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10,574.487

January 22, 1962

Mr. W. G. Holmes
P.O. Box 1202
Victoria, B.C., Canada

MERGER

Dear Mr. Holmes:

In response to your question of January 10, 1962 addressed to Mr. J. J. Anderson, I would say that the answer is not yet clearly available.

At first, it was thought that two-thirds of the voting members of each Institute would have to approve. That would mean getting out an unpresedented number of votes. Neither Institute has ever gotten a response of over 35% on any election or question. It would certainly be desirable to have the largest possible participation in this decision. On the other hand, 65% favorable, 5% negative, and 30% not responding would be most disappointing.

Latest word from Counsel, however, is that the law of New York State permits an action of this kind to be taken at an Annual Meeting, such as we have in June, where the whole membership has a chance to participate in person or by proxy. Then, if a quorum is present at the meeting (I think it is 100), the consolidation can be approved by favorable votes from two-thirds of those present in person or by proxy. Unless the lawyers change their minds again, this is the way it will be done; provided, of course, the two Boards approve and recommend to the membership.

This still means that a great effort should be made to get all members to vote. The consolidation must be approved by the court. It will have to be clear to the court that the membership approves. For this purpose, the 65%/5%/30% result, or even less, should be quite adequate.

This and many other matters relating to the proposed merger will be discussed at the Forum on Wednesday evening, January 31, at the 1962 Winter General Meeting. I hope the Victoria Section is represented.

Cordially yours,

N. S. Hibshman
Executive Secretary

NSH:amd

cc: Mr. J.J. Anderson

AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS
VICTORIA SECTION
VICTORIA, B.C.

JAN 16 1962

ADDRESS REPLY TO THE UNDERSIGNED AT:

P.O. Box 1202
VICTORIA B.C.

January 10, 1962

Mr. Hibshman

American Institute of Electrical Engineers,
General Administration Department,
345 East 47th Street
NEW YORK 17 N.Y.

ATT: Mr. J.J. Anderson
SECRETARY

SUB: Proposed A.I.E.E. - I.R.E. Merger

Dear Sir:

Would you kindly refer to Mr. W.H. Chase's letter dated November 2nd, 1961, dealing with the above subject.

In Mr. Chase's letter you will note that reference is made to "2/3 of the voting membership". At a recent meeting of this Section, it was suggested that clarification should be obtained as to exact meaning of this statement, that is - is the required majority 2/3 of those casting votes, or is it 2/3 of those eligible to cast votes?

Thank you for your kind attention in this matter.

Yours very truly,

W.G. Holmes,
SECRETARY-TREASURER

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