VARAC 2017 Annual General Meeting

Date/Time: November 19th, 2017 / 10:00am
Location: Sheraton Parkway Toronto North Hotel & Suites, 9005 Leslie Street, Richmond Hill, Ontario, L4B 1B2.
Present: Ted Michalos [Chair], Andrew Atkins, Emily Atkins, Gord Ballantine, Andrew Celovsky, Dave Good, Gavin Ivory, Rob McCord, Chris Rupnik, Ivan Samila, Brian Thomas, Julie Wildman.
Absent: None

1. **Business arising from the 2016 AGM.** Discussion item from P Cooper regarding the use of brake lights on formula cars was reviewed, with some members supporting their use. No further action taken.

2. **Review and approval of minutes** of the 2016 Annual General Meeting.
   M/S/C[1] That the minutes of the 2016 Annual General Meeting be accepted and approved.

3. **Quorum:** G Ivory reported 33 members were present in person and 14 by proxy, constituting an AGM quorum.

4. **Opening remarks from Ted Michalos, President.** TM welcomed members, introduced the 2017 Board and thanked them for their contribution.

5. **Directors' reports.** The 2017 AGM Agenda [including highlights of the 2016 Board activities, Directors' reports, and proposed motions] were emailed to members Nov. 7th, 15th, and 17th, and posted on the VARAC website. At the AGM, Directors provided the following comments regarding their 2017 activities:

   a. **Treasurer – Julie Wildman.** Reported that the summary 2017 VARAC financial statements were included in the distributed AGM materials. VARAC closed the year with a surplus of $31k, vs $50k in 2016 – the difference due to the absence of sponsorship revenue in 2017. Net assets for 2017 were $159k, vs $130k in 2016. The 2017 VGP generated a surplus of $30k. Michacchi Warnick & Co were not engaged for the 2017 audit. The Treasurer prepared the 2017 financial statements and tax return for VARAC. The 2017 financial statements were reviewed and found to be reasonable by three members: Ed Luce, Gary Allen and Jeremy Sale. VARAC record keeping and banking are now electronic, streamlining the bookkeeping process and providing timelier payments.
   M/S/C[2] That the 2016 VARAC financial statements as presented be accepted and approved.
   b. **Secretary – Gavin Ivory.** A summary of Board meeting activities is appended.
   c. **Membership - Ivan Samila.** Reported current membership of 204 [vs 206 year ago]. Members ex-Ontario are broken down as: 19 Honorary and Lifetime; Quebec 9; Nova Scotia 1; Saskatchewan 1; Manitoba 1; Alberta 1; US 5. 118 new VARAC/VMC licences have been issued. The new database implemented in 2017 is searchable, able to track cars with their specifications, and retains member notes. Privacy of member data will be enforced as required by law. IS described the all-new integrated on-line membership database, payment processing system, and licence/member card issuance [membership card; novice licence; full licence]. IS reviewed the new car eligibility forms, the revised car number policy, membership renewal process, and payment options. Member discussions: [1] request that contact details of members be made available to the membership [subject to prior consent]; [2] request that for members with multiple cars, that one number be used for multiple cars; [3] clarification on proof of medical requirements for the VARAC licence.
   d. **VGP – Ted Michalos.** TM reviewed the 2017 VGP, and the plans for the 2018 VGP including the Committee composition. The Feature had not yet been settled, and there is room for one "guest grid" that enhance event appeal. Numerous groups had been approached including Trans Am, F1, F5000, but for various reasons could not be included. Other possibilities will be discussed. CTMP's 2017 revenue share arrangement remains in place for 2018. Discussion on whether guest grids not paying entry fees would increase VGP

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[1] M/S/C = moved/seconded/carried.
[2] M/S/C = moved/seconded/carried.

revenues. CTMP has repeated they would like a "Goodwood/Monterey" style event to generate more spectators. However VARAC's obligation is to serve its members

e. **Rules and Regulations – Chris Rupnik.** CR discussed two changes to rules in effect for 2018 pertaining to [1] window nets for Classic cars in effect for 2018, and [2] tire eligibility for VH. The new rules are as follows:

> *18.6.2* Window nets are mandatory for all Classic (G70+, G90) sedans, station wagons and coupes, optional for open top cars. Drivers opting not to install window nets must use approved arm restraints.
> *17.1.4* Vintage production cars do not have any minimum aspect tire ratios.
> *17.1.6* Vintage Production cars must have treaded tires.
> *17.1.7* Vintage Sports Racers and Vintage Single Seat Cars are required to use "L" section width or equal width if other make than Dunlop.

