HYDRO-JULY 7 TO AUG 5	\$170.41
2023-08-28 LES001	LESLIE NAGLE	MILEAGE-JUNE/2023	MILEAGE-JUNE	\$114.24
2023-08-28 LAK003	LAKERIDGE HEALTH	B9357Q1LIBRARY23	CARDIAC SAFE PROG-APR TO JUN23	\$282.50
2023-08-28 BRO001	BRODART CANADA COMPANY	084423	SUPPLIES	\$354.43
2023-08-28 LAW001	LAWNSCAPE	45914-LIBRARY	GRASS CUTTING-AUG 7 & 14-LIB	\$56.50

2023-08-28 LIB001	LIBRARY SERVICES CENTRE	84638	2023 FIXED PRICE PROCESSING PL	\$3,582.10
2023-08-28 DEL002	DE LAGE LANDEN	9176169	COPIER-9/15 TO 10/14	\$173.44
2023-08-28 PEG001	PEGGY KENNEDY	PETTY CASH-AUG/23	PETTY CASH-AUG/2023	\$205.93
2023-08-28 VER001	ELEXICON ENERGY	51001548-02/AUG2023	HYDRO-JULY 8 TO AUG 8	\$1,500.03
2023-08-28 CET001	C.E.T. PROPERTY MAINTENANCE INC.	1840-LIBRARY	GRASS CUTTING-AUG 7 & 14-LIB	\$119.78
2023-08-28 ENB001	ENBRIDGE	113542251003/AUG2023	ESTIMATE-JULY 18 TO AUG 17	\$232.03
				<u>\$84,575.01</u>

Date	Vendor ID	Vendor Check Name	Invoice Number	Invoice Description	Amount \$
2023-09-06	MIN003	MINISTER OF FINANCE	EHT-AUG-LIBRARY	EHT-AUGUST-LIBRARY	\$1,255.64
2023-09-11	LIB001	LIBRARY SERVICES CENTRE	642512	BOOKS	\$17.96
2023-09-11	LIB001	LIBRARY SERVICES CENTRE	642512	BOOKS	\$48.87
2023-09-11	XER001	XEROX CANADA LTD.	85742215	COPIERS-SEPT	\$78.91
2023-09-11	LIB001	LIBRARY SERVICES CENTRE	642512	BOOKS	\$24.35
2023-09-13	CIB003	CIBC VISA	JULY 25 TO AUG 24/23	EXPENSES-JULY 25 TO AUG 24/23	\$2,518.06
2023-09-14	CWB001	CWB NATIONAL LEASING	18640017	EQUIP.LEASE-OCT	\$353.92
2023-09-14	DUR045	DURHAM FIRST AID INC.	20708	BABYSITTER COURSE	\$555.96
2023-09-14	HEA002	HEAT-AIR MECHANICAL LTD.	39188	SERVICE	\$622.47
2023-09-14	LIB001	LIBRARY SERVICES CENTRE	642196	BOOKS	\$222.75
2023-09-14	BEL001	BELL CANADA	9054732375/SEPT2023	TELEPHONE-SEPTEMBER	\$125.80
2023-09-14	WHI007	WHITEHOTS INC	3495197	BOOKS	\$164.39
2023-09-14	FIB003	FIBERNETICS CORPORATION	653419	TELEPHONE-SEPT 1 TO OCT 1	\$135.54
2023-09-14	LIB001	LIBRARY SERVICES CENTRE	642512	BOOKS	\$26.35
2023-09-14	LIB001	LIBRARY SERVICES CENTRE	642402	BOOKS	\$138.26
2023-09-14	LAW001	LAWNSCAPE	45925-LIBRARY	GRASS CUTTING-AUG 21 * 28-LIB	\$56.50
2023-09-14	CET001	C.E.T. PROPERTY MAINTENANCE INC.	1841-LIBRARY	GRASS CUTTING-AUG 21 & 28-LIB	\$119.78
2023-09-14	WHI007	WHITEHOTS INC	3501039	BOOKS	\$346.92
2023-09-26	CDW001	CDW CANADA INC.	LM27918	TEAMVIEWER	\$592.85
2023-09-26	HYD005	HYDRO ONE NETWORKS INC.	200072033278/SEP2023	HYDRO-AUG 5 TO SEPT 7	\$109.49
2023-09-26	CET001	C.E.T. PROPERTY MAINTENANCE INC.	1842-LIBRARY	GRASS CUTTING-SEPT 4&11-LIB	\$119.78
2023-09-26	HEA002	HEAT-AIR MECHANICAL LTD.	39220	SERVICE	\$420.93
2023-09-26	DUR013	DURHAM REGION -UTILITY FINANCE	7884100000/SEPT2023	WATER AND SEWER-JUNE28-AUG30	\$937.67
2023-09-26	ENB001	ENBRIDGE	113542251003/SEP2023	ESTIMATE-AUG 18 TO SEPT 18	\$233.30

