



**BC Used Oil**  
Management Association

# **Annual General Meeting Information Booklet**

September 23, 2021

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# NOTICE OF MEETING

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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 via online virtual meeting service on September 23, 2021, 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. for 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 12<sup>h</sup> day of July, 2021.

AS APPROVED BY THE BOARD Per:



## ZOOM LOGIN DETAILS

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As a member of the BC Used Oil Management Association, you are invited to attend the Annual General Meeting scheduled to be held via Zoom on September 23, 2021 at 11am.

All members are asked to attend using the website link and not by phone, so that attendance can be visually verified, and member names captured for the minutes:

**Topic: BCUOMA Annual General Meeting**

**Time: September 23, 2021 11:00 AM Vancouver**

**Join Zoom Meeting:**

<https://us02web.zoom.us/j/84399025784?pwd=RDY1YkVsaml0NU5xZC90a3pFZnp2Zz09&from=addon>

**Meeting ID:** 843 9902 5784

**Passcode:** 796651

## AGENDA

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1. WELCOME
2. KEYNOTE ADDRESS:  
    *“Overview on the State of the Automotive Industry”*  
    By Andrew King, DesRosiers Automotive Consultants Inc.
3. CALL TO ORDER and INTRODUCTION OF BOARD and GUESTS
4. CONSTITUTION OF MEETING
5. RULES OF ORDER
6. APPROVAL OF AGENDA
7. APPROVAL OF MINUTES OF NOVEMBER 2, 2020 AGM
8. CHAIRMAN'S REPORT
9. BCUOMA's 2020 ANNUAL REPORT
10. TREASURER'S REPORT AND RECEIPT OF 2020 AUDITED FINANCIAL STATEMENTS
11. APPOINTMENT OF AUDITORS
12. ELECTION OF BOARD OF DIRECTORS
13. CLOSING REMARKS
14. ADJOURNMENT

## INFORMATION & RULES OF ORDER

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### 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: 843 9902 5784 and the Passcode is: 796651.
- 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: 843 9902 5784 and Passcode: 796651.

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

- d) 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.
- e) 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.

- f) 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

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## BCUOMA ANNUAL GENERAL MEETING

*Held on November 3, 2020 at 11am*

*Via Zoom Conference*

### 1. Call to Order

The meeting was called to order at 11:05 a.m. by Brian Ahearn, BCUOMA Chair.

### 2. Attendance

In attendance were the following Members:

#### **Members:**

1. Canadian Fuels Association, represented by Brian Ahearn
2. Equipment Sales and Service, represented by Brian Ahearn
3. Shell Canada, represented by Brian Ahearn
4. Univar Solutions, represented by Brian Ahearn
5. UFA Co-operative Ltd., represented by Brian Ahearn
6. Robco Inc., represented by Brian Ahearn
7. NCH Canada, represented by Brian Ahearn
8. Les Hall Filter, represented by Lonnie Cole
9. Recochem, represented by Sam deGuilio
10. Canadian Tire, represented by Dan Higgins
11. Petro-Canada Lubricants Inc., represented by Vincent Gauthier
12. Chevron Canada Ltd., represented by Wayne Marees
13. Catalys Lubricants Inc., represented by Joel Siebenga

#### **Directors:**

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

**Guests:**

David Lawes, BCUOMA  
Chris Leary, 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 included in the AGM Information package that was emailed to all members in advance of the meeting. Materials were also posted on the BCUOMA website.

**6. Approval of Agenda**

Upon motion made by Les Hall Filter (Lonnie Cole) and seconded by Chevron Canada Ltd. (Wayne Marees) and carried, it was resolved that the Agenda as circulated today for this annual meeting of the Members being held on November 3, 2020 be adopted.

**7. Approval of Minutes of June 7, 2019 Annual General Meeting**

Upon motion made by Petro-Canada Lubricants Inc. (Vincent Gauthier) and seconded by Les Hall Filter (Lonnie Cole) and carried, it was resolved that the minutes of the last meeting of Members held on June 7, 2019 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 (Dan Higgins) and seconded by Les Hall Filter (Lonnie Cole) 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. 2019 Annual Report**

David Lawes, BCUOMA's CEO, and Kelly Duran, BCUOMA's Communication Director, provided an overview of the program highlights from 2019 and touched on some future initiatives for the BCUOMA Program.

