



BC Used Oil
Management Association

ANNUAL GENERAL MEETING 2018

Information Booklet

Sheraton Vancouver Airport Hotel
Westminster Room 3
7551 Westminster Highway
Richmond, BC V6X 1A3

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BRITISH COLUMBIA USED OIL MANAGEMENT ASSOCIATION
(the "Association")

NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of the Association will be held in Richmond, British Columbia, on Friday, June 8, 2018 at the hour of 11:00 a.m. for the following purposes:

1. to receive the report of the Chairman;
2. to receive the report of the Treasurer;
3. to appoint Auditors;
4. to elect Directors; and
5. the transaction of such further and other matters as may properly be brought before the meeting or any adjournment thereof.

The location of the Annual General Meeting is:

Sheraton Vancouver Airport Hotel
Westminster 3 Room
7551 Westminster Highway
Richmond, BC V6X 1A3

DATED at the City of Vancouver, in the Province of British Columbia, this 4th day of May, 2018.

AS APPROVED BY THE

BOARD Per:



Brian Ahearn, *Chair*

British Columbia Used Oil Management Association

ANNUAL GENERAL MEETING

Friday, June 8, 2018 at 11:00 AM

Sheraton Vancouver Airport Hotel
Westminster Room 3
7551 Westminster Highway
Richmond, BC V6X 1A3

AGENDA

1. **WELCOME**
2. **CALL TO ORDER and INTRODUCTION OF BOARD and GUESTS**
3. **CONSTITUTION OF MEETING**
4. **RULES OF ORDER**
5. **APPROVAL OF AGENDA**
6. **APPROVAL OF MINUTES OF JUNE 2, 2017 ANNUAL GENERAL MEETING**
7. **CHAIRMAN'S REPORT**
8. **EXECUTIVE DIRECTOR'S PROGRAM STEWARDSHIP REPORT**
9. **PUBLIC AWARENESS — Grey Vancouver**
10. **TREASURER'S REPORT AND RECEIPT OF 2016 AUDITED FINANCIAL STATEMENTS**
11. **APPOINTMENT OF AUDITORS**
12. **ELECTION OF BOARD OF DIRECTORS**
13. **CLOSING REMARKS**
14. **ADJOURNMENT**

Note: Lunch to follow the conclusion of the formal program.

INFORMATION AND RULES OF ORDER

1. Information

Welcome to the Annual General Meeting of the British Columbia Used Oil Management Association ("BCUOMA"). In order that the annual meeting may be both efficient and a satisfying experience for all Members, the following guidelines will be followed:

- (a) One voting card has been provided for each Member. Since some Members may have more than one representative present at the meeting, only the representative appointed by the Member will have the ability to vote on behalf of the Member. The appointed representative should register as such at the registration table; and all others in attendance shall register as guests at the registration table.
- (b) When speaking to move or second a motion, or take part in discussions, the authorized representative of a Member should always begin by giving his or her own name and the Member name. This is important as these are required for the minutes of the meeting.
- (c) Problems, complaints, or other matters of an isolated or individual interest should be dealt with by speaking to the appropriate BCUOMA personnel rather than placing them before the total meeting.

If you have any questions or comments, please forward them to personnel at the registration table.

2. Rules of Order

- (a) Members must receive the consent of the Chair to place business before the meeting. The Chair should be addressed "Mister Chair".
- (b) Only the authorized representatives of Members may move or second motions.
- (c) Only Members may vote and only the authorized representative of the Member may vote on behalf of a Member: one Member - one vote. Ballots will be distributed only to authorized representatives.
- (d) One ballot will be provided to all Voting Members for the election of the directors by the Voting Members.
- (e) Substantive motions must be presented to the meeting in the form of a resolution as requested by the Chair. With the Chair's consent, non-substantive motions, such as motions of courtesy, may be submitted to the meeting. The Chair will determine if a motion is substantive or non-substantive.

- (f) When a motion has been properly presented to the meeting the Chair will call for a mover and a seconder. The mover will be given the first opportunity to speak to the motion and the seconder the second opportunity. Discussion on the motion will be open to the floor. Designated representatives of Members may speak only once to each motion and once to each amendment. A mover or a seconder may close the debate. The Chair may make an exception in cases where a speaker has been asked to clarify information previously presented. All discussions must be relevant to the motion being debated. Speakers should state their points concisely and should refrain from repeating information that has previously been covered.
- (g) A vote on a motion will be taken when the Chair determines that the discussion has ended.
- (h) All votes on resolutions shall be counted votes and decided by the majority of votes, except for special resolutions, in which case the vote will be decided by three-quarters majority of the Members present.
- (i) Designated representatives of Members may require that a vote on a motion be conducted by poll.
- (j) The suspension of these rules may occur only with the support of three-quarters majority of the Members present.
- (k) *Wainberg's Society Meetings and Rules of Order* will be used in situations not covered by these rules.

