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April 27, 1962

Mr. N. S. Hibshman, Executive Secretary
American Institute of Electrical Engineers
345 East 47th Street
New York 17, N. Y.

Dear Mr. Hibshman: Re: Merger

I have considered once again the question of sending out the notice to your members of the Annual Meeting. Sec. C90.010 of your Constitution reads as follows:

"Notice of the Annual Meeting must be mailed to all voting members, as defined in C20.110, at least 10 days in advance of the meeting."
It makes no mention of the maximum time.

In connection therewith I wish to call to your attention Section 50 of the Membership Corporations Law dealing with mergers, which provides that the membership vote be had at a meeting held upon notice as prescribed in Section 43 of the Membership Corporations Law.

Section 43 of the Membership Corporations Law reads, in part, as follows:

"Whenever under the provisions of this chapter the members of a membership corporation created by general or special law are authorized to take special action at a meeting, and the manner of calling the meeting is not prescribed, the notice of the meeting shall be printed or written and signed by an executive officer. Such notice shall state the purpose or purposes for which the meeting is called, the time when and place where it is to be held, and shall be served personally or by mail upon each member residing within the United States entitled to vote at such meeting, not less than ten nor more than forty days before the meeting.

It might be argued (1) that the aforementioned provisions of your Constitution prescribe the manner of calling the meeting and all that is required is not less than 10 days notice, and (2) that the application of Section 43 is intended only when the manner of calling the meeting is not prescribed in the Constitution.

Then too and in variance to the foregoing, it may be said that the manner of calling the meeting contemplated is not set out specifically in Section 50 of the Membership Corporations Law, which deals with merger, and that by reason thereof and notwithstanding the provisions of your Constitution, the time element for sending out notices of meeting must be given as set out in said Section 43, namely, not less than 10 days nor more than 40 days before the meeting.

Since the difference between the 40 day period provided for in Section 43, and the earlier date suggested by you, is only 6 days, would it not be unwise to take a course of action which may create a question? The dating of the notice, May 11, 1962, but mailing it out more than 40 days before the date of the meeting could be objectionable.

It is my opinion, and I would suggest, that the notice of Annual Meeting be mailed out to the members not less than 10 nor more than 40 days before the meeting.

Sincerely yours,

Simon Presant

SP/MS