




Centre Wakefield La Pêche

Assemblée Spéciale des Membres
23 November 2023 18h30 - 20h30.

Special Meeting of Members
November 23, 2023 6:30 - 8:30 pm.





Agenda



Welcome & Land Acknowledgement (10)

Bienvenue et Reconnaissance des Terres

Approval of Agenda (3)

Approbation de l'ordre du jour

Introduction to the New Board (5)

Présentation du Nouveau Conseil

Present the Revisions to the By-laws and Vote (30)

Présentation des révisions du règlement et vote

Present the Financial Statements (25)

Présenter les états financiers

Appointment of the Accounting Firm (2)

Nomination du cabinet comptable

Questions and Answers (15)

Questions et réponses

Ajournment

Ajournement



Reconnaissance des terres

Land Acknowledgement





Meet Our Board of Directors

Jewel Cote - **President**

Lynn Forrest - **Treasurer**

Gillian Kirk - **Secretary**

Myles Jones - **Vice President**

John Parker - **Founding Partner Representative**

Pam Ross - **Municipal Representative**

Archie Smith - **Acting MING Liaison**

Vanessa Passmore





Let's begin,...



Approval
of
Agenda



Present the
Financial
Statements



Present the
Revised By-Laws

...Commençons




Present the Revisions to the By-Laws






General Overview of Co-op Governance

- We are a member owned, not-for-profit Cooperative and fall under c-67.2 of the Quebec Cooperatives Act.
 - The Act is a legal document and CWLP must comply with the rules and regulations of the Act. We cannot change or adjust the Act.
 - As a Cooperative, we also have our own By-Laws which are specific to our organization and serve as the rules by which we govern ourselves.
 - Our By-Laws were first adopted when the Cooperative was formed in 2006/2007, last revised in 2018.
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Continued - General Overview of Co-op Governance

- Our By-Laws must be compliant with the rules and regulations of the Quebec Cooperatives Act.
 - Our Board of Directors are elected to plan, administrate, and implement our mission and values, perform or ensure that we operate within the Act and the Co-op By-Laws (as well as other regulations other bodies may require.)
 - One manner of doing this is to develop and carry out resolutions, policies, and procedures to conduct the business of the cooperative and support the Act and By-Laws.
 - These three layers of governance (the Act, the By-Laws, and the Board resolutions, policies, and procedures) are our way of managing expectations and stability in the organization.
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Rationale Lens used to Guide the Change Process

The Governance Circle (Membership Involvement Group) used the following lens to developed/guide them through the change management with respects to changes in the By-Laws, there efforts were structured.



Rationale Lens Guidelines that were followed by the Governance Circle/Past-Present Board

Clarity - rewording to make the intent or rules more clear

Compliance with the Charter - revise or add so we are in line with our legal provincial obligations

Deletion - Some of our By-Laws have to do with the early processes of establishing our cooperative and are now redundant or are no longer required. Others are more operational in nature and are not required to be in the By-Laws.

Added - Some new By-Laws were required because of gaps, new requirements, etc.


Full Transparency:

The Governance Circle, did not always agree within their group, however, they did reach consensus on most sections. Those items that they did not agree on or thought the Board would be better equipped to decide, they deferred to the Board to review and make the best decision for a particular section.

The past and the present Board made tough decisions and in front of you today are the results.



Who was involved in drafting the proposed changes

- The By-Law's were reviewed by the MING (Membership Involvement Group - Governance Circle, led by Peter Hale)
 - The Governance Circle, worked long hours throughout the summer and fall 2023.
 - The previous board (2022/23) reviewed the Circle's contributions, made additional changes, and approved the by-laws for presentation at the AGM. A decision was made at the last AGM to postpone the vote, here we are today.
 - As part of this process, the previous board also considered members' requests for additional changes and accepted some but not all of their suggestions as well as deferring some issues for future discussions.
 - Furthermore, the current Board (2023/24) has reviewed, made clarifications, and approved the By-Laws that were sent to members in preparation for the vote this evening Nov 23rd.
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Rationale Behind Updating Our By-laws

Clarity

Terms addition, modification & removal
Procedural “rules”

Compliance

Align with the Quebec Cooperatives Act (2015)
Recognize electronic voting

Commitment

Introduction of a Membership Agreement
Greater transparency

Continuity


Past Board resolutions upheld
Filling vacant Board positions within limits



Best Practices that were followed

Since our mandate is unique in the province and focuses on cultural and recreation initiatives, activities, and programs to service La Peche residents and beyond, it was important to make sure that the By-Laws have value in practice.

Here is a list of best practices followed by MING/Board during their review practice:

- Don't include information that changes frequently
 - Don't tie your Board's hands
 - Review the By-Laws regularly
 - Know the difference between "shall" and "may"
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In the Spirit of Trust and Community the current Board is asking Members to Consider the following


Our trusted friend/community member Arleen Prost offered this quote at the Information Session on Sunday Nov 19th, I share it with you today for consideration prior to casting your vote.

Ask yourself this question;

In reading and reviewing the proposed By-Laws;


Are the proposed By-Laws good enough for now, safe enough to try?

***Important Note:** The Board plans to hold a member consultation meeting in late March to revisit further improvements to the By-Laws.*





In Summary to Members

- The By-Laws are one piece of a governance framework, along with Board Policies, and Operational Procedures.
 - By-Laws are a living document and are rarely perfect.
 - For this reason, the CWLP Board is committed to reviewing the By-Laws on a regular basis. Members will be provided opportunities to play an active role in contributing to their evolution.
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Vote for Proposed By-Law Changes

*Resolution to approve the proposed
Revisions to the By-Laws.*





Summary of CWLP Financial Statements



Balance Sheet at March 31, 2023

Assets:

	2023 \$	2022 \$
Cash	199,317	232,016
Accounts receivable and Other	33,571	3,430
Property, Plant and Equipment	4,006,247	4,151,187
Total	4,239,135	4,386,633

Liabilities and Equity:

	2023 \$	2022 \$
Accounts Payable & current portion of mortgage	901, 857	928,199
Deferred Revenue	181,653	294,497
Long Term Debt	85, 896	88,146
Net Assets/Total Equity	3,069,729	3,075,791
Total	4,239,135	4,386,633







Summary of CWLP Financial Statements

Statement of Operations y/e March 31, 2023



REVENUE	2023 \$	2022 \$
Grants	297,339	303,832
Programs	60,370	6,951
Rentals	72,774	78,108
Bar sales	24,409	3,864
Events	7,282	2,088
Memberships and contributions	17,621	3,463
Summer camp	4,932	-
Miscellaneous	-	1,110
Total	484,727	399,416





Summary of CWLP Financial Statements

Statement of Operations y/e March 31, 2023



EXPENSES	2023 \$	2022 \$
Amortization of property, and equipment	144,940	146,035
Interest	41,571	51,901
Insurance	30,739	21,651
Professional fees	41,043	18,080
Salaries and wages	99,706	22,570
Utilities	23,456	17,283
Advertising and promotion	19,095	7,247
Programming	24,877	900
Operating expenses: rental, bar, office, other	65,362	52,215
Total	490,789	337,882



**(Deficiency) Excess of Revenues
over Expenses**

\$(6,062)

\$61,534







CWLP Financial Position Opportunities and Challenges





Appointment of the Accounting Firm

May I have a motion to approve that Parker, Prins, Lebano be appointed for the 2023-2024 review engagement.





Questions et Réponses / Questions and Answers

