



Quilts of Valour - Canada Society

Supporting our injured Canadian Armed Forces members,
past and present, with quilts of comfort.

Offrant un soutien à nos membres blessés, passés et actuels,
des Forces armées canadiennes, avec des courtepointes de réconfort.

QUILTS OF VALOUR – CANADA SOCIETY Annual General Meeting October 18, 2021

Board		
Name	Role	Present/Regrets
Linda GEREIN	President	Present
Lisa COMPTON	Vice President/ Procurement	Present
Don OLIPHANT	Vice President/Regional Coordinator – Team 4	Present
Jennifer LAVIOLLETTE	Treasurer	Present
Jennifer OWENS	Secretary and Scribe	Present
Executive Members		
Bernice HOLMAN	Fundraising Coordinator	Regrets
Pamela HOLMES	Hug Block Coordinator	Regrets
Jason GRAHAM	IT/Google Support	Regrets
Jacquie FULLER	Label Distributor	Present
Deborah EDWARDS	Marketing and Promotion	Regrets
Camilla GALLIBOIS	Membership	Present
Patricia MORE	Newsletter Editor	Present
Claire VANSTON	Online Store / QOVC Quilt Canada Coordinator	Present
Debra-Anne LALONDE-GYORFI	Quilt Request Coordinator	Regrets
Chris LONGMORE	Regional Coordinator – Team 1	Regrets
Marcie ERICK	Regional Coordinator – Team 2	Present
Elizabeth SEAMANS	Regional Coordinator – Team 3	Present
Mary EWING	Regional Coordinator – Team 5	Present
Pam ROBERTSON-RIVET	Regional Coordinator – Team 6	Present
Paul LEGER	Sew Day Coordinator	Present
Victoria COOK	Social Media	Present
Shanie STE.MARIE	Translation Coordinator	Present
Vicki VEILLEUX	Webmaster	Present
Members and Guests		
Patrick MILNER	Guest/Contributing Artist	Present
Lana BUTCHER	Member	
Diana COLE	Member	Present
Roz AGULNIK	Member	Present
Rose O'SHAUGHNESSY	Member	Present
Donna EASTER	Member	Present
Joan HILLHURST	Member	Present
Chantal AUGER	Member	Present
Robbie CHAPMAN	Member	Present

Ron WEEKS	Member	Present
George DERSCH	Member	Present
Carol LUCIER	Member	Present

1. Welcome and Call to Order

- Linda GEREIN introduced herself and welcomed everyone to the meeting.

2. Special presentation to Patrick Milner – Lisa Compton & Claire Vanston

- Lisa COMPTON introduced Patrick MILNER. Patrick has gifted the artwork for three of his poppy images and the exclusive rights for use of the artwork to QOVC for fundraising.
- QOVC has had one of the images enlarged and printed as a fabric quilt panel. The other smaller poppy images have been made into QOVC greeting cards.
- Sales of these items through our on-line store have generated thousands of dollars for QOVC.
- On behalf of Quilts of Valour Canada, and as a token of our appreciation, Lisa COMPTON presented Patrick with a quilt she made for him using one of the poppy panels.

3. Request for Additional Agenda Items and Motion to Approve the 2021 AGM Agenda

- Participants were asked for any additional items for the agenda. No additions were requested.
- Motion was made to approve the 2021 AGM Agenda as presented.
Moved By: Liz SEAMANS Seconded By: Roz AGULNIK
- **MOTION CARRIED**

4. Motion to approve the Minutes from the October 18, 2020 AGM

- Moved By: Roz AGULNIK Seconded By: Liz SEAMANS
- **MOTION CARRIED**

5. Financial Report – Treasurer, Jennifer LAVIOLETTE

- Jennifer LAVIOLETTE, our new Treasurer turned the floor over Annie SCHWARZ our past Treasure to speak to the Financial Reports
- Statement Of Operations and Changes In Net Assets
 - Donations were up - \$78,030.00
 - Courier costs are reduced as we have been using Canada Post rather than Courier services to ship quilts and other goods.
 - Net Profit - \$36,750.00
- Statement Of Financial Position
 - Cash and inventory have increased.
 - Deferred Revenue represents Poppy panels that were presold.
- Statement Of Cash Flow