3. Election of Directors

In the event of a tie vote, the following shall apply:

In the event the number of clear winners on the ballot are equal to or fewer than the positions open, then the winners on the ballot are declared elected. There shall be a re-ballot of the remaining nominees for the remaining positions (if any).

**BRITISH COLUMBIA USED OIL MANAGEMENT ASSOCIATION
("BCUOMA")
ANNUAL GENERAL MEETING**

Held on June 2, 2017
Sheraton Vancouver Airport Hotel
Cedarbridge Room
7551 Westminster Highway
Richmond, BC V6X 1A3

MINUTES

Attendance

In attendance were the following:

Members:

1. Equipment Sales & Service (1968) Limited, alternatively represented by Brian Ahearn
2. Mopac Auto Supply Ltd., alternatively represented by Brian Ahearn
3. NCH Canada Inc., alternatively represented by Brian Ahearn
4. Petro-Canada Lubricants Inc., represented by Vincent Gauthier
5. Radiator Specialty Company of Canada Ltd., alternatively represented by Brian Ahearn
6. Univar Canada Ltd., alternatively represented by Brian Ahearn
7. Shell Canada Products Ltd., alternatively represented by Brian Ahearn
8. Complete Lube Supply, alternatively represented by Brian Ahearn
9. Imperial Oil, alternatively represented by Brian Ahearn
10. Baldwin Filters Inc., represented by Lonnie Cole
11. Hastings Filters, alternatively represented by Lonnie Cole
12. Recochem Inc., represented by Sam DeGuilio
13. Canadian Tire Corporation, Limited, represented by Dan Higgins
14. GFL Environmental represented by Dana Torossi

Directors:

Brian Ahearn, *Chair*
Lonnie Cole
Sam DeGuilio
Nuray Elci
Dan Higgins
Natalie Zigarlick
Don Heatherington
Vincent Gauthier

Guests:

Neil McPhedran, Grey Vancouver

Tim Hajirkar, Scotiabank

1. Welcome

The Chair welcomed everyone to the meeting.

2. Call to Order and Introduction of Board and Guests

The meeting was called to order at 11:00 a.m. by Brian Ahearn, BCUOMA Chair. Mr. Brian Ahearn also acted as the Secretary of the meeting as the position is vacant.

3. Constitution of Meeting

The Secretary reported on attendance. All of the Members have been notified in writing of the meeting. There being a total of fourteen (14) member representations, the Chair declared there was a quorum and the meeting was duly constituted for the transaction of business.

4. Rules of Order

The Chair made note of the Rules of Order for the meeting, which were approved by the Board and distributed to each person prior to the meeting.

5. Approval of Agenda

Upon motion made by Recochem Inc. (Sam DeGuilio) and seconded by Baldwin Filters Inc. (Lonnie Cole) and carried, it was resolved that the Agenda as circulated today for this annual meeting of the Members being held on June 2, 2017 be adopted.

6. Approval of Minutes of June 10, 2016 Annual General Meeting

Upon motion made by Baldwin Filters Inc. (Lonnie Cole) and seconded by Recochem Inc. (Sam DeGuilio) and carried, it was resolved that the minutes of the last meeting of Members held on June 10, 2016 be taken as read, and be verified and approved.

7. Chairman's Report

Brian Ahearn, BCUOMA's Chair, provided an overview of the past year of the BCUOMA program.

Upon motion made by Recochem Inc. (Sam DeGuilio) and seconded by Canadian Tire Corporation, Limited (Dan Higgins) and carried, it was resolved that the report of the Chairman presented at this annual general meeting of the Members be received as presented.

8. Executive Director's Program Stewardship Report

David Lawes, BCUOMA's Executive Director, provided an overview of the program and its operation over the past year and touched on some future initiatives for the BCUOMA Program and industry stewardship in general.

9. Changes Under the *Societies Act*

Upon motion made by Recochem Inc. (Sam DeGuilio) and seconded by Canadian Tire Corporation, Limited (Dan Higgins) and carried, it was resolved that effective as of the time at which BCUOMA files its Transition Application:

- a) BCUOMA be designated as a member-funded society pursuant to the provisions of the Societies Act (BC);
- b) the Constitution of BCUOMA, as filed with the Registrar prior to the Societies Act (BC) coming into force, be amended by including the following statement prescribed by the Societies Act (BC):

“This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.”;

- c) the Bylaws of BCUOMA, as filed with the Registrar prior to the Societies Act (BC) coming into force, be altered by deleting all the provisions thereof, as set out in a blacklined version included for this meeting and identified as Schedule A, and that all the provisions in the Bylaws included for this meeting and identified as Schedule B (the clean version of bylaws) be adopted as the Bylaws of BCUOMA; and
- d) any director or officer of BCUOMA is authorized and directed for and on behalf and in the name of BCUOMA to execute, deliver and file, as the case may be, the Transition Application and any other agreements, instruments and documents and to do such other acts or things as such director or officer, in his or her discretion, considers necessary, desirable or advisable for the purpose of giving effect to these resolutions.

