



Canadian Automobile Sport Clubs – Ontario Region
DRAFT - Annual General Meeting Minutes
Saturday, November 10th, 2007 at 10:00 a.m.



<i>Officers in Attendance</i>	Scott Ellsworth – President	Nick Majors – Vice President
	Candace Calder – Treasurer	Gunter Schmidt – Race Director
	Chuck Atkins – Solo Sprint Director	George McCullough – Safety Chair
	Steven Scala – Office Administrator	John Bondar – Past President
	Deborah Johnston – Recording Secretary	

Registered Members in Attendance: Gunter Schmidt (TLMC); Bruce Mills (BEMC); Doug McKenzie (BEMC); Len Clue (MCO); George Burnham (TLMC); Dave Galos (TLMC); Richard Walker (OMSC/LASC); Robert Long (LASC); Bob Armstrong (MCO); Cindy Armstrong (MCO); Adam Lipscey (MMS); Charles Hare (MMS); Sunil Sharma (MMS); Wes Tanney (BARC/HADA); Paul Einarson (BARC); Bill Lobban (BARC); Mary Lobban (BARC); Eric Brunner (StLAC); John Kinnear (StLAC); Ralph Frisken (StLAC/CRCA); Joe Trinidad (SPDA); Gary Wood (MSOC).

1. Welcome from the President – Scott Ellsworth

a. Introduction of Board Members and Attendees

President Scott Ellsworth called the Meeting to order at 10:15 am. Scott welcomed all members, introduced members of the board in attendance. Members and attendees introduced themselves.

b. Appointment of Secretary of the Meeting

Deborah Johnston acted as Recording Secretary on behalf of Bruce Gray, CASC-OR Secretary, who was unable to attend.

c. Appointment of Scrutineers

Scrutineers appointed for the meeting were Rob McAuley, TAC, and Mary Loban, TAC.

d. Announcement of Other Activities

Scott advised the members of the special show planned in the evening for the dinner and gala, starting at 5:30 pm, as well as the Race Workshop to be held Sunday, November 11.

e. Statement of Quorum

Steven Scala advised the members of a quorum, with 156 of 272 possible votes attending.

2. Acceptance of Minutes: November 11, 2006 AGM

Members who had not seen the minutes of the 2006 AGM took a few moments to review. As there were no corrections, Scott requested a motion to accept the minutes as presented.

Moved by: Mike McDiarmid, BARC

Seconded by: R. Burnett, BEMC

To accept the written minutes of the previous AGM held on November 11th, 2006, as presented.

CARRIED.

3. Year in Review - President's Report – Scott Ellsworth

Scott spoke briefly to the year in review. Topics included issues regarding street racing, the challenge to maintain a full CASC board due to resignations, and adoption of good governance practices by the Board.



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4. ASN-FIA Canada – Roger Peart

Roger thanked the members for a good turnout. ASN-FIA is in good shape financially and the insurance program is working. He mentioned major events including development at Mirabelle airport, Champ Car to be hosted at Mont Tremblant, a NASCAR agreement for 2008 in Montreal, and the penalty levied against MacLaren in 2007.

Many members complimented Roger on the ease of dealing with ASN staff regarding any issues they had during the season, and how helpful staff were in assisting clubs throughout 2007.

5. Financial Position and Statements – Scott Ellsworth

The Race Meeting/Workshop was scheduled for Sunday, November 11th, rather than following the Annual Meeting, so as not to short-change the members on time to discuss important issues, as has happened in the past. This was a new process and the board recognized the fact that not all members would be able to attend both days.

Last year a Financial Review Committee was formed in order to save money. Nominations for the FRC were opened at a meeting in March 2007 and continued to be accepted until the current meeting; however, the nominations are not complete at this time. We expect the FRC will be ready to move forward in March 2008.

Financial Results: We want to ensure we are up to date in recording and keeping members informed of how we are doing. Scott referred to Appendix B, consisting of interim statements and projections. As our fiscal period is December 1 to November 30, the current year has not ended. Unfortunately last year's projection of \$16K has not been realistic. Individually all divisions are doing well. Licensing costs did rise during 2007. One significant contribution in 2006 was \$20K from Honda Canada, under CASC corporate sponsorship, to subsidize the cost of Mosport tickets. CASC bears the cost of printing of all tickets and shares the cost 50/50 with organizing clubs. CASC also bears nearly 30% of the cost of purchasing the "gate" from Mosport.