- Year end has seen a great increase in donations.
- Costs have decreased due to less travel
- Questions?
 - Why is there an increase in bank charges from last year?
 - Increase comes from donations through PayPal and payment of PayPal Administration fees.
 - Travel Expenses – why was there some Travel Expenses with no quilt shows?
 - Travel was reimbursed when Representatives had to travel to remote locations to make presentations.
 - All expenses were approved as per our reimbursement policy.
 - The Request for Reimbursement form needs to be revised to show the new Treasurer’s address.
 - **Note:** Reminder to everyone that all requests for reimbursement claims must be sent to Jennifer Laviolette’s address: 1025 Terranova Drive, Ottawa, Ontario, K1C 5M6.
 - What is the process with the QOVC sponsorship?
 - Annie SCHWARTZ advised that the Sponsorship information can be found in the Representative’s Manual on the QOVC website.
 - Can we give receipts for donations of fabric?
 - Lana BUTCHER has had a few emails from a person whose mother is going into care. This person wants to donate her fabric to QOVC and would like a donation receipt for the value of fabric.
 - Annie SCHWARTZ advised that to receive a donation receipt from QOVC the person would require a receipt from the fabric store for the value of the fabric as per CRA rules.
 - CRA does not allow individual people to place a Fair Market Value on a product being donated unless it is verifiable (ie: through a receipt).
 - A possible exception could be given to a fabric store that was going out of business as they could verify the Fair Market Value of the fabric through their business inventory records.
 - When asking for donations from the Legion, what is the best way to approach the Legion?
 - QOVC is seen as an approved charity by the Legion. Individual Legions are encouraged to support QOVC as they see fit.
 - Representatives should approach their local Legion in person.
 - At the request of Ontario Legion Command an open letter was written by Linda GEREIN QOVC President and distributed by Legion Command to all Legions in Ontario.
 - A request was made for a list of donations from local Legions across the country.
- Motion to accept the Audited Financial Report submitted by Annie SCHWARZ.
 Moved By: Annie SCHWARZ Seconded By: Jennifer LAVIOETTE
MOTION CARRIED
- Linda GEREIN thanked Annie SCHWARZ for her contribution to Quilts of Valour as our past Treasurer and wished her well in her future endeavours.

6.1 Discussion on the Activity Reports The Activity Reports submitted by the Executive members were added to the website for review. Are there any questions or concerns arising from these reports?

- **On-line store**

Q? Are the costs of goods sold correct and is it worth the cost?

A. Costs of Goods Sold is generated from the online store and includes the cost of the patterns, wrapping, and packaging.

- Shipping costs are about 20%.
- Inventory in the store has already been paid for.
- Individual items for sale are priced at approximately 50% more the cost.

6.2 Creation of a Financial Reserve

- Financial 2020 was a difficult year for QOVC. With Covid our donations were greatly diminished and we had to at one point stop all spending – no batting, backing, travel – nothing. We also did not have a revenue source beyond donations (no on-line store). Our financial picture is considerably improved to date and based on recommendations from our previous Treasurer and the Auditor the Board has agreed that we should create a financial reserve or contingency fund. This reserve money will be set aside as a “rainy day fund” to ensure that we are able to sustain our society and pay our bills. Amount to be set aside is to be determined by the Board.

6.3 Vacant Positions

- **Fundraising Coordinator**

- Don OLIPHANT advised that Bernice HOLMAN is in the process of joining QOVC. She is experienced at fundraising.
- Bernice HOLMAN called and advised that she looks forward to meeting everyone.

- **Sew Day Coordinator**

- Lisa COMPTON advised that Paul LEGER will be the new Sew Day Coordinator.
- The virtual event will take place in February 2022.
- Paul has designed some of the patterns.

- **Training Coordinator**

- Will be responsible for developing formal training tools and provide a consist message across the organization.
- Individual will require strong communication and administrative skills.

- **Representatives, Group Leaders & Presenters**

- Required in many places across the country.

- If you know of anyone interested in volunteering in one of these areas, please encourage them to check out our website and complete an on-line application

6.4 Review of Nomination Process

- The Regional Coordinators met together to review the current nomination process and to seek input from their team members on ways to improve it. Their report was provided to the Board.

- The Board considered the recommendations in the Regional Coordinator’s Report. As part of the review process the Board also looked at the Quilts of Valor Foundation’s (US) on-line processes. Their approach is that the nomination is a shared responsibility between the nominator and the representative. QOVF has a two-part process. The first part requires a review by the nominator of a list of frequently asked questions (FAQs). As an individual clicks through them an appropriate response pops up. From the FAQs users move on to the Nomination Form. The nominator is required to answer several questions before they can proceed with the nomination.
- The Board has developed 10 FAQs specific to our nomination criteria. It is hoped that these questions and the ones at the start of the nomination form will put much of the responsibility for determining and confirming the information needed to support the nomination back to the nominator.
- This is an on-going project. Next steps include working with our Webmaster to determine what our website platform can support and whether we need different software as well as working with the Nominations Coordinator to address concerns she has brought forward.