The revised definition of "treaded" will be discussed by the Board, and until a final rule is accepted CR suggested the use of Toyo 888R's be accepted for 2018, noted as an amendment to rule 17.1.6.

f. **Conduct – Gord Ballantine.** GB reviewed Conduct procedures and policies, and 2017 penalty assessments. Of the nine events in 2017, three were incident-free [none of which were CTMP]. There were no suspensions during the year. Yellow flag violations were notably improved over 2016, as was the timeliness of incidents being reported to the Committee by racers. GB noted that the number of new-to-CTMP racers at the VGP posed a safety risk. Accordingly, Thursday Test Day will be mandatory for those racers.

g. **Eligibility [VH] – Dave Good:** DG reported that 5-6 cars were presented for VH eligibility in 2017, and that compliance with Eligibility Forms needs improvement.

h. **Eligibility [Classic] – Rob McCord:** Noted that Classic eligibility for the year went very smoothly.

M/S/C[3] That the actions of the 2017 Board be accepted.

6. **New motions.**
The following motions required a vote preceding the election of Directors:

Motion by Gavin Ivory; Second by Andrew Celovsky: to amend VARAC by-laws to allow the nomination of Directors [with a second required] at the AGM by voting members, represented in person or by proxy.

To amend VARAC By-laws regarding the nomination of Directors at the AGM by voting members from the current requirement for nominations to be signed by at least 5% of voting members [Section 17], to allow Board nominations from voting members, seconded by a voting member, during an AGM.
Background:
The current By-law requires nominations to be signed by at least 5% of voting members, as per Section 17: Proposals Nominating Directors at Annual Members' Meetings
Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented. ["Act" means the Canada Not-For-Profit Corporations Act S.C. 2009"].

M/S/C[4] Motion carried.

Motion by Gavin Ivory; Second by Rob McCord: to change the term of office for VARAC Board members from the current two years, to three years.
Background:
• *The majority of Board members serve more than two years [ie are re-elected for two or more terms].*
• *The responsibilities of most Board positions tend to take a year to become acquainted with, two years to reach satisfactory productivity, and three years to make significant new contributions.*
• *Those Board members unable to complete a three year term simply stand-down, as is the case now.*
• *Two year term Boards [not-for-profit, corporate, etc] are rare elsewhere, for the reasons above.*

M/S/C[5] Motion carried.

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[3] M/S/C = moved/seconded/carried.
[4] M/S/C = moved/seconded/carried.
[5] M/S/C = moved/seconded/carried.

7. **Election of directors.** T Michalos appointed Jeff Bateman as Election Officer for the election of 2018 Directors. *M/S/C[6] That Gary Allen act as Elections Officer for the 2017 AGM.*

TM and GI reviewed the positions and term expiries of the current Board, and the proposed slate for 2018 as follows:

Directors retiring: Andrew Atkins.
Directors with one year remaining term:
    Ted Michalos – President, VGP Chair, Race Director
    Ivan Samila – Membership
    Treasurer – Julie Wildman
    Conduct – Gord Ballantine
    Rules and Regulations – Chris Rupnik
Directors standing for re-election [term expiry in brackets]:
    Gavin Ivory – Secretary [2020]
    Emily Atkins – IT and Communications [2020]
    Dave Good – Vice President, Eligibility Vintage/Historic [2020]
    Rob McCord - Vice President, Eligibility Classic [2020]
    Andrew Celovsky – At-Large [2019]
    Brian Thomas – At-Large [2019]

TM called for any further Board nominations from the floor, encouraging members to participate in their Club. There were no further nominations.

