



BC Used Oil
Management Association

Annual General Meeting Information Booklet

November 3, 2020

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NOTICE OF MEETING

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 via online virtual meeting service on Tuesday, November 3, 2020, at the hour of 11:00 a.m., accessed at the following link:

<https://us02web.zoom.us/j/83618825377?pwd=dGY4ZVhEdnh5ekFXUjgyN0t4a01qdz09>

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;
5. to vote on a special resolution; and
6. the transaction of such further and other matters as may properly be brought before the meeting or any adjournment thereof.

Due to the COVID-19 pandemic, the Annual General Meeting will be held virtually. All Members who register for the meeting will receive log-in details prior to the start of the event.

DATED at the City of Victoria, in the Province of British Columbia, this 2nd day of October, 2020.

AS APPROVED BY THE BOARD Per:



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 7, 2019 ANNUAL GENERAL MEETING
7. CHAIRMAN'S REPORT
8. BCUOMA's 2019 ANNUAL REPORT
9. TREASURER'S REPORT AND RECEIPT OF 2019 AUDITED FINANCIAL STATEMENTS
10. SPECIAL RESOLUTION
11. APPOINTMENT OF AUDITORS
12. ELECTION OF BOARD OF DIRECTORS
13. CLOSING REMARKS
14. ADJOURNMENT

INFORMATION & RULES OF ORDER

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 electronic vote can be cast by each Member. As some Members may have more than one representative attending the meeting, only the representative authorized by the Member and identified on the Registration Form will have the ability to vote on behalf of the Member. Members who wish to appoint an alternative representative shall complete and remit the Alternative Representative Form that indicates who shall act as the alternative representative to vote and act for and on behalf of the Member at the Annual General Meeting.
- b) In the event that the virtual meeting service URL is inoperable, the Zoom Meeting ID is: 836 1882 5377 and the Passcode is: 654457.
- c) In addition, the meeting may be accessed via "dial by your location" as follows:

+1 778 907 2071 Canada
+1 204 272 7920 Canada
+1 438 809 7799 Canada
+1 587 328 1099 Canada
+1 647 374 4685 Canada
+1 647 558 0588 Canada

Using Meeting ID: 836 1882 5377 and Passcode: 654457.

If none of the above are applicable, you may find your local number using:
<https://us02web.zoom.us/j/kc8WgWg11R>

- d) Each Member will be provided a voting card (pin).
- e) All meeting participants shall identify themselves as required to sign-in to the virtual meeting service and shall maintain Internet and audio access throughout the meeting whenever present. In the event of technical difficulties that prohibit the virtual meeting service from hosting the meeting, BCUOMA will reschedule the meeting as soon as possible in accordance with BCUOMA bylaws.
- f) When speaking to move or second a motion, or take part in discussions, the authorized or alternative representative of a Member must raise their hand electronically and wait to be acknowledged by the Chair. Once acknowledgment is given, the authorized or alternative representative should 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. At all other

times, participants are asked to keep their microphones on “Mute” to avoid unintended audio.

- g) Problems, complaints, or other matters of an isolated or individual interest should be dealt with by sending a private message via the private chat function to the appropriate BCUOMA representative rather than placing them before the total meeting.

Rules of Order:

1. The meeting shall be held by electronic means with Zoom functioning as the virtual meeting service provider. Each participant is responsible for his or her audio and Internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a Member’s Internet connection prevented participation in the meeting.
2. The presence of a quorum shall be established by audible roll call at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating Members, unless any Member demands a quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than a quorum.
3. Voting will be conducted by online polling through use of the voting card (pin) or such other electronic means as may be determined by the Chairperson.
4. Only Members in good standing may vote and only the authorized or alternative representative of the Member may vote on behalf of a Member: one Member - one vote.
5. 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.
6. 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.
7. 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. If a special resolution is not passed unanimously, the Chair shall record the percentage of Members that voted in favor of the special resolution.

8. A vote on a motion will be taken when the Chair determines that the discussion has ended. If the Chair determines that a count is required a verbal confirmation count will occur.
9. Authorized or alternative representatives of Members may require that a vote on a motion be conducted by poll.
10. The suspension of these rules may occur only with the support of three-quarters majority of the Members present.
11. Robert's Rules of Order will be used in situations not covered by these rules.
12. No person may photograph, record or film the proceedings of the meeting by use of any camera or other electronic device, without the permission of the Chairperson or the consent of the meeting.

