



**Minutes of the CWA Board of Directors Meeting
Delta Edmonton South Hotel and Convention Centre
9:00 am to 4:00 pm, Thursday, May 8, 2008**

May 12, 2008

Executive Committee

Emad Assaad President & Toronto
Dan Tadic 1st Vice President &
 Hamilton & Region
Ed Whalen 2nd Vice President
Dale Malcolm Treasurer
Bill Eccles Past President & Ottawa

Directors & Representatives (present)

Victor Cooke Thunder Bay
Pierre Drolet Director
Don Gemmell Hamilton & Region
Ken Gould Director
Elgin Hartsell Director
Donald Landry Halifax
Dale Lesik Edmonton
Sylvester Mardell Edmonton
Brad Moe British Columbia
Will Morlidge Calgary
Albert Nagy Regina
Peter Piskor Winnipeg
Jason Ryan Golden Triangle

Proxies

Fernand Boivin Nova Scotia
Ken Van Dyk Director

Other Representatives

Doug Luciani CWB Group
Bob Shaw Canadian Welding
 Association Journal

CWA Staff

John Levi Executive Director

Directors & Representatives (absent)

Neil Armstrong Director
Bill Gates Golden Triangle
Tracy Lippai Regina
Kelly Mitchell Director
Brian Newman Golden Triangle
Dan Rapinda Winnipeg
Jim Reid Halifax

Opening Remarks

Emad Assaad, president of CWA, welcomed all present. He stressed the importance and significance of this board of directors meeting because of the changes that will be made to the Canadian Welding Association. He stated that the development of the Affiliation Agreement and National Chapter Handbook was a good experience because both parties had the goal of achieving a partnership between CWA and CWB. He thanked all participants in the development process (Doug Luciani from CWB Group, Dale Malcolm, Dan Tadic and John Levi from CWA) for their input and efforts, and Bill Eccles for initiating the process.

He invited everyone present and all members of the Canadian Welding Association to focus on the future.

Signing of the Anti-combines Form

All present agreed to abide by CWA's Anti-Combines Guidelines and signed the Anti-Combines form.

Adoption of the Agenda

Moved by Victor Cooke, seconded by Dan Tadic, that the agenda for the board of directors meeting be accepted as written. CARRIED

Adoption of Minutes

Moved by Will Morlidge, seconded by Jason Ryan, that the minutes of the board of directors meeting that was held in Toronto, Ontario on October 15, 2007 be accepted as written. CARRIED.

Future of the Canadian Welding Association

Doug Luciani opened the discussion by stating that it was important to bring the Canadian Welding Association together with the Canadian Welding Bureau because of the positive effect it will have on Canadian industry's ability to meet international competition. A lot of welding work that could be done in Canada, if labour were available, is being done offshore. And this situation is accelerating. To correct it requires cooperation among all stakeholders in the Canadian welding community. He thanked the members of the CWA's executive committee for the work they did in the development of the Affiliation Agreement, the National Chapter Handbook and the new relationship that the documents defined between the CWB and CWA. He stated that CWB Group's objective was to grow CWA in terms of members and chapters, and to use CWA as one of the vehicles for improving Canada's competitiveness in welding.

PDF copies of the Affiliation Agreement and the National Chapter Handbook were posted to the CWA's website (www.cwa-acs.org) and members were invited to comment. A reply will be sent to everyone who commented. A copy of the comments is attached. In summary, the three comments received were:

1. Go for it.
2. A five-year term for the Affiliation Agreement lacked commitment.
3. A member should be able to choose whichever chapter he/she wishes to belong to.
There is no the need to separate chapters from CWA National (CWB).
The Affiliation Agreement negated any reason for CWA to join CWB.
Several of the eligible activities listed in the Handbook should not be included.

Directors discussed the comments and expressed a concern about the area from which a Chapter draws its members and how those members were allocated to a chapter. Further, they were concerned as to how rebates would be allocated, whether members would be assigned to a chapter only on a geographic basis or also to the chapter that member chooses..

They discussed the need to communicate upcoming chapter activities across chapter boundaries given that a member of any one chapter must be treated as a member of any other chapter.

There was quick review of the National Chapter Handbook. Don Gemmell pointed out several errors and inconsistencies in the National Chapter Handbook.

Moved by Don Gemmell, seconded by Will Morlidge, that the following corrections be made to the National Chapter Handbook: CARRIED

1. Page 8 of 27
 - o Change the term for chapter executives from "annually" to "two years"
 - o Change the title "Executive Committee" to "Chapter Board"
 - o Delete the word "group" in the Chapter Board paragraph
 - o Make the position titles consistent (e.g. Chairman becomes Chair)
2. Page 9 of 27
 - o Delete the last sentence in the paragraph describing the duties and responsibilities of the Chair
3. Page 11 of 27
 - o In the first paragraph, change the term "Chapter Operation Manual" to "National Chapter Handbook"
4. Ensure that these corrections are consistent throughout the document.

Version 2 of the National Chapter Handbook has been posted to www.cwa-acs.org/agreement/.