6.5 Approval by the Membership of the Revised 2021 QOVC Bylaws

- Background: Following the 2020 AGM a concern was expressed that QOVC was in contravention of its bylaws as we did not have a quorum at each of our meetings. Our bylaws did not define a specific number of people that had to present at the meetings to quantify as a quorum.
- As this concern had been raised before the Board decided to seek a legal interpretation.
- Don OLIPHANT found a lawyer, Jeremy BURKE, who was experienced with non-profits and agreed to provide advice relative to our bylaws.
- The changes to the Bylaws are in response to recommendations made by Mr. BURKE
- A motion is required so that we can open the floor to discussion on the amended 2021 Bylaws and then call for a vote.

Motion to present the 2021 QOVC Bylaws for discussion and vote by the membership.

Moved by: Ron WEEKS

Seconded by: Robbie CHAPMAN

MOTION CARRIED

- The floor was opened to the membership for discussion and comment on the revised 2021 Bylaws.

- Questions from Lana BUTCHER

Item 1 - Wording

In the wording it indicates a vice president - QOVC has two vice presidents.

Item 2 – Soliciting Society

Q? How and why are we soliciting funds from a government agency?

A. In 2020, during COVID, QOVC applied for and received a one-time grant of \$5,000 from the Federal government for charities that support Veterans.

Q? Will there be other groups that we will be soliciting on a yearly basis?

A. Possibly, it is unknown at this time what funds might be available to us to apply for.

Q? If in the following year, if QOVC does not solicit any further funds from government will the soliciting society designation automatically end?

A. No, as we receive more than \$10,000.00 annually from public sources: ie: donations from non-members and funds from other non-profits such as the Canadian Legions, Lions Clubs etc.

Item 3 – Categories of Membership

Creating two different classes of membership - The decision to go forward with two categories of membership stems from recommendations made by legal counsel. Many organizations set up two or more membership groups. The two membership groups proposed for QOVC are Registered Members and General Members. Registered Members are voting members who hold positions or responsibilities within the structure of the organization. General Members are non-voting members who do not hold a position or responsibilities within the organization.

Q? Was everyone that is a member invited?

A. Everyone that is currently listed on the membership list was invited to today's meeting

Item 4 – Quorum for meetings

Q? Why just 10% of voting members?

A. This was the number recommended by the lawyer.

Item 5 – Number of Directors. In the wording for a Soliciting Society, at least 2 of the officers or employees of the society must be from outside of the Board.

Q? There are only three voting members of the board. Why limit the voting privileges to three people?

A. This was another recommendation from the lawyer. The board is comprised of 5 members. 2 members; the Treasurer and the Secretary are non-voting board members because of a potential perception of a conflict of interest. They do attend board meetings and provide advice or guidance as needed. The board can add more members as required. The Treasurer and Secretary are limited in their vote only as it applies to Board meetings.

Request to amend the motion

A Motion was made to not approve the motion to amend the 2014 bylaws until further clarification is made regarding Soliciting Society requirements and the number of Board members.

Moved By: Lana BUTCHER

Seconded by: Annie SCHWARZ

The floor was open for discussion of the request to amend the motion.

- Don OLIPHANT advised that a Board meeting was previously held at which time the amended Bylaws were approved. Participants at this AGM meeting may either approve the 2021 Bylaws as presented, amend the Bylaw, or not approve them which will mean that we revert back to the 2014 Bylaws.
- Reverting back to the 2014 bylaws, based on their quorum requirements will require 100% attendance of the membership to make future amendments.
- If we accept the 2021 bylaw, it will be possible for QOVC to amend the bylaws in the future with a quorum of the membership (10%) voting.

- A special meeting could be held to amend the 2021 bylaws to clarify the points noted above.
- **Q?** How many registered members can vote?
- **A.** There are 440 members, 122 of these members are considered Registered Members (voting).
- 10% of 122 or 13 people would be considered a quorum.
- Lana BUTCHER removed her motion to make immediate amendments.

A Motion was made to approve the 2021 Bylaws as presented with the condition that the Board seek clarification on the concerns noted above.

Moved by Joan HILLHORST Seconded by Chantal AUGER

Votes for 94%

Votes against – 3%

Abstained - 3%

MOTION CARRIED

7. Motion to Adjourn the Meeting

Moved by Liz SEAMANS Seconded by Carol LUCIER

MOTION CARRIED.

Meeting adjourned.