## **10. Treasurer's Report and Receipt of 2019 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 Canadian Tire (Dan Higgins) and seconded by Recochem (Sam DeGuilio) 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 Chevron Canada Ltd. (Wayne Marees) and seconded by Recochem (Sam DeGuilio) and carried, it was resolved that the financial statements be received as presented.

## **11. Special Resolution**

The following special resolution was read by the Chair:

**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.**

After a motion was made by Canadian Tire (Don Hetherington) and seconded by Petro-Canada Lubricants Inc. (Vincent Gauthier), members were invited to ask questions and

discuss the resolution. There being no further discussion, the motion was read again, and members were asked to vote.

This special resolution required a 75% vote in favour in order to pass. There were 13 votes in favour and none opposed. The motion was carried.

## **12. Appointment of Auditors**

Upon motion made Recochem (Sam DeGuilio) and seconded by Catalys Lubricants Inc. (Joel Siebenga) and carried, it was resolved that the firm KPMG be appointed as auditors of the Association for the 2020 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 one nomination for each of the following positions:

1. One director to be nominated by the Oil Retailer Non-Manufacturer Sector – CFA or Non-CFA member company
2. One director to be nominated by the Filter Manufacturer Brand Owner Sector – CFA or Non-CFA member company
3. One director to be nominated by the Oil Manufacturer Brand Owner Sector – CFA member company
4. One director to be nominated by the Antifreeze Manufacturer Brand Owner Sector – CFA or Non-CFA member company
5. One Elected Government Official or an Employee of a 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:

Brian Ahearn  
Lonnie Cole  
Sam DeGuilio  
Don Hetherington  
Gord Klassen

## **14. Adjournment**

There being no further business to be concluded at this meeting, the Chair declared the meeting adjourned without motion at 11:37 a.m.

## **APPOINTMENT OF AUDITORS**

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

- KPMG

## BOARD OF DIRECTORS

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### 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 (2021-2023 Term)

Please be advised that the following BCUOMA Directorship positions will be vacant as of the **September 23, 2021** Annual General Meeting (“AGM”):

- Oil Manufacturer and Brand Owner Sector
  - One (1) Director nominated by CFA member companies
- Oil Manufacturer and Brand Owner Sector
  - One (1) Director nominated by non-CFA member companies
- Oil Manufacturer and Brand Owner Sector
  - One (1) Director nominated by CFA or non-CFA member companies
- 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;

### 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 send it via email to [kduran@usedoilrecycling.ca](mailto:kduran@usedoilrecycling.ca) on or before September 13, 2021.

**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 and Brand Owner Sector**  
*One (1) Director nominated by CFA member companies*
- Oil Manufacturer and Brand Owner Sector**  
*One (1) Director nominated by non-CFA member companies*
- Oil Manufacturer and Brand Owner Sector**  
*One (1) Director nominated by CFA or non-CFA member companies*
- 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;*

\_\_\_\_\_  
Name Phone Number

\_\_\_\_\_  
Address

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2021 at \_\_\_\_\_, \_\_\_\_\_

Name of Nominating Party: \_\_\_\_\_

Signature of Authorized Delegate: \_\_\_\_\_

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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 \_\_\_\_\_, 2021 at \_\_\_\_\_, \_\_\_\_\_

Name of Nominee: \_\_\_\_\_

Signature: \_\_\_\_\_

**PLEASE RETURN COMPLETED NOMINATION FORM BY SEPTEMBER 13 TO:**  
British Columbia Used Oil Management Association  
Attn: Kelly Duran  
[kduran@usedoilrecycling.ca](mailto:kduran@usedoilrecycling.ca)

## IMPORTANT LINKS

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[2020 Annual Report](#)

[BCUOMA Bylaws](#)

[BCUOMA Membership Agreement](#)