2023-09-26 HEA002	HEAT-AIR MECHANICAL LTD.	39186	SERVICE	\$6,078.63
2023-09-26 LAW001	LAWNSCAPE	46020-LIBRARY	GRASS CUTTING-SEPT 4,11-LIB	\$56.50
2023-09-26 NET001	NETAGEN	119594-LIBRARY	SERVICES-SEPT-LIBRARY	\$2,041.91
2023-09-26 NET001	NETAGEN	117482-LIBRARY	SERVICE-AUG-LIB	\$2,041.91
				<u>\$19,445.40</u>

**NOTICE OF A SPECIAL MEETING OF THE MEMBERS
OF LIBRARY SERVICES CENTRE (THE “CORPORATION”)**

TO: VOTING MEMBERS OF the Corporation (“MEMBERS”)

NOTICE is hereby given that a special meeting (the “**Meeting**”) of the members of the Corporation is called for and will be held virtually on October 20th at 10a.m. (**Toronto time**), for the following purposes:

1. to consider a special resolution to authorize the sale of all or substantially all of the assets of the Corporation (the text of the Special Resolution is attached at Schedule A);
2. to consider a special resolution to authorize amend the by-laws of the Corporation the text of the Special Resolution is attached at Schedule A and a draft of the revised by-law is attached at Schedule C);
3. to consider a special resolution to require the Corporation be voluntarily wound up (the text of the Special Resolution is attached at Schedule A);
4. to consider, in connection with the voluntary wind up of the Corporation, resolutions for the appointment of a liquidator, the powers of the liquidator, and the appointment of a committee of members to determine the remuneration of the liquidator; and
5. to conduct such other matters as may properly come before the Meeting.

A memorandum providing additional information about the nature of business to be addressed at the Meeting and outlining the circumstances affecting the Corporation is attached at Schedule B.

If you are unable to attend the Meeting, please complete the proxy attached as Schedule D appointing a proxyholder to vote at the Meeting on your behalf and return same to the Secretary at 120 Queen Street, Chatham, ON N7M 2G6 prior to the commencement of the Meeting. A completed proxy may also be sent to the Board Chair of the Corporation at tanias@chatham-kent.ca prior to the date of the Meeting.

By order of the board of directors of the Corporation this the 19th day of September, 2023.

Name: Tania Sharpe
Title: Board Chair

SCHEDULE A

TEXT OF SPECIAL RESOLUTIONS

WHEREAS the Corporation's board of directors believe it is in the best interest of the Corporation to (i) sell the building and lands owned by the Corporation at 131 Shoemaker Street, Kitchener, Ontario (the "Property") and (ii) voluntarily wind up the Corporation to dispose of all of its remaining assets and liabilities, and thereafter dissolve.

AND WHEREAS the *Not-for-profit Corporations Act, 2010* requires the Corporation's Members to approve by special resolution the sale of the Property, the voluntary wind-up of the Corporation, and the appointment of a liquidator;

AND WHEREAS the "Memorandum Re Special Resolutions" presented to the Members as an attachment to the Notice of Meeting contains the good faith assessment of the board of directors with respect to the subject of these special resolutions.

