



**Minutes of the CWA Board of Directors Meeting
Renaissance Toronto Airport Hotel
9:00 am to 4:00 pm, Monday, October 15, 2007**

October 17, 2007

Present		Regrets	
Executive Committee			
Dan Tadic	1 st Vice President & Hamilton & Region	Emad Assaad	President & Toronto
Ed Whalen	2 nd Vice President		
Dale Malcolm	Treasurer		
Bill Eccles	Past President & Ottawa		
Directors			
Don Gemmell	Hamilton & Region	Fernand Boivin	Nova Scotia
Ken Gould	Director	Victor Cooke	Thunder Bay
Elgin Hartsell	Director	Pierre Drolet	Director
Sylvester Mardell	Edmonton (by proxy)	Bill Gates	Golden Triangle
Craig Martin	Toronto	Richard Hadley	Director
Will Morlidge	Calgary	Tracy Lippai	Regina
Dan Rapinda	Winnipeg	Kelly Mitchell	Director
Jim Reid	Halifax	Brad Moe	BC
Guest			
Doug Luciani	CWB Group	Brian Newman	Golden Triangle
		Ken Van Dyk	Director
CWA Staff			
John Levi	Executive Director		

Opening Remarks

Dan Tadic chaired the meeting in Emad Assaad's absence. Dan presented Emad's regret at not being able to attend. He welcomed everyone and emphasized the importance of this meeting because the future relationship between the CWA and the CWB Group was the major item on the agenda.

Signing of the Anti-combines Form

All present signed the anti-combines form.

Adoption of the Agenda

Moved by **Bill Eccles**, seconded by **Ed Whalen**, that the agenda for the Board of Directors meeting be accepted as written. **CARRIED**

Adoption of Minutes

Moved by **Ed Whalen**, seconded by **Will Morlidge**, that the minutes of the Board of Directors meetings that were held in Toronto, Ontario on September 25, 2006 and in Edmonton, Alberta on May 5, 2007 be accepted as written. **CARRIED.**

Robert J. Jacobson Memorial Award Fund

John Levi explained the need to change the signing authorities for the bank account and the certificate of deposit (both held at the Royal Bank at Winston Churchill and Dundas in Mississauga) for the Robert J. Jacobson Memorial Award fund from the previous signing authorities in the CWA's Calgary Chapter to any two of the president, treasurer and executive director of the Canadian Welding Association.

Moved by Will Morlidge, seconded by Bill Eccles, that the signing authorities for both the bank account and the certificate of deposit related to the Robert J. Jacobson Memorial Award be transferred from members of the Calgary Chapter to members of CWA's executive committee and the executive director. **CARRIED**

Chapter and Committee Reports

All available chapter, committee and executive reports are shown in the attached document and/or on the website, at www.cwa-acis.org. Chapter chairs, committee chairs and association executives, including those not present, are requested to submit their reports as soon as possible, by email to jlevi@cwa-acis.org.

Chapter Reports

The following chapters presented reports at the meeting.

- Calgary
- Hamilton & Region
- Ottawa
- Winnipeg
- Toronto
- Halifax

The following reports were presented by Dan Tadic in the chapter representatives' absence.

- Edmonton
- Golden Triangle
- Nova Scotia

A few highlights of the reports included:

- Toronto – the annual membership directory is well accepted by members and is a good source of revenue
- Halifax and Ottawa are planning Try-the-Technology events based on Golden Triangle's model

Treasurer's Report (financial statements attached)

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 reports document attached.

Moved by Elgin Hartsell, seconded by Jim Reid, that the Treasurer's report be accepted as presented. **CARRIED**

Journal Committee Report (attached)

Bob Shaw submitted the *Canadian Welding Association Journal* committee report in writing and it was read by John Levi.

Suppliers Committee Report

Dale Malcolm 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 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.

Membership & Executive Director's Report (attached)

John Levi presented the membership report.

President's Report (attached)

Dan Tadic presented the president's report in Emad Assaad's absence.

Discussion of the Relationship Between the CWA and the CWB Group

Doug Luciani, president and CEO of CWB Group, made a presentation to the directors on a proposal for the future relationship between the CWA and the CWB Group. His remarks were based on the decision made at the CWB Group's board of directors meeting on October 12, 2007 and discussions over the past year with members of CWA's executive committee.

The content of the presentation can be found in the attached reports. The key points in his presentation included:

- Members of CWA approved a merger with the CWB Group with a majority of 89% of votes cast.
- The relationship must take the form of an acquisition because two not-for-profit organizations cannot merge.
- The CWB Group would acquire the CWA national body.
- Each chapter would be associated with the national body through an affiliation agreement that would ensure benefits for members and the chapter, as well as chapter autonomy.
- CWA would develop a single chapter affiliation agreement that chapters would agree to individually, prior to the purchase of CWA National.
- CWA members would vote again on the proposed structure once the affiliation agreements were in place.
- Once the affiliation agreements were in place, CWB Group would acquire CWA National.
- The target date for the signing of the affiliation agreements is March 31, 2008, coinciding with CWB Group's year end.
- Given the fact that the corporate entity is the Canadian Welding Society Inc., there is a need to incorporate the Canadian Welding Association or register it as a trademark.
- This is the right thing to do for everyone – members, chapters, CWA, CWB Group and the Canadian welding community.

Moved by Will Morlidge, seconded by Bill Eccles, that the board of directors of CWA recommends in principle the proposed acquisition of CWA National by the CWB Group after the development of a proposed affiliation agreement between CWA National and CWA's chapters.

CARRIED UNANIMOUSLY

Moved by Bill Eccles, seconded by Will Morlidge, that the CWA immediately incorporate the Association or register the Canadian Welding Association as a trademark, based on recommendations by CWB Group's lawyers.

CARRIED

A discussion followed on the implementation of the relationship. The directors developed several flipcharts (text attached) that included elements of:

- A value proposition for members
- A value proposition for chapters
- An affiliation agreement
- A basic action plan

Other Business

The directors and all present discussed the importance of representatives being present at the next board of directors meeting to discuss the relationship with CWB Group once the affiliation agreements between CWA National and CWA's chapters are in place.

Directors felt that financial support from CWA National to the chapters was important in order for directors to be able to attend board meetings. The possibility of attending by conference call was discussed. This was considered to be a last resort.

Next Meeting

All agreed that the next board of directors meeting should be held in Edmonton on Thursday, May 8, 2008. A reception and seminar for local welding professionals might be held in conjunction with the board meeting. The CWB Group would participate in the event.

Adjournment

At 3:35 pm, Dan Tadic reminded members of the board that the Annual General Meeting would follow at 4:30, the reception for the Awards Dinner at 5:30 and the Awards Dinner at 6:30 pm.

He then asked if there was any further business to be brought before the board of directors. There being none, he declared the meeting adjourned.

Respectfully submitted,



John Levi
Executive Director
Canadian Welding Association