



2023 Annual General Meeting
4:00pm on Saturday March 23, 2024
Online Virtual Meeting

Unapproved Minutes

- 1. The meeting was called to order** at 4:06pm, and quorum was declared with 5 of 8 clubs represented. The 6th club joined the meeting before voting started. The secretary reported that there were a total of 15 in attendance once everyone joined, with 41 registered votes.

President Martin Loveridge welcomed everyone to the meeting and thanked them for participating and supporting the community

- 2. Approval/Changes to the agenda**

Approved as presented. M/S Bruce Leonard (MLRC)/ David Maynard (MLRC).
Unanimous. Carried

- 3. Introduction of the 2023 Board of Directors and Executive** - RSO President Martin Loveridge introduced the Board of Directors and Executive.

- 4. Approval of the minutes** of the 2022 AGM held on April 22 2023
Moved for approval as written. Kelly Mathew (MLRC)/ Peter Gulliver (PMSC).
Unanimous. Carried.

- 5. Directors Reports**

All Director's reports were available online ahead of time on the RSO website as well as being sent out to members in the Delegate's Package. No questions were asked of the Director's reports.

Moved as presented. David Maynard (MLRC)/ Louis Cabardos (PMSC). Unanimous.
Carried.

- 6. Financial Report**

The financial documents were sent prior to the meeting, to Club representatives and those who had expressed interest in joining the meeting.

The overall summary written by RSO Treasurer was also posted to the RSO Website.

Financial Summary:

2023 was a financially successful year for RallySport Ontario. Car counts were up for the Ontario Road Rally Championship. The generous sponsorship of Ballinger Enterprises, Clarington Hyundai and the Ontario Motor Sales Group resulted in another increase in Ontario Performance Rally Championship entries. Road repair costs were significantly lower in 2023 resulting in a surplus of \$7,493.

Treasurer went through the revenue and expenses documents explaining specific items.

Moved to accept the financial report as presented. David Maynard (KWRC)/Bruce Leonard (MLRC). Unanimous. Carried

Discussion: Bruce asked for clarification on the depreciation of equipment & the Treasurer gave a suitable explanation

7. **Old Business** - nothing to discuss

8. **Confirmation of the Acts of the Board**

M/S Bruce Leonard (MLRC)/ Pete Gulliver (PMSC). Unanimous. Carried.

9. **New Business** -

a. ***Motion #1: To amend the RSO Bylaws concerning the election of the Regional Rally Director by removing the governance of the procedure from RSO and allowing the CARS procedure to become the sole method to nominate and elect the RSO Regional Rally Director.***

M/S Kelly Mathew (MLRC)/Rob McAuley (TAC).

Preamble:

This is the current CARS procedure for nominating and electing the RSO Regional Rally Director.

1. CARS opens up nominations for RSO CARS Regional Rally Director 60 days prior to the CARS AGM date - anyone can put their name forward (nominee bios are appreciated)
2. Deadline for the receipt of nominations is 30 days prior to the CARS AGM - therefore this will be dependent on the CARS AGM date (i.e. not the same every year)
3. Once the deadline has passed, CARS will then send out the list of candidates that it received for the position, to the RSO Clubs (maybe directly/maybe through RSO Secretary)
4. Clubs will have the 30 days prior to the CARS AGM to poll their members for the Club overall vote.
5. **RSO Clubs (only)** will then vote at the CARS AGM -using their polled results- for the RSO CARS Regional Rally Director

This is a duplicate of the RSO procedure and therefore it is proposed that we remove the RSO procedure from the Bylaws.

There is no benefit from RSO replicating this procedure prior to CARS requesting nominations - the results will be the same. Only RSO Clubs have the final vote at the CARS AGM after polling their members. Currently Clubs essentially have to do this member polling twice.

Proposed Bylaw amendments:

4. BOARD OF DIRECTORS

4.1 The property and business of the Corporation shall be managed by a Board of six Directors of whom four shall constitute a quorum. Directors must be members, individuals, at least 18 years of age.