For 2007 a loss of \$14K is projected. This is due in part to lower transfer payment money from ASN because Molson Breweries no longer sponsors the Toronto Indy, and to a deliberate decision to spend \$20K for this year's banquet. CASC is adopting the use of online services via the website and are no longer passing on service provider fees. While this has caused some issues and additional expense reflected by CASC-OR, it is ultimately the direction we need to go. We are confident that the organization is being managed correctly. Scott asked the members for their assistance and suggestions in moving our organization forward.

Scott acknowledged the substantial contribution Candace has made this year to our financials and asked for additional comment. Candace confirmed the organization is following General Accepted Accounting Principles and that financial information is still coming in from the clubs. She thanked Scott for his presentation.

George Burnham commended the office staff concerning membership procedures and getting things to run more smoothly.

The meeting broke for a short recess at 11:25 a.m. and resumed at 11:40 a.m.

Scott asked for nominations from the floor for the Financial Review Committee.

Art Mosely, BEMC, was nominated by Bob McCallum, BEMC, 2nd by Ron Woltman, MCO.

Peter Clifford, TAC, was nominated by Rob McAuley, TAC, 2nd by Wes Tanney, BARC.

Guy Raekelboom, BARC, was nominated by Mike McDiarmid, BARC, 2nd by Peter Jackson, OMSC.



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6. Proposed Policy Changes – Scott Ellsworth

Scott introduced the Proposed Changes Document. Members were asked to note that policy is established or revised by the Board of Directors, unlike bylaws, which are revised through membership votes.

Scott reviewed each section of the document: Ledgers; Audit; Verification of Invoices; Committee Surpluses; responsibilities of the Secretary, Treasurer, and Competition Committee Director; Mode of Communications (new); Club Affiliation Information and Event Insurance Requirements; Terms of Reference for the Safety Review Committee, WRRC, and FRC. The following discussion occurred.

Auditing

Discussion concerning Auditing arose. Candace addressed the questions including cost of a 5-year audit vs audit every year, and cost of a full audit vs a financial review. Due to the volunteer nature of our business it may not be possible to audit annually; however, five years worth of statements is not good governance. Candace recommended developing a working relationship with auditors over time. A full audit could cost between \$6K and \$10K, while regular maintenance of one or two days per month would probably cost an estimated \$200 to \$400 monthly. The FRC should make recommendations to the board and the members as to the best choices.

Communication

Concern was expressed regarding timely Communication from CASC to the membership. Historically CASC has informed the clubs and the clubs in turn inform their members. While the goal is efficiency and timeliness of communication it is understood that there will be delay of information to those members who do not use electronic mail.

Club Affiliation Requirements

The intent is to have someone confirm current club information to CASC. ASN expects CASC to verify the validity of clubs' requests for insurance, but CASC requires this only on initial affiliation and not annually. CASC proposes to ask clubs to file the required information on April 1st each year in order to retain their affiliation. It would suffice to say "our bylaws or constitution are unchanged from those previously submitted", "we enclose the changes to our bylaws or constitution", or even provide a list of Directors. This will not impact on Volunteer workers such as members of MMS or CRCA; if these clubs are in default, CASC will find a way to keep the members licensed and insured.

It was suggested that club status information should be made available to members so that they are aware of their own standing and so that their licenses remain valid. Scott suggested calling the CASC office for this information if it is not posted.

It was suggested that clubs could provide the required information via a website link.

Event Insurance Requirements

CASC proposes that club events conform to CASC rule book as applicable to the discipline. For example, members of the autoslalom community developed rules to govern their sport, introduced them to the National Solosport Director, and asked that the rules be reviewed and allowed. Insurance was provided for Solosport on this basis and we now have a standard.

Much discussion occurred over how Driving Schools would fall into the insurance requirement since schools are not strictly competition events. It was felt that the clubs should discuss this together, define what is being insured, and develop a set of rules to be submitted to CASC.



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7. Committee Discussion

The IT Committee made the decision that there was not enough work to justify hiring someone full time; however, specific items still need to be addressed including database and web development skills, and locating a Committee Chair who will set the goals and priorities of the Committee.

