



BRITISH COLUMBIA USED OIL MANAGEMENT ASSOCIATION ("BCUOMA")

NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of the Members of BCUOMA will be held via online virtual meeting service on June 9, 2023, at 11:00 a.m. (PT) 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 Special Resolutions, as included in the Meeting Information Package as Schedule A, Schedule B and Schedule C;
6. for the transaction of such further and other matters as may properly be brought before the meeting or any adjournment thereof.

All Members planning to participate in the AGM must register by completing the Registration Form, found at the following link on or before **June 2, 2023**: <https://www.surveymonkey.com/r/8MT5CKR>

This AGM will be held virtually via Zoom and can be accessed using the following information:

[Join Zoom Meeting](#)

Meeting ID: 841 8476 7032

Passcode: 235403

All Members in good standing, who register for the meeting by June 2, 2023 will receive additional information on the AGM.

One electronic vote can be cast by each Member at the Meeting. 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. 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.

DATED at the City of Victoria, in the Province of British Columbia, this 5th day of May, 2023.

AS APPROVED BY THE BOARD Per:

A handwritten signature in blue ink, appearing to read "B. Aheon".

INFORMATION & RULES OF ORDER

Information:

Welcome to the Annual General Meeting ("Meeting") of the British Columbia Used Oil Management Association ("BCUOMA"). In order for the Meeting to 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 at the Meeting. 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: 841 8476 7032 and the Passcode is: 235403.
- c) In addition, the Meeting may be accessed via "dial by your location" as follows:

+1 778 907 2071
+1 780 666 0144
+1 204 272 7920
+1 438 809 7799
+1 587 328 1099
+1 647 374 4685
+1 647 558 0588

Using Meeting ID: 841 8476 7032 and Passcode: 235403.

- 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 the 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 and decided by the majority of votes, except for special resolutions, in which case the vote will be decided by at least two-thirds 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 at least two-thirds 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.

NOTICE OF SPECIAL RESOLUTION OF THE MEMBERS

TO: THE MEMBERS OF BRITISH COLUMBIA USED OIL MANAGEMENT ASSOCIATION (“BCUOMA”)

NOTICE IS HEREBY GIVEN that a Special Resolution of the Members of BCUOMA will be held by vote at the **Annual General Meeting** on **June 9, 2023** in accordance with Article 10.1 of BCUOMA's Bylaws and sections 15 and 17 of the *Societies Act (BC)* for the following purposes:

1. To consider and, if deemed advisable, to pass a Special Resolution (substantially in the form of the Special Resolution attached as [Schedule A](#) to this Notice) to amend BCUOMA's Constitution in the manner described in [Schedule A](#) to this Notice;
2. To consider and, if deemed advisable, to pass a Special Resolution (substantially in the form of the Special Resolution attached as [Schedule B](#) to this Notice) to amend BCUOMA's Bylaws in the manner described in [Schedule B](#) to this Notice; and
3. To authorize any director or officer of BCUOMA to take such other steps as may be necessary to give effect to the amendments to the Constitution and Bylaws changes that are approved.

DATED at the City of Victoria, in the Province of British Columbia, this 5th day of May, 2023.

AS APPROVED BY THE BOARD Per:



SCHEDULE A: SPECIAL RESOLUTION TO BE CONSIDERED BY THE MEMBERS OF BRITISH COLUMBIA USED OIL MANAGEMENT ASSOCIATION

BACKGROUND:

A. The members ("**Members**") of the British Columbia Used Oil Management Association ("**BCUOMA**") wish to alter the Constitution of BCUOMA (the "**Constitution**") in order to alter BCUOMA's purposes, as described below and as shown in the comparison of the Constitution to the current Constitution in Appendix A-1 and the clean copy of the altered Constitution in Appendix A-2 attached hereto.

B. Pursuant to section 15(1) of the *Societies Act* (BC) (the "**Act**"), a constitution alteration application (the "**Constitution Alteration Application**") is required to be filed with the British Columbia Registrar of Companies in order to alter the Constitution to change the name and purposes of BCUOMA.

C. Section 15(2) of the Act requires the Members to authorize the alteration to the Constitution proposed in the Constitution Alteration Application by special resolution.

THEREFORE, BE IT RESOLVED as a special resolution that:

1. Effective as of the time at which BCUOMA files the Constitