



BC Used Oil
Management Association

ANNUAL GENERAL MEETING 2019

Information Booklet

Sheraton Vancouver Airport Hotel
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 7, 2019 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
7551 Westminster Highway
Richmond, BC V6X 1A3

DATED at the City of Vancouver, in the Province of British Columbia, this 26th day of April, 2019.

AS APPROVED BY THE

BOARD Per:



British Columbia Used Oil Management Association

ANNUAL GENERAL MEETING

Friday, June 7, 2019 at 11:00 AM

Sheraton Vancouver Airport Hotel
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 8, 2018 ANNUAL GENERAL MEETING**
- 7. CHAIRMAN'S REPORT**
- 8. EXECUTIVE DIRECTOR'S PROGRAM STEWARDSHIP REPORT**
- 9. TREASURER'S REPORT AND RECEIPT OF 2018 AUDITED FINANCIAL STATEMENTS**
- 10. APPOINTMENT OF AUDITORS**
- 11. ELECTION OF BOARD OF DIRECTORS**
- 12. CLOSING REMARKS**
- 13. ADJOURNMENT**

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

ANNUAL GENERAL MEETING

Held on June 8th, 2018
11:00 a.m.
Sheraton Vancouver Airport Hotel
Cedarbridge Room
7551 Westminster Highway
Richmond, BC V6X 1A3

MINUTES

1. Call to Order

The meeting was called to order at 11:00 a.m. by Brian Ahearn, BCUOMA Chair.

2. Attendance

In attendance were the following Members:

Members:

1. Baldwin Filters, represented by Lonnie Cole
2. Equipment Sales and Service, represented by Brian Ahearn
3. Chevron Canada Limited, represented by Brian Ahearn
4. Canadian Tire, represented by Dan Higgins
5. Hastings Filters, represented by Lonnie Cole
6. Imperial Oil Ltd., represented by Brian Ahearn
7. Petro-Canada Lubricants Inc., represented by Vincent Gauthier
8. Recochem, represented by Sam Deguilio
9. GFL Environmental, represented by Andrew Gingrich
10. Univar, represented by Brian Ahearn
11. Mopac, represented by Brian Ahearn

Directors:

Brian Ahearn, *Chair*
Don Hetherington
Lonnie Cole
Natalie Zigarlick
Dan Higgins
Vincent Gauthier
Sam Deguilio
Gord Klassen
Wayne Marees (Regrets)

Guests:

Rebecca Carroll – DLA Piper, Legal Counsel
Kenneth Chiu, Scotiabank
Chris Leary, BCUOMA
David Lawes, BCUOMA
Neil McPhedran & Michel-Andre Aubin– Grey Vancouver

3. Chair and Secretary

It was agreed Brian Ahearn would act as Chair of the meeting and Lonnie Cole would act as Secretary of the meeting.

4. Constitution of Meeting

The Secretary reported on attendance. All of the Members have been notified in writing of the meeting and there being more than 9 Voting Members present, the Chair declared there was a quorum and the meeting was duly constituted for the transaction of business.

5. 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.

6. Approval of Agenda

Upon motion made by Recochem (Sam Deguilio) and seconded by Petro-Canada Lubricants Inc. (Vincent Gauthier) and carried, it was resolved that the Agenda as circulated today for this annual meeting of the Members being held on June 8, 2018 be adopted.

7. Approval of Minutes of June 2, 2017 Annual General Meeting

Upon motion made by Petro-Canada Lubricants Inc. (Vincent Gauthier) and seconded by Recochem (Sam Deguilio) and carried, it was resolved that the minutes of the last meeting of Members held on June 2, 2017 be taken as read, and be verified and approved.

8. Chairman's Report

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

Upon motion made by Recochem (Sam Deguilio) and seconded by Canadian Tire (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.

9. 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.

10. Presentation on Public Awareness

Neil McPhederan of Grey Vancouver provided a report on BCUOMA's Public Awareness Campaign. Included in the overview were advertising, promotion and public relations campaigns for the BCUOMA Ambassador Program for 2018.

11. Treasurer's Report and Receipt of 2017 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 Petro-Canada Lubricants Inc. (Vincent Gauthier) and seconded by Canadian Tire (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 Petro-Canada Lubricants Inc. (Vincent Gauthier) and seconded by Recochem (Sam Deguilio) and carried, it was resolved that the financial statements be received as presented.

12. Appointment of Auditors

Upon motion made by Canadian Tire (Dan Higgins) and seconded by Petro-Canada Lubricants Inc. (Vincent Gauthier) and carried, it was resolved that the firm KPMG be appointed as auditors of the Association for the 2018 fiscal year, 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 it had received the following nominations:

- **Gord Klassen**, nominated by City of Fort St. John, an elected official of a municipality;
- **Lonnie Cole**, nominated by Baldwin Filters, a Filter Manufacturers Brand Owner member;
- **Don Hetherington**, nominated by Canadian Tire, an Oil Retailer Non-Manufacturing Sector member;
- **Sam DeGuillo**, nominated by Recochem Inc., an Antifreeze Manufacturer Brand Owner member; and

- **Brian Ahearn**, nominated by the Oil Manufacturer and Brand Owner Sector - Canadian Fuels Association member.

The Chair advised that BCUOMA has received no further nominations for these positions. The Chair advised that having received sufficient nominations, nominations were closed.

The Chair declared the following persons nominated, elected as Directors by acclamation:

Gord Klassen
Lonnie Cole
Don Hetherington
Sam DeGuillo
Brian Ahearn

14. Adjournment

There being no further business to be concluded at this meeting, the Chair declared the meeting adjourned without motion at 11:59 a.m.

Chair

Secretary

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 7th, 2019** Annual General Meeting (“AGM”):

- ◆ One director to be nominated by the Oil Manufacturer Brand Owner Sector – CFA or Non-CFA member company
- ◆ One director to be nominated by the Oil Manufacturer Brand Owner Sector – CFA member company
- ◆ One director to be nominated by the Oil Manufacturer Brand Owner Sector – Non-CFA member company
- ◆ One Member at Large – not an elected representative of, or an employee of, the British Columbia Provincial Government or any 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 28, 2019**.

NOMINATION TO THE BOARD OF DIRECTORS

The undersigned hereby nominates the following person as a Director of the **British Columbia Used Oil Management Association** ("BCUOMA") Board of Directors. This nomination is subject always to confirmation with the nominated party allowing his/her name to stand for nomination.
Directorship positions are for two (2) year terms.

Nomination for the position of Director (check applicable sector):

- Oil Manufacturer Brand Owner Sector**
One (1) Director nominated by either CFA member companies or NON-CFA members companies
- Oil Manufacturer Brand Owner Sector**
One (1) Director nominated by CFA member companies
- Oil Manufacturer Brand Owner Sector**
One (1) Director nominated by NON - CFA member companies
- Member at Large**
One (1) Director who is from the public at large, and who is not an elected representative of, or an employee of, the British Columbia Provincial Government or any municipality

Name of Nominee

Address

Phone

Dated this _____ day of _____, 2019 at _____, _____

Name of Nominating Party: _____

Signature of Authorized Delegate: _____

I have been advised that I have been nominated for the position of Director of the **British Columbia Used Oil Management Association** ("BCUOMA") and am agreeable to allowing my name to stand for appointment to the Board of Directors.

Dated this _____ day of _____, 2019 at _____, _____

Name of Nominee: _____

Signature: _____

PLEASE RETURN COMPLETED NOMINATION FORM BY FAX OR MAIL TO:
 British Columbia Used Oil Management Association
 Administrative Office
 203-830 Shamrock St
 Victoria, BC V8X 2V1
hdiack@usedoilrecycling.ca or Fax: (236) 237-1732

Thanks for making a difference.



BC Used Oil
Management Association