Insurance Committee: Ron Woltman thanked the members of the committee. The only new item was discussion regarding the offering of insurance to those people with modifications on their vehicles.

8. Nominating Committee Report

A Nominating Committee was appointed to find people interested in serving on the CASC Board of Directors. They are: John Bondar, Chris Sorensen and Joe Trinidad.

Joe reported on behalf of the committee.

For Race Director: Cindy Armstrong, MCO

For Autoslalom Director: Gary Wood, MSOC

For Secretary: Deborah Johnston, MMS, OMSC

For WRRC: open

For Vice President: Nick Majors (multiple memberships).

Scott asked for any additional nominations for Vice President from the floor. As there were none, it was

Moved by Rick Walker, OMSC

2nd by R. Burnett, BEMC

that nominations for the position of Vice President be closed.

CARRIED.

Nick Majors gave a short speech.

Scott asked for any additional nominations for Secretary from the floor. As there were none, it was

Moved by Peter Jackson, OMSC

2nd by John Kinnear, StLAC

that nominations for the position of Secretary be closed.

CARRIED.

Deborah Johnston gave a short speech.

Scott commended Gunter Schmidt for a job well done over the past eight years as Race Director. He then asked for any additional nominations for Race Director from the floor. As there were none, it was

Moved by George Burnham, TLMC

2nd by Rob McAuley, TAC

that nominations for the position of Race Director be closed.

CARRIED.

Cindy Armstrong spoke to Gunter's efforts as Race Director in her speech.



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Scott asked for any additional nominations from the floor for Autoslalom Director. As there were none, it was

Moved by Dietmar Seelenmayer, TAC
2nd by Wes Tanney, BARC

that nominations for the position of Autoslalom Director be closed.

CARRIED.

Gary Wood gave a short speech.

Scott advised the members that Pat McDiarmid will not stand for an additional term as WRRC Director. As there were no nominations from the floor Scott asked for a motion to close nominations and allow the board to seek a volunteer for this position. It was

Moved by Peter Jackson, OMSC
2nd by Paul Einarson, BARC

That nominations for the position of WRRC Director be closed, the board to seek a volunteer for this position.

CARRIED.

9. Election of Officers

As only one person was nominated for each of the open board positions, those so nominated were elected by acclamation.

10. Welcome New Board Members

Scott thanked all the new members to the CASC Board of Directors for their participation.

The full Board of Directors for 2008 are: Scott Ellsworth, President; Nick Majors, Vice-President; Candace Calder, Treasurer; Deborah Johnston, Secretary; Cindy Armstrong, Race Director; Sharon Feeney, Ice Race Director; Chuck Atkins, Solosprint Director; Gary Wood, Autoslalom Director; George McCullough, Safety Chair; John Greenwood, Vintage; John Bondar, Past President.

11. Discussion of Business Plan 2008

A plan will be presented at the March meeting regarding support of local are hospitals, including support to Ottawa for the Calabogie facility.

12. Other Business

John Bondar, Past President, informally presented two plaques to the members for the two clubs receiving recognition for 50 years' affiliation. Motorsport Club of Ottawa (MCO) and Toronto Autosport Club (TAC) will receive formal recognition at the banquet tonight. Speakers on behalf of the clubs this afternoon were Dietmar Seelenmayer for TAC and Ron Woltman for MCO.

A concern was raised regarding the timely delivery of proxy forms for the Annual Meeting. Scott thanked the members for bringing this to the attention of the Board, so that the Board may improve their performance for 2008. In particular, members and the Board were reminded of a program offered by Toyo Tire to all competitors in all disciplines, and that this information should be passed on to everyone.

An update on the CASC trailer was requested. Gunter advised that this will be addressed over the winter.



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A suggestion was made regarding the display of plaques for member clubs, that if they have nowhere to store these items, the Canadian Motorsports Hall of Fame in Milton could perhaps display them.

A short discussion took place regarding setting the date of the March Presidents' meeting. Saturday, April 5th, 2008, from 1:00 pm to 5:00 pm, at a place to be determined, was chosen. All clubs will be advised electronically of the venue.

13. Adjournment

Scott requested a motion from the floor to adjourn the meeting. It was

Moved by Peter Jackson, OMSC

2nd by by John Kinnear, StLAC

that the meeting be adjourned at 1:30 pm.

CARRIED.