If elected, the VARAC Board would be comprised of the following Directors:

    Ted Michalos – President; Race; VGP
    Dave Good – Vice President, Eligibility [Vintage/Historic]
    Rob McCord – Vice President, Eligibility [Classic]
    Julie Wildman – Treasurer
    Gavin Ivory – Secretary
    Ivan Samila – Membership
    Emily Atkins – IT and Communications
    Gord Ballantine – Conduct
    Chris Rupnik – Rules and Regulations
    Andrew Celovsky – At-Large
    Brian Thomas – At-Large

M/S/C[7] That the proposed Board slate be approved.

8. **New motions.**
Motion: proposed by Geoff McCord; Second by Gary Allan
Allocation of Race Car Numbers: Race car numbers and the assignment thereof to member's cars are to be maintained by the Membership Director, or such other VARAC officer(s) as the Board of Directors may from time to time designate. Numbers are considered valid assignments until the earlier of the date a member advises the number is no longer required, the date of member resignation or the date one year following the date membership renewals are due. Numbers and the car to which they are assigned must be entered on a VARAC or VMC grid within two years from the date of assignment, or such number will be considered available and may be returned to the inventory of unused numbers.
Numbers no longer required will be inventoried and reassigned on a first come-first served basis upon the registration of a VARAC eligible race car.
Members are not permitted to use existing race numbers assigned to other member's race cars. Registered race numbers may be transferred between cars owned by a member or can be reassigned from one member to another member upon written request by the members involved to the responsible VARAC Director.
Background comments: Going back roughly eight or nine years ago, VARAC established an informal policy concerning the allocation and retention of race numbers. Essentially, it provided that numbers would be maintained by

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the then membership director and allocated to new cars on an availability basis from the inventory of unused numbers. Numbers from existing cars were returned if not required any longer (sale of car), resignation of the member or for members who had not renewed. A one year grace period was permitted in case the former member re-applied for race membership.
Due to some confusion about the practice and use by members of existing numbers, the proposers consider that it worthwhile to establish this rule in the VARAC Rule Book to avoid confusion and loss of procedure when responsible Board members change over time.

Discussion followed, seeking clarity around racer participation and number dormancy, particularly with members owning multiple cars. It was generally agreed that the minimum conditions for number retention were [1] paid-up, valid membership, and [2] completed and accepted eligibility forms for each car.

M/S/D[8] Motion defeated.

Further discussion on what changes to the motion might be acceptable. It was noted that CASC has a "two years no use limit" after which car numbers are returned to CASC, which guides practice at all VARAC events except for the VGP.

CR will draft a rule covering this subject, valid for the 2018 season only. It will allow for a single car number to be used by a common owner of a car in two or three of each of VH, Classic, and open wheel classes.

9. **Discussion topics.** J Greenwood discussed limiting VH races to 20 minutes. TM noted that doing so would [1] create challenges for providing every racer with 100 minutes of track time per event, and [2] that shorter races may extend the length of the racing day, to the detriment of track workers. During the discussion, it was agreed that practice and qualifying should be separated before considering shorter races.

10. **New business.**
    a. T Michalos discussed the 2018 race schedule [appended to minutes], noting the lack of Classic participation at Peter Jackson Shannonville.
    b. Discussion on the differing number of events for Classic and VH, and the impact on the Championship. The Peter Jackson Shannonville could be changed to a Sportsmen [only] event – the final schedule to be decided at the next BoD meeting.
    c. Championship rules were reviewed, noting that VH and Classic participant points will be based on best five of seven, and best five of six, respectively. The methodology for calculating podium points remains unchanged from 2017.
    d. The recent CASC racer survey completed by VARAC members generated: [1] a neutral stance on the desire for Sportsmen grids; [2] a positive desire for trophies for all podium positions.
    e. Representatives from current VARAC sponsors Miller Oil and Shelbourne Fuel discussed their 2017 experiences, in the context of a broader discussion on VARAC sponsorship. It was agreed that [1] VARAC has no financial need for sponsors, [2] any sponsorship program must require that both VARAC and sponsors provide all that is needed for the implementation of the arrangement, and [3] that the benefits of sponsorships be available to all VARAC members. The Board will discuss sponsorships at the next BoD meeting.

11. Meeting was adjourned.

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[8] M/S/D = motion defeated.