10. Presentation on Public Awareness

Neil McPhedran of Grey Vancouver provided a report on BCUOMA’s Public Awareness Campaign. Included in the overview were advertising, promotion, public relations campaigns for the BCUOMA Ambassador Program..

11. Treasurer’s Report and Receipt of 2016 Audited Financial Statement

Natalie Zigarlick, BCUOMA’s Treasurer, presented the audited financial statements and the treasurer’s report to the Membership.

Upon motion made by Baldwin Filters Inc. (Lonnie Cole) and seconded by Canadian Tire Corporation, Limited (Dan Higgins) and carried, it was resolved that the report of the Treasurer presented at this annual general meeting of Members be received as presented.

Upon motion made by Baldwin Filters Inc. (Lonnie Cole) and seconded by Recochem Inc. (Sam DeGuilio) and carried, it was resolved that the 2016 audited financial statements be received as presented.

12. Appointment of Auditors

Upon motion made by Canadian Tire Corporation, Limited (Dan Higgins) and seconded by Baldwin Filters Inc. (Lonnie Cole) and carried, it was resolved that the firm KPMG be appointed as auditors of the Association for 2017, at a remuneration and on terms to be established by the Directors of the Association.

13. Election of Board of Directors

The Chair advised that the term of four (4) directors expires at this meeting:

1. Oil Manufacturer and Brand Owner Sector (CFA member)
2. Oil Manufacturer and Brand Owners Sector (non-CFA member)
3. Oil Manufacturer and Brand Owners Sector (CFA or Non-CFA)
4. Public at Large

The Chair advised that it has received the following nominations in accordance with the bylaws and the nominees have consented to allow their names to stand:

- Vincent Gauthier, Petro-Canada Lubricants, for the position of Oil Manufacturer Brand Owner, CFA or non-CFA member.
- Dan Higgins, Canadian Tire, for the position of Oil Manufacturer Brand Owner, non-CFA member.
- Natalie Zigarlick, for the position of Public at Large

As no other nominations were received for these positions, these nominees are acclaimed

The Chair asked for nominations from the floor for the position of Oil Manufacturer and Brand Owner Sector (CFA member). Having received no nominations, the Chair reported that this position will remain vacant until either filled by the Board by appointment or at a future AGM.

14. Closing Remarks

The Chair expressed the Board of Directors' appreciation for the support that the Members have given to BCUOMA during the past year.

15. Adjournment

There being no further business to be concluded at this meeting, the Chair declared the meeting adjourned without motion at 12:00 p.m.



Chair

APPOINTMENT OF AUDITORS

The British Columbia Used Oil Management Association ("BCUOMA") is recommending the following auditing firm:

- ◆ KPMG

BOARD OF DIRECTORS

Current Board of Directors

- ◆ Brian Ahearn, *Chair*, Canadian Fuels Association
- ◆ Natalie Zigarlick, *Treasurer*, public at large
- ◆ Lonnie Cole, *Secretary*, formerly Baldwin Filters
- ◆ Don Hetherington, Mr. Lube Canada Inc.
- ◆ Gord Klassen, City of Fort St. John
- ◆ Dan Higgins, Canadian Tire Associate Store
- ◆ Sam Deguilio - Recochem Inc.
- ◆ Wayne Marees, Chevron Canada Limited
- ◆ Vincent Gauthier, Petro-Canada Lubricants Inc.

Election of Board of Directors (2018-2020 Term)

Please be advised that the following BCUOMA Directorship positions will be vacant as of the **June 8th, 2018** Annual General Meeting (“AGM”):

- ◆ One director to be nominated by the Oil Retailer Non Manufacturer Sector
- ◆ One director to be nominated by the Filter Manufacturer Brand Owner Sector
- ◆ One director to be nominated by the Oil Manufacturer Brand Owner Sector - CFA member company
- ◆ One director to be nominated by the Antifreeze Manufacturer Brand Owner Sector
- ◆ One director to be nominated by an Elected Official or an Employee of a Municipality

Nominations

Article 3.3 of BCUOMA’s Bylaws requires that the Board of Directors shall be elected by the Voting Members of the Association and shall be nominated from the industry groups as outlined above. Article 3.4 of BCUOMA’s Bylaws requires that nominations for the positions described above be received in writing to the BCUOMA office ten (10) days prior to the AGM.

If you wish to nominate someone, please complete the following nomination form and return it to the BCUOMA Administration Office on or before **May 29, 2018.**

Thanks for making a difference.



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Management Association