Election of Directors

Nominations shall be received in writing at least ten (10) days prior to the meeting and if sufficient nominations for the election of all positions of Directors to be elected by the Members are not received prior to the meeting, nominations shall be accepted at the meeting through the virtual meeting service, but only for those positions that are not filled by nominations in advance.

If there are no nominations for such vacancy or vacancies at the meeting, the Board of Directors may appoint, as a Director, a Voting Member or Voting Members (or representatives of) from the industry group which has the vacancy.

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).

If a vote is tied, there shall be a re-balloting until one candidate receives a majority. No candidate is obliged to withdraw due to low poll numbers however they may withdraw voluntarily - run-offs are out of order.

MINUTES OF THE LAST ANNUAL GENERAL MEETING

BRITISH COLUMBIA USED OIL MANAGEMENT ASSOCIATION ANNUAL GENERAL MEETING

Held on June 7th, 2019 at 11:00 a.m.
Sheraton Vancouver Airport Hotel
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. Univar, represented by Brian Ahearn
2. Chevron Canada Limited, represented by Brian Ahearn
3. Equipment Sales and Service, represented by Brian Ahearn
4. Robco Inc., represented by Brian Ahearn
5. NCH Canada, represented by Brian Ahearn
6. Shell Canada, represented by Brian Ahearn
7. Imperial Oil Ltd., represented by Brian Ahearn
8. Baldwin Filters, represented by Lonnie Cole
9. Hastings Filters, represented by Lonnie Cole
10. Petro-Canada Lubricants Inc., represented by Vincent Gauthier
11. Canadian Tire, represented by Don Hetherington

Directors:

Brian Ahearn, *Chair*
Don Hetherington
Lonnie Cole
Natalie Zigarlick
Vincent Gauthier
Sam Deguilio
Gord Klassen

Guests:

Kenneth Chiu, Scotiabank
Chris Leary, BCUOMA
David Lawes, BCUOMA
Kelly Duran, BCUOMA
Rob Seidel, DLA Piper

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 Petro-Canada Lubricants Inc. (Vincent Gauthier) and seconded by Canadian Tire (Don Hetherington) and carried, it was resolved that the Agenda as circulated today for this annual meeting of the Members being held on June 7, 2019 be adopted.

7. Approval of Minutes of June 8, 2018 Annual General Meeting

Upon motion made by Petro-Canada Lubricants Inc. (Vincent Gauthier) and seconded by Canadian Tire (Don Hetherington) and carried, it was resolved that the minutes of the last meeting of Members held on June 8, 2018 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 Canadian Tire (Don Hetherington) and seconded by Petro-Canada Lubricants Inc. (Vincent Gauthier) 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, and Kelly Duran, BCUOMA's Communication 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. Treasurer's Report and Receipt of 2018 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 (Don Hetherington) 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 Canadian Tire (Don Hetherington) and carried, it was resolved that the financial statements be received as presented.

11. Appointment of Auditors

Upon motion made by Canadian Tire (Don Hetherington) 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 2019 fiscal year, at a remuneration and on terms to be established by the Directors of the Association.

12. Election of Board of Directors

The Chair advised that it had received one nomination for each of the following positions:

1. *Oil Manufacturer and Brand Owner Sector*
One (1) Director nominated by Canadian Fuels Association member companies
2. *Oil Manufacturer and Brand Owners Sector*
One (1) Director nominated by non-Canadian Fuels Association member companies
3. *Oil Manufacturer and Brand Owners Sector*
One (1) Director nominated by Canadian Fuels Association member companies or non-Canadian Fuels Association member companies
4. *Public 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;

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:

Vincent Gauthier, Petro Canada
Dan Higgins, Canadian Tire
Wayne Marees, Chevron
Natalie Zigarlick, Public at Large

13. 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.

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*, formerly Canadian Fuels Association (CFA)
- 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, formerly Recochem Inc.
- Wayne Marees, Chevron Canada Limited
- Vincent Gauthier, Petro-Canada Lubricants Inc.

Election of Board of Directors (2020-2022 Term)

Please be advised that the following BCUOMA Directorship positions will be vacant as of the **November 3, 2020** Annual General Meeting (“AGM”):

- One director to be nominated by the Oil Retailer Non-Manufacturer Sector – CFA or Non-CFA member company
- One director to be nominated by the Filter 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 Antifreeze Manufacturer Brand Owner Sector – CFA or Non-CFA member company
- One Elected Government 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 October 23, 2020.

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 Retailer Non-Manufacturer Sector**
One (1) Director
- Filter Manufacturer Brand Owner Sector**
One (1) Director
- Oil Manufacturer Brand Owner Sector**
One (1) Director nominated by CFA member companies
- Antifreeze Manufacturer Brand Owner Sector**
One (1) Director
- Elected Official or an Employee of a Municipality**
One (1) Director

Name Phone Number

Address

Dated this _____ day of _____, 2020 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 _____, 2020 at _____, _____

Name of Nominee: _____

Signature: _____

PLEASE RETURN COMPLETED NOMINATION FORM BY OCTOBER 23, 2020, VIA EMAIL TO:

British Columbia Used Oil Management Association
Attn: Heather Diack
hdiack@usedoilrecycling.ca

SPECIAL RESOLUTION – *Supplemental Information*

Q: What is the Environmental Handling Change (EHC) change and when is it effective?

A: The EHC changes are effective July 1st, 2021. The EHC for Lubricating Oil Fluid is changing from **\$0.05** per liter to **\$0.06** per liter. The EHC for Containers is changing from **\$0.10** per litre for HDPE or Metal and **\$0.17** per litre for non-HDPE to **\$0.12** per litre for HDPE or Metal and **\$0.20** per litre for non-HDPE.

Q: Why is a fee increase needed?

A: BCUOMA's incentive payments to Collectors and Processors have increased gradually over the past few years to reflect the increases in operational costs over that time (e.g. fuel, labour, transport, insurance). In addition, the successful increase in the amount of material collected over the past few years has resulted in an overall increase in the total amount of incentive paid.

Q: When was the last time EHCs were increased?

A: The EHC rate for lubricating oil has not changed since BCUOMA's inception in 2003. The EHC for Containers has been adjusted slightly in years past but has not increased substantially since BCUOMA's inception.

Q: What is the current state of the BCUOMA Finances?

A. BCUOMA reported a deficit in 2019 and is projecting another deficit year in 2020. BCUOMA is currently using its Operational Reserve to support its cash position which has been impacted by multiple deficit years. BCUOMA's Administrative costs have remained at or below the targeted 5% of total program costs.

SPECIAL RESOLUTION

SPECIAL RESOLUTION TO BE CONSIDERED BY THE MEMBERS OF BRITISH COLUMBIA USED OIL MANAGEMENT ASSOCIATION (the "Association")

BACKGROUND

1. Section 2.3(c) of the Association's Membership Agreement provides:
"2.3 The Member in consideration of being permitted to become a Member of the Association and be in compliance with a Stewardship Program, hereby agrees with the Association as follows:

(c) To pay to the Association the EHC on all Products as set out by the Association in the EHC Payment Schedule and as amended from time to time a special resolution of the Members."

2. It is necessary and in the best interests of the Association that the rate of EHC payable by Members in respect of **Lubricating Oil Fluid** to be changed to **\$0.06** per litre effective **July 1st, 2021**.

3. It is necessary and in the best interests of the Association that the rate of EHC payable by Members in respect of **Containers** to be changed to **\$0.12** per litre for HDPE or Metal and **\$0.20** per litre for non-HDPE and non-Metal effective **July 1st, 2021**.

BE IT RESOLVED as a special resolution of the Members of the Association that:

1. The rate of EHC payable by Members in respect of **Lubricating Oil Fluid** to be changed to **\$0.06** per litre effective **July 1st, 2021**.
2. The rate of EHC payable by Members in respect of **Containers** to be changed to **\$0.12** per litre for HDPE or Metal and **\$0.20** per litre for non-HDPE and non-Metal effective **July 1st, 2021**.
3. Any director or officer of the Association is authorized to do all such acts and execute and file all other documents and instruments necessary or desirable to carry out this resolution, including the filing of all documents with regulatory authorities.

IMPORTANT LINKS

[2019 Annual Report](#)

[BCUOMA Bylaws](#)

[BCUOMA Membership Agreement](#)