Appendix:

Summary of 2017 Board meeting activities
December 7, 2016. Treasurer [P Viccary]: cash balance Nov 30 $123,789; membership: discussion of new licencing system and membership database – scope, budget; IT/Comm: search for replacement for Yahoo Groups; Race/VGP: discussion on the application of Championship points to the 2017 race schedule; Conduct: G Ballantine appointed Chair.
February 1, 2017. Treasurer: cash balance Jan 31 $100,462; Membership: 127 members; discussion on new data system detail – member folders, access, member cards; Race/VGP: discussion on changes to CASC licencing – classes, medical requirements, and flag rules, detailed discussion on 2017 VGP schedule; Conduct: improvement on timeliness of reporting conduct matters to VMC; Other: clarification of Championship breakout rules.
March 1, 2017. Treasurer: cash balance for Feb not yet available; Membership: clarification of relationship between VARAC and CASC licences; Race/VGP: discussion of "B" licence procedure, discussion of 2017 VGP features and off-track events.
April 5, 2017. Treasurer: cash balance Mar 31 $ 100,812; Membership: discussion on acceptance of medicals for licences; IT/Comm: discussion on replacement for Yahoo Groups; Race/VGP: discussion on mentoring for licence evaluation, grid attendance at specific events, discussion on VGP entries and details of events.
May 3, 2017. Treasurer: cash balance Apr 30 $65,499; Membership: 187 members, discussion on compliance with licence/membership application requirements; IT/Comm: discussion on replacement for member email communications, approved expenditure for Constant Contact; Race/VGP: discussion of new CASC flag rules; discussion on requirement for more VGP volunteers; Other: discussion on revision of VARAC rules to address inconsistencies; discussion of allocation and protection of VARAC car numbers.
June 7, 2017. Treasurer: cash balance May 31 $61,841; Membership: 195 members; Race/VGP: review of final 2017 VGP schedule, attendance and financials; Eligibility: discussion on eligibility rules for Classic; Other: move to formalize policy for VARAC sponsors.
July 5, 2017. Treasurer: cash balance Jun 30 $197,700, review of VGP financials; Membership: 200 members, reviewed uptake of VMC/VARAC licence; Race/VGP: discussion of small grids at specific events; VGP: 234 paid entrants vs 227 in 2016, reviewed all grids, noted improvements needed for 2018 [ie more volunteers], reviewed feature race for 2018.
September 6, 2017. Treasurer: cash balance held till fiscal year-end Sep; Secretary: 2017 AGM preparation discussion; Membership: 204 members, new payment system to be operational by AGM; Race/VGP: discussion on cost/benefit of VGP events and expenditures; Conduct: review of 2017 incidents and penalties; Other: discussion of trophies.
October 4, 2017. Treasurer: cash balance Sep 30 $154,730, F2017 statements reviewed; Secretary: review of AGM, discussed extension of Board term from two to three years; Membership: update of member database implementation:; Race/VGP: discussion of 2018 VGP schedule; IT/Comm: review of membership engagement with on-line activities; Eligibility: discussion of compliance for compliance disclosure; Other: discussion on sponsorship framework, and lack of member interest in the McGregor Award.
November 1, 2017. Treasurer cash balance Oct 31 $154,509, new payment processor selected [PlaySafe] to work with membership database [Sumac]; Membership: update of implementation and features of new membership database; Race/VGP: review of 2018 VGP feature/guest grids; Secretary: discussion of AGM motions and discussion topics received by the Board; review of AGM agenda; Conduct: final review of 2017 incidents and penalties.

2018 Event Schedule

Date	Track	Event	VH	Classic
May 12-13	CTMP	Spring Trophy Races	X	X
May 26-27	Le C	Spring Classic	X	X
Jun 14-17	CTMP	VARAC Vintage Grand Prix	X	X
Jul 7-8	SMP	Peter Jackson Races	X	
Jul 28-29	CTMP	Canadian Touring Trophy Races		X
Aug 24-26	CMP	Ted Powell Races	X	
Sep 15-16	CTMP	Indian Summer	X	X
Sep 29-30	CTMP	Celebration of Motorsport	X	X