At this point, the Affiliation Agreements were signed by all chapter chairs and copies given to each as available. PDF copies of the Affiliation Agreement will be emailed to all chapter chairs.

Doug Luciani explained the need for CWB Group to formally purchase the Canadian Welding Society Inc. (operating as Canadian Welding Association) and presented the following resolution for adoption by the board of directors of Canadian Welding Association.

PURCHASE AGREEMENT

The Corporation proposes to enter into an asset purchase agreement dated May 8, 2008 (the "**Purchase Agreement**"), between the Corporation and CWB Group - Industry Services (the "**Buyer**"), under which it will sell to the Buyer the Assets for the Purchase Price as those terms are defined and determined in the Purchase Agreement.

RESOLVED THAT:

1. The execution, delivery and performance of the Purchase Agreement are authorized, ratified and approved.
2. The execution, delivery and performance of all other agreements, documents, certificates and instruments contemplated by the Purchase Agreement (the "**Related Documents**") are authorized, ratified and approved.
3. Any director or officer of the Corporation is authorized and directed, for and on behalf of the Corporation, to negotiate, finalize, execute and deliver the Purchase Agreement and the Related Documents and to perform and to do all acts or things as, in his or her sole discretion, he or she deems necessary or desirable in order to complete the transaction contemplated by these resolutions.

Moved by Emad Assaad, seconded by Pierre Drolet, that the president of the Canadian Welding Association should sign the Purchase Agreement accepting the above three resolutions and selling the Association's assets to the CWB Group – Industry Services. CARRIED

Doug Luciani then presented Emad Assaad with a cheque in the amount of \$1.00 for the purchase of the assets of the Canadian Welding Association.

Treasurer's Interim Report

Dale Malcolm reported the following for the first 10 months of the 2008 fiscal year (July 1, 2007 to April 30, 2008):

- Revenues matched closely to the same period in 2007 with the exception of the revenues generated by the 2006 Weld Expo Canada trade show (\$20,288) and the special IIW issue of the *Canadian Welding Association Journal* (\$23,215)
- Expenses also matched closely with the exception of the production costs for the Journal (\$17,360)
- The CWB Group contributed \$25,000 to assist CWA in meeting projected operating costs.
- Net income for the period was \$9,619 but the cash flow for the period was lower as expenses incurred at the end of fiscal 2007 were paid in fiscal 2008

Financial Reporting Template

John Levi presented a template for chapters to use for their annual financial report. The template is in Excel format and should be useable by chapter treasurers who have a minimal familiarity with Excel. A copy of the template is attached in PDF format and will be sent to chapter treasurers early in fiscal 2009. Training for use of the template as needed may be made available at the next National Advisory Council meeting.

CWA's Fiscal Year

The Canadian Welding Association's fiscal year runs from July 1 to June 30. The 2008 fiscal year will end on June 30, 2008 and will then conform to the CWB Group's fiscal year running from April 1 to March 31.

The CWA's 2009 fiscal year and that of all chapters will be from July 1, 2008 to March 31, 2009. The 2010 fiscal year will match that of CWB Group – April 1, 2009 to March 31, 2010.

General Discussion

CWA News & Press Release

The results of this board of directors meeting, the adoption of the Affiliation Agreement, etc. will be included in the next issue of *CWA News*, CWA's email/fax newsletter, due to be transmitted during the week of May 12. In addition, a press release will be sent to the trade press.

Canadian Welding Association Journal

A major article on the new relationship between CWA and CWB will be included in the summer issue of the *Canadian Welding Association Journal*. The article may take the form of a joint interview with Doug Luciani and Emad Assaad.

The BC Chapter should be featured in an upcoming issue.

For the fall 2008 issue (the theme is military vehicles), a couple of pages should be dedicated to Canada's military and the job they do for Canada.

Future suggested ongoing features could include profiles on chapters, executives in welding, and welders.

New services from CWB Group

CWB Group will establish a job portal offering a place to post both job opportunities and positions sought. The portal will be searchable so that both employers and job seekers can make selections appropriate to needs and skills.

CWA membership directory

Directors discussed establishing a membership directory in either or both an online form or printed version. This was generally thought to be a good idea but there are challenges under privacy laws about publishing personal contact information without permission. This will be reviewed.

Benefit programs

Directors agreed that various individual membership benefit programs might be appropriate for members including discount programs in the following areas as available:

- Insurance (health, life, liability, small business)
- Credit Cards
- Fuel
- Airline
- Car rental
- Hotel
- Canadian Tire/RONA

Rebate program

The National Advisory Council will meet next September at which time the first rebates will be paid. These rebates will be based on the membership fees collected for fiscal 2008 (July 1, 2007 to June 30, 2008)

Moved by Albert Nagy, seconded by Will Morlidge, that the total rebate be shared equally among chapters for fiscal 2008. CARRIED

It was noted that the CWA's board of directors was now acting as National Advisory Council. One of the roles of the National Advisory Council is to allocate the rebate to chapters as it deems appropriate. In future years, the National Advisory Council may allocate the rebate in a totally different fashion.

Canadian Welding Week

Dan Tadic proposed holding a national welding week. Canadian Welding Week – a celebration of the welding industry in Canada – would be held in the week of September 22 to 29, 2008.

The week would include:

- September 22 – CWA's National Advisory Council meeting
- September 22 – CWA's annual awards dinner including the awarding of the Robert J. Jacobson Memorial Award and the Michael N. Vuchnich Award
- September 23 to 25 – Weld Expo Canada trade show
- September 23 to 25 – welding seminar at Weld Expo Canada
- September 24 to 26 – 5th International Seminar on Advances in Resistance Welding (Toronto)
The Rebirth of American Manufacturing

Dan suggested placing a major banner on the CWA website showing a CWA flag and listing companies participating in the event with plant tours, seminars, demonstrations, open houses. He then showed his "I am a Welder" presentation that was shown at the Hamilton Chapter's Industry/Education Forum in April. It is a presentation that can be shown to youth who might consider welding as a career. Members are welcome to download the presentation from our website at www.cwa-acs.org/tadic and use or modify it as needed.

There is an opportunity for support from the federal government as the Conservative Party's platform in the last federal election included "Stand up for the Trades." WPMAC published a supplement in the *National Post* in 2000 and 2002 highlighting participation in those years' Weld Expo Canada trade shows. A similar supplement might highlight Canadian Welding Week effectively.

Moved by Bill Eccles, seconded by Dan Tadic, that the Canadian Welding Association proclaim the week beginning September 22, 2008 as Canadian Welding Week. CARRIED

Membership discussion

CWB client base

The CWB has a client base of 3,000 inspectors, 6,000 companies and 30,000 to 40,000 welders. With a new-member incentive of free membership for six to 12 months, the CWA might significantly increase its numbers. CWB technical representatives could market membership and CWA's events.

CWB staff should be offered free membership.

Prospective members

A letter to prospective members could be included in a future issue of the *Canadian Welding Association Journal* stating "You are receiving this issue of the Journal because..."

Existing and prospective members should be asked what benefits of membership would be valuable to them.

Mailings could be made based on postal codes. This would allow a mailing to target prospects in a specific area, support a specific chapter or build a new chapter.

It was generally felt that the initial membership targets should be at the supervisor and inspector levels.

New Chapters

Several areas have potential for new CWA chapters either through directors' suggestions or requests from interested members and non-members:

- Ft. McMurray AB
- North Bay ON
- London ON
- Saskatoon SK
- Sudbury ON
- Toronto East ON
- Windsor ON

Renewal of the Edmonton chapter and a possible splitting of the Golden Triangle chapter into Kitchener-Waterloo and Guelph chapters were discussed.

Directors also agreed that establishing college/university chapters was a good idea.

Membership fees for educators

It was agreed that high school teachers in the welding field should be encouraged to join CWA with a \$10 membership fee. In turn, their students would receive a one-year free membership with a \$10 fee in the years following.

Skills Canada

CWB Group provides awards to the winners at both the national and provincial levels. Many CWB staff members are involved in judging.

With World Skills scheduled for Calgary in 2009, the CWB would like to take advantage of the event to raise awareness of welding and increase membership.

Robert J. Jacobson Memorial Award Fund

At the board of directors meeting held on October 15, 2007 the following information and motion were included: (excerpt from the board of directors meeting minutes of the October 15, 2007)

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**

John Levi advised that the transfer of the signing authorities was not completed because after the completion of the purchase of CWA by CWB Group, CWA National and CWB Group would be responsible for the funds in the bank account and the certificate of deposit. To accommodate the new situation, he asked for the following two motions:

Moved by Will Morlidge, seconded by Brad Moe, that the motion in the October 15, 2007 minutes calling for the transfer of signing authorities be rescinded. **CARRIED**

Moved by Will Morlidge, seconded by Jason Ryan, that all the funds related to the Robert J. Jacobson Memorial Award be transferred to CWA National and CWB Group. **CARRIED**

It should be noted that Will Morlidge is the chair of the CWA Calgary Chapter, current holder of the signing authorities for the Robert J. Jacobson Memorial Award.

Next Meeting

All agreed that the National Advisory Council would meet in Toronto on Monday, September 22, 2008. The CWB Group will participate in the meeting.

Adjournment

At 4:00 pm, Emad Assaad thanked everyone for attending and their efforts. He then thanked Doug Luciani for his efforts and support of the Canadian Welding Association. 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. He invited all directors to attend the reception that followed at 5:00 pm.

Respectfully submitted,



John Levi
Executive Director
Canadian Welding Association

Postscript

A reception followed the board of directors meeting at 5:00 pm. CWA and CWB had invited welding professionals from across Western Canada to help celebrate the new organization. Approximately 50 attended.

Both Doug Luciani and Emad Assaad spoke of their hopes for the future of the Canadian Welding Association. Emad stated that this was a historic day for CWA, CWB and the Canadian welding industry. Doug expressed his hope that the new organization would realize its potential and benefits all stakeholders in the industry. Both thanked all the parties involved in bringing the CWA and CWB Group together.