NOW THEREFORE BE IT RESOLVED as a special resolution that:

1. The sale of the lands and building at 131 Shoemaker Street, Kitchener be authorized and the board of directors be authorized to fix the terms and conditions of the sale.
2. The by-laws of the Corporation be amended to delete the references to "thirty (30)" clear days in sections C.10 and C.11 of by-law number 3 and replace them with "ten (10)", substantially in the form attached to the notice of Meeting.
3. Effective as of October 20, 2023, the Corporation be required to be wound up voluntarily.
4. Effective as of October 20, 2023, the Board will appoint the liquidator of the estate and effects of the Corporation for the purpose of winding up its activities and affairs and distributing its property, the liquidator be authorized to may make any compromise or other arrangement that the liquidator thinks expedient with any creditor or person claiming to be a creditor or having or alleging that they have a claim, present or future, certain or contingent, liquidated or unliquidated, against the Corporation or by which the Corporation may be rendered liable, and the board of directors be authorized to fix the remuneration to be paid to the liquidator.
5. A committee of three (3) members consisting of representatives from the Board being a member of the Corporation, be authorized and directed to appoint the liquidator of the Corporation, to fill any vacancy in the office of the liquidator, and fix the remuneration thereof.

SCHEDULE B

MEMORANDUM RE SPECIAL RESOLUTIONS

TO: The Members of Library Services Canada (“LSC”)
FROM: The Board of Directors of LSC
RE: Special Meeting Matters – Proposed Wind-up of LSC

After considerable internal discussion and efforts to return to a sustainable operation, the board of directors has concluded that the business of LSC is not sustainable and that, in the interests of all stakeholders, LSC should cease operating and be wound up, and thereafter be dissolved.

Financial situation of LSC

LSC’s financial situation has been declining in recent years, and its outlook is poor for the fourth quarter of 2023 and beyond. LSC is operating at a loss each month and cannot sustain itself any longer. The Corporation has not been successful achieving material cost savings or efficiencies, nor in bringing in sufficient new business to cover costs. As such, employee layoffs have been necessary.

LSC has been committed to serving the library community since 1985 and the Board is deeply saddened by LSC's current financial situation.

COVID and staffing attrition had a significant and ongoing impact on LSC's operations and despite the best efforts of the Board and CEO, financial stability has not been achieved.

In response to legal advice, it is the Board's desire to wind down LSC operations in the most timely, ethical manner and in the best interests of our employees.

Should the financial outlook change, the Board may reconsider this decision however the Board believes a voluntary wind up is the most prudent course of action.

Amendment to by-laws

By-law number 3 is the current general by-law of the Corporation. It currently provides that members must be given at least 30 clear days notice of a meeting prior to the meeting taking place. Any amendment to the by-laws requires a resolution be passed by at least 2/3 of the members present in person or by proxy at a meeting called for that purpose. The corporation proposes that the bylaw be amended so to change the minimum notice of a meeting of members from 30 days to

10 days, so as to reduce the delay in receiving the consent of the members to any future matters requiring their approval.

Sale of 131 Shoemaker

LSC's principal asset consists of the lands and building located at 131 Shoemaker Street, Kitchener. The board has received an opinion of value from a broker estimating its market value of the building both to an investor on an income basis, and on a market comparable basis. At the mid to high range of these estimates, LSC will likely receive sufficient proceeds to satisfy all its known liabilities and may have proceeds remaining to be distributed.

As the Property represents substantially all of LSC's assets by value, the Corporation has begun looking for a buyer of the property at a purchase price that would likely be sufficient to cover LSC's liabilities. Given LSC's operating losses, priority will be given to closing a sale quickly so that the proceeds may be utilized to satisfy the Corporation's creditors quickly and proceed with winding up the Corporation. It is not practicable in the circumstances to wait until a firm offer from a specific purchaser has been received prior to asking for the member's to approve such sale. Therefore, the Special Resolution being presented to the members for consideration authorizes the board of directors to set the terms and conditions of such sale.

