

**Friends of Canadian Libraries**  
**Special Meeting Oct. 27, 2016**

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**SPECIAL RESOLUTION**  
**OF THE MEMBERS OF**  
**FRIENDS OF CANADIAN LIBRARIES (FOCAL)**  
**(the "corporation")**

**DISSOLUTION OF THE CORPORATION**

BE IT RESOLVED as a special resolution that:

1. The FOCAL Board is hereby authorized to cause the Corporation to distribute any money or other property in accordance with section 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 230(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 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 officer may determine to be necessary or advisable in connection with such dissolution, the execution of any such documents or the doing of any such other act or thing being conclusive evidence of such determination.

Dated the 27<sup>th</sup> day of October, 2016.