4.2.4 Directors shall be elected for a term of two years by the members at an Annual Meeting of the Membership, with the exception of the Region Rally Director who will be elected by the RSO clubs only **at a CARS AGM.**

4.2.1 The election for the Region Rally Director will take place **at the CARS AGM normally in odd numbered years. The nomination and election process is governed by CARS bylaws. Candidates for the Region Rally Director can self-nominate or be nominated by others by the deadlines established by CARS,**

~~via a write-in (email) vote no later than November 30 of even numbered years. The Director elected by the clubs shall be the Official nominee of RSO to be presented to the CARS AGM in the January following election and supported by RSO clubs for election.~~

~~4.2.3 Candidates for Region Rally Director can self-nominate or be nominated. All nominations must be submitted by November 1 of even numbered years.~~

~~4.2.4 The Scrutineering committee for 4.2.2. shall consist of the Secretary and the Treasurer of RSO.~~

~~4.2.5~~ **4.2.2** No individual shall have more than one vote. ~~The person carrying the vote shall be either the club President or the Official club representative.~~ **Being a member of multiple RSO clubs does not entitle an individual to vote more than once on a motion. An individual RSO member can carry duly assigned and verified proxies.**

4.2.6~~3~~ Beginning in 1994 three of the Directors shall be elected to a one year-term and two of the Directors shall be elected to a two-year term. Subsequently, three Directors shall be elected in odd-numbered years, three in even-numbered years. Each Director's term in office shall be no more than two years

Discussion:

- Ross Wood - would like to make sure it is written somewhere that potential candidates are discussed with RSO members.
 - Reply: As per the CARS procedure, CARS must give a list of candidates that have been nominated for the position to RSO Clubs 30 days prior to the CARS AGM so that the RSO Clubs can poll their members.
- Bruce Leonard - The RSO procedure is non-binding (the outcome doesn't decide anything) and is a duplicate of the CARS procedure. RSO members will get to discuss the candidates and put forward their vote to their Club rep to vote at the CARS AGM in the same way they get to decide on the candidates through the RSO process.
- Warren Haywood - CARS process is the exact same process as RSO.
- Peter Gulliver - Present method is just a duplicate & with CARS having to give the Clubs 30 days notice of the candidates prior to the CARS AGM - this will give clubs sufficient time to poll their members to get the Club vote. It is up to the Clubs to make sure they

discuss this with their members and poll the result in order to vote at the CARS AGM as a Club

- Peter Watt - CARS say candidates can self nominate
 - Reply: Yes but anyone can self nominate for both processes.
- Peter Watt - Can the Club Reps go against their members' wishes and vote for who they want at the CARS AGM?
 - Reply: Yes but this is also the case in the RSO process and we have to trust that the Club Reps do as their club members ask.
- Peter Gulliver - What happens if no candidates are brought forward?
 - Reply: CARS can then nominate someone into the position, so it is important that Clubs & RSO make sure members are aware that the nomination window is open & suitable people are nominated for the position for Clubs to vote on.
- Louis Cabardos - Can people nominate from the floor on the day of the AGM?
 - Kelly Mathew - no - you cannot nominate people from the floor the day of the AGM. Having followed up with Debbie from CARS prior to the last RRD election, only those candidates that are nominated 30 days prior to the AGM (& subsequently sent to the RSO Club Reps to poll their member) will be included in the voting procedure at the CARS AGM. Warren Haywood confirmed this procedure.

After the discussion was had, the motion was put to a vote: 40/41 For, 1 abstention. The motion was passed to remove the governance of the RRD voting procedure from the RSO Bylaws.

b. Motion #2: To amend the RSO Bylaws concerning RSO AGM proxies to include online forms for individual member proxies.

M/S Kelly Mathew (MLRC)/ Bruce Leonard (MLRC)

Preamble:

Currently the RSO Bylaws require individual proxies to be submitted as 'written proxies'. If there is a way to introduce the use of google forms to create something similar and allow for electronic submission, we may increase the number of members that vote at the AGM by simplifying the process of submitting proxies - especially as we have moved towards a virtual AGM becoming the norm.

Proposed Bylaw Amendment:

11.6 Each member in good standing, present at a meeting, shall have the right to exercise one vote. A member in good standing may, by means of a written or **electronically submitted proxy (in a manner approved by RallySport Ontario)**, appoint a proxy holder to attend and act at a specific meeting of members in the manner and to the extent authorized by the proxy. A proxy holder must be a member in good standing of the Corporation.

Discussion:

- Martin Loveridge - as many of the club and RSO meetings have now gone virtual, it seems this would be the way to move forward. Several clubs are already using forms in order to get proxies signed for their own AGMs.
- Bruce Leonard - MLRC uses Google Forms for their AGM and it works very well. Bruce shared the form on screen, it mirrors the usual printed/hand signed form.
- Peter Watt - Suggested Docusign as another option that works well for this.
- Justin Cohen agreed that Docusign is a good option as it is also used in legal cases.

The motion was put to a vote and passed. All in favour of adjusting the bylaw to include electronically submitted proxies in a manner approved by RallySport Ontario.

10. Elections

a. Secretary (two year term)

Kelly Mathew was nominated by David Maynard(MLRC)/Peter Gulliver (PMSC)

No other nominations

Kelly Mathew accepted.

Kelly Mathew acclaimed

b. VP Navigational (two year term)

Louis Cabardos was nominated by Peter Gulliver (PMSC)/Kelly Mathew (MLRC)

No other nominations

Louis Cabardos accepted

Louis Cabardos was acclaimed

c. Trustee (three year term)

Bruce Leonard was nominated by Kelly Mathew (MLRC)/Peter Gulliver (PMSC)

No other nominations

Bruce Leonard accepted

Bruce Leonard acclaimed

11. Appointment of the Reviewer of the Books

Jane Leonard was appointed reviewer of the books. David Maynard (MLRC)/Bruce Leonard (MLRC). Unanimous. Carried

12. Adjournment

Motion to adjourn the meeting - Peter Gulliver (PMSC)/ David Maynard (KWRC)

AGM adjourned at 4:58pm

General Discussion

- President Martin Loveridge wanted to thank the Board for their participation and hard work over the last year in their respective positions as well as everyone involved in the clubs and their participation in meetings and events.
- Bruce Leonard brought up that Jane learnt that according to the rules governing NFP/charitable organizations that fall within certain financial parameters, RSO doesn't actually **need** to nominate a reviewer of the books. However he believes we still should. Treasurer David Maynard agreed that it is good to have someone else take a look at the books. RSO will keep this in place.

- Ross Wood suggested that we have an in person AGM going forward. It was discussed that RSO can afford to do this and a number of attendees were in agreeance. Justin Cohen offered to provide and support equipment so that the AGM can be video and broadcast live for those that cannot attend. Further discussions will be had at the RSO monthly meetings
- Shannonville Stages Rally (OPRC) - insurance is in place. Currently only 7 entries, with none from Quebec. Organizing team has enough volunteers now.
- Spring Run Off (ORRC) - Everything will be ready for the green crew by thursday this week. Louis to send out some promo material to post on social media
- Blossom Rally (ORRC) will be in the North Waterloo area starting at Waterloo Garage Doors Inc - a local company that reached out & will be hosting the start location. Work is on going with the planning of this event.
- Rally Sweep - Justin Cohen - Wanted folks to be aware of the recent CARS rule changes regarding tow points and tow straps. Tow points now 'must be made of metal' and ropes must be kinetic straps. Justin will put together a video of recommended items that fit the new rules and we can post through the RSO and OPRC social media & websites to help out the competitors.
- The recently circulated 'SFI approved safety harnesses' being advertised at Princess Auto were also brought up for discussion as these are not SFI approved and will not be allowed in rally cars.