Voluntary Wind Up and Appointment of Liquidator

Pursuant to the *Not-for-profit Corporations Act, 2010*, Members may by special resolution require that the Corporation be wound up. Members may appoint a liquidator or authorize a committee of members, creditors or contributories (called inspectors) to appoint a liquidator and set the remuneration therefore.

Within 10 days after the resolution has been passed, the Corporation shall file notice in the approved form of a resolution requiring the voluntary winding up of the Corporation with the government.

The effect of passing a special resolution to wind up the Corporation is that the Corporation will immediately cease to carry on its activities, except in so far as may be required as beneficial for the winding up, but its corporate existence and all its corporate powers, even if it is otherwise provided by its articles or by-laws, continue until the Corporation is wound up. After the commencement of a voluntary winding up, (a) no action or other proceeding shall be commenced against the Corporation; and (b) no attachment, sequestration, distress or execution shall be put in force against the estate or effects of the Corporation, except (in each case) by leave of the court and subject to such terms as the court imposes.

Powers and Duties of a Liquidator

The liquidator may be one or more persons, who may be directors, officers or employees of the Corporation. The liquidator acts as liquidator of the estate and effects of the Corporation for the purpose of winding up its activities and affairs and distributing its property.

The liquidator, with the approval of the members or the inspectors, may make any compromise or other arrangement that the liquidator thinks expedient with any creditor or person claiming to be a

creditor or having or alleging that they have a claim, present or future, certain or contingent, liquidated or unliquidated, against the Corporation or by which the Corporation may be rendered liable. With such consent, the liquidator may compromise all debts and liabilities capable of resulting in debts, and all claims, whether present or future, certain or contingent, liquidated or unliquidated, subsisting or supposed to subsist between the Corporation and any contributory, alleged contributory or other debtor or person who may be liable to the Corporation and all questions in any way relating to or affecting the property of the Corporation, or the winding up of the Corporation, upon the receipt of such sums payable at such times and generally upon such terms as are agreed, and the liquidator may take any security for the discharge of such debts or liabilities and give a complete discharge in respect of them.

Liquidation and Dissolution

Upon a winding up,

- (a) the liquidator shall apply the property of the Corporation in satisfaction of all its debts, obligations and liabilities;
- (b) after satisfying the interests of the Corporation's creditors in all its debts, obligations and liabilities, if any, the liquidator shall distribute the remaining property, (since it is a charitable corporation) to a Canadian body corporate that is a registered charity under the *Income Tax Act (Canada)* with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada,
- (c) in distributing the property of the Corporation, debts to employees of the Corporation for services performed for it due at the commencement of the winding up or within one month before, not exceeding three months' wages and vacation pay accrued for not more than 12 months, shall be paid in priority to the claims of the ordinary creditors, and the employees of the Corporation are entitled to rank as ordinary creditors for the residue of their claims; and
- (d) all the powers of the directors cease upon the appointment of a liquidator, except in so far as the liquidator may authorize the continuance of such powers.

The liquidator is obligated to account to the members for the manner in which the winding up was conducted and the property of the Corporation disposed of, and then shall call a meeting of the members for the purpose of having the account laid before them and hearing any explanation that may be given by the liquidator. Ten days after the meeting the liquidator files notice of the meeting with the government, and then three months after filing such notice the Corporation is automatically dissolved.

If however, the is not able to compromise, settle and satisfy all the liabilities of the Corporation out of the proceeds of the assets, then the Corporation may only be dissolved by court order or a proceeding under the *Bankruptcy and Insolvency Act*.

Appointment of Board sub committee as Liquidator

The board is recommending a sub committee comprised of the Board Chair, Vice Chair and Chair of Finance committee be members of the sub committee to appoint a Liquidator. At the member meeting on October 20, 2023 three members will be asked to join the sub committee to supervise the conduct of the wind up. See appointment of Inspector Committee.

Appointment of Inspector Committee

The Corporation proposes to appoint a committee of three (3) members to act as inspectors per the *Not-for-profit Corporations Act, 2010* to fill any vacancy in the office of the liquidator, and to fix the remuneration therefore, and otherwise supervise the conduct of the wind up by the liquidator.

The following is to be determined at the member meeting on October 20, 2023. Each of [●], [●], and [●] have been members of the corporation for many years and have each consented to appoint a representative to server on the committee. Appointing a committee of inspectors from the members will allow the wind up to proceed more efficiently than requiring additional member meetings be called to fill vacancies in the position of liquidator etc.

SCHEDULE C
PROPOSED REVISED BYLAW NO. 3

See attached.

**SCHEDULE D
PROXY**

LIBRARY SERVICES CENTRE (THE “CORPORATION”)

**SPECIAL MEETING OF MEMBERS (THE “MEETING”) TO BE HELD AT 10A.M.
EST ON OCTOBER 20, 2023 AT ZOOM**

**DELIVER OR EMAIL THIS PROXY TO:
[TANIA SHARPE
120 QUEEN ST. CHATHAM, ON N7M 2G6
EMAIL: TANIAS@CHATHAM-KENT.CA
OR PROVIDE IT TO THE SECRETARY
PRIOR TO THE COMMENCEMENT OF THE MEETING**

A voting Member has the right to appoint a proxy holder of their choice to attend and act for the voting Member on the voting Member’s behalf at the meeting. To exercise this right, the voting Member may insert the name of the desired person (who may but need not be a Member) in the blank space provided herein.

The undersigned, appoints Tania Sharpe (Chair of the board of the Corporation), or in lieu of her Zarena Cassar as proxy for the undersigned to attend, act and vote for and on behalf of the undersigned. This proxy is only valid at the Special Meeting of Members to be held at: 10 a.m. EST on October 20, 2023, and at any and all adjournments thereof, in accordance with the instructions identified below.

The undersigned grants authority to the proxy holder to vote in his/her discretion in respect of any amendment to any motion properly brought before the meeting or any other matter not listed below. In the absence of contrary instructions, the proxy holder shall vote in favour of each of the following motions. The undersigned instructs the proxy holder to act in accordance with the instructions of the undersigned on any ballot that may be called for on which the undersigned has authorized the proxy holder to vote.

TO INSTRUCT AND EMPOWER THE PROXY HOLDER, MARK AN “X” IN EITHER THE “FOR” OR “WITHHOLD” BOX. WHERE THE BOX IS NOT MARKED, THE VOTE IS “FOR” THAT RESOLUTION.

SPECIAL RESOLUTION – SALE OF PROPERTY

The sale of the lands and building at 131 Shoemaker Street, Kitchener be authorized and the board of directors be authorized to fix the terms and conditions of the sale. FOR WITHHOLD

SPECIAL RESOLUTION – VOLUNTARY WIND-UP OF CORPORATION

The by-laws of the Corporation be amended to delete the references to “thirty (30)” clear days in sections C.10 and C.11 of by-law number 3 and replace them with “ten (10)”, substantially in the form attached to the notice of Meeting. FOR WITHHOLD

SPECIAL RESOLUTION – VOLUNTARY WIND-UP OF CORPORATION

Effective as of to be determined the Corporation be required to be wound up voluntarily. FOR WITHHOLD

RESOLUTION – APPOINTMENT AND REMUNERATION OF LIQUIDATOR

Effective as of to be determined be appointed the liquidator of the estate and effects of the Corporation for the purpose of winding up its activities and affairs and distributing its property, the liquidator be authorized to may make any compromise or other arrangement that the liquidator thinks expedient with any creditor or person claiming to be a creditor or having or alleging that they have a claim, present or future, certain or contingent, liquidated or unliquidated, against the Corporation or by which the Corporation may be rendered liable, and the board of directors be authorized to fix the remuneration to be paid to the liquidator. FOR WITHHOLD

RESOLUTION – DELEGATION TO COMMITTEE OF INSPECTORS

A committee of three (3) members consisting of representatives from the Board and members, each being a member of the Corporation, be authorized and directed to appoint the liquidator for the Corporation, to fill any vacancy in the office of the liquidator, and to fix the remuneration therefore. FOR WITHHOLD

Member’s Name:

Name of Signatory :