



**Minutes of the Canadian Welding Association's
2007 Annual General Meeting
held at the Renaissance Toronto Airport Hotel
Toronto, Ontario
at 4:30 pm on Monday, October 15, 2007**

Call to Order

At 4:30 pm, Dan Tadic, 1st Vice President of the CWA, assumed the Chair and called the meeting to order. He extended Emad Assaad's regrets at not being able to be here, saying that Emad had been called away on business. He welcomed everyone present to the Canadian Welding Association's sixth Annual General Meeting and stated that a future relationship between CWA and CWB Group would be discussed and, as a result, this would be one of the most important meetings of the Canadian Welding Association since the Canadian Welding Society merged with the Welding Products Manufacturers Association of Canada in 2001.

Appointment of Secretary

The Chairman asked the Executive Director, John Levi, to act as Secretary of the meeting.

Signing of Anti-Combines Form

The Chairman advised that the CWA's anti-combines form was being circulated and asked all present to sign this form, which indicates that each signer agreed to comply during the meeting with CWA's anti-combine guidelines.

Notice of Meeting

The Chairman asked the Secretary to read the Notice calling the meeting.

The Secretary read the Notice of Meeting and stated that the Notice was duly mailed to all members of the Association on September 7, 2007.

The Chairman directed that the Notice calling the meeting be duly filed and that a copy of the Notice be kept by the Secretary with the records of this meeting.

Meeting Regularly Constituted

The Chairman then asked the Secretary if the required number of members were present to constitute a quorum.

The Secretary advised that more than half of the Board of Directors was present, thus constituting a quorum.

The Chairman declared the meeting regularly called and properly constituted for the transaction of business.

Adoption of Agenda

The Chairman asked for a motion adopting the agenda for this Annual General Meeting.

So moved by Elgin Hartsell, seconded by Richard Hadley.

CARRIED

Approval of the AGM Minutes of September 25, 2006

The Chairman asked if there were any additions, deletions or corrections to the minutes of the Canadian Welding Association's Annual General Meeting held in Edmonton on September 25, 2006. He then asked for a motion adopting the minutes of that Annual General Meeting.

So moved by Jason Ryan, seconded by Jim Reid.

CARRIED

Ratification of Acts

The Chairman asked for a motion for ratification of the actions of the Board of Directors, that all acts, contracts, bylaws, proceedings, appointments, elections and payments enacted, made, done and taken by the directors and officers of the Canadian Welding Association since the last Annual General Meeting held on September 25, 2006 as the same are set out or referred to in the minutes of the meetings of the Board of Directors or the reports and financial statements submitted to this meeting, are hereby approved and confirmed.

So moved by Al Lundrigan, seconded by Dan Moore.

CARRIED

Update on the Future Relationship Between CWA and CWB Group, and Approval of an Initial Action Plan

The Chairman called on Doug Luciani, President and CEO of the CWB Group, to present a summary proposal for the future relationship between the CWA and the CWB Group.

Doug Luciani presented a summary of the proposal that was presented earlier at the Board of Directors meeting. Copies of both presentations are included in the reports related to the Board of Directors meeting and the Annual General Meeting.

His presentation included:

- A brief overview of the history of the process
- CWA members' approval of joining with the CWB Group by an 89% majority
- The CWB Group's board requirement for a review of the proposed process
- Activities of the CWB Group's board sub-committee
- The fact that two not-for-profit organizations cannot merge
- A proposal that the CWB Group acquire CWA National and that chapters be autonomous entities linked to the CWA by affiliation agreements
- A summary of the benefits of the proposal to members, chapters, the CWA as a whole and the Canadian welding industry.

No vote was held on this, as the process had been approved unanimously by the Board of Directors. Each affiliation agreement will require chapter approval, and members will have to approve the complete acquisition package.

Chapter Reports

The Chairman declared that, in the interest of completing the meeting within the allotted time, the reading of chapter reports would be waived. All available chapter reports are included in the report documents attached.

Suppliers Committee Report

Dale Malcolm, Chair of the Suppliers Committee, reported that:

- The Suppliers Committee would participate in developing a CWA Welding Handbook containing useful charts and information for Canadian welders. John Levi has sent an email to supplier members soliciting feedback on the contents of the publication.
- A membership directory would be more useful as a web-based document that could be kept current with contact information and some résumé items for individual members, as well as products and services for corporate members.
- The Committee would also support the National Seminar Program.
- Members of the Suppliers Committee who participated in the Western Manufacturing Technology Show that was held in Edmonton in June 2007 were not pleased with the SME's management of the show in terms of the marketing effort in advance of the show and the attendance and operations during the show.
- As a result of the concerns expressed about the SME, John Levi has sent a letter to the SME requesting details about the marketing plan that will support the next Weld Expo Canada trade show in 2008.

Journal Committee Report

John Levi presented the *Canadian Welding Association Journal* Committee report in Bob Shaw's absence. (Attached)

Treasurer's Report and Financial Statements for the Fiscal Year Ending June 30, 2007

Dale Malcolm reported that in the fiscal year ending June 30, 2007, there were two extraordinary sources of revenue:

- The Weld Expo Canada rebate of \$17,000
- The IIW issue of the *Canadian Welding Association Journal* for a net income of \$6,500

These will not recur in the 2008 fiscal year and, consequently, the CWA must find additional sources of revenue. The CWA's financial statements for 2007 are included in the attached reports document.

The Chairman asked for a motion to adopt the CWA's financial statements and Treasurer's report for the fiscal year ending June 30, 2007.

So moved by Al Lundrigan, seconded by Don Gemmell.

CARRIED

Appointment of Auditor

The Chairman asked the Treasurer for a motion that, with the retirement of Ray W. MacKenzie, the Canadian Welding Association authorize the Executive Committee to find and retain a qualified individual or company to act as the Association's auditor for the fiscal year, July 1, 2007 to June 30, 2008.

So moved by Dale Malcolm, seconded by Jason Ryan.

CARRIED

Executive Director's Report

John Levi, Executive Director, presented his report. (Attached)

President's Report

The Chairman presented the President's report in Emad Assaad's absence. (Attached)

Other Business

The Chairman asked if there were any further items of business to be brought before the meeting. There being none, he moved on to adjourning the meeting.

Adjournment

The Chairman announced that the Canadian Welding Association's 2007 Awards Dinner would begin at 5:30 pm with a reception in the foyer of the Muskoka Room, followed by dinner at 6:30 pm in the Algonquin Room. The recipient of the Michael N. Vuchnich Award is Ken Kerluke and of the Robert J. Jacobson Memorial Award, Don Gemmell, Chair of CWA's Hamilton & Region Chapter.

The Mike Cherry Memorial Scholarship will be presented to Erik Szakaly, a fourth-year mechanical engineering student at the University of Waterloo.

At 5:10 pm, the chairman declared that, as there was no further business to be brought before the meeting, the meeting was adjourned.

Respectfully submitted,



John Levi
Executive Director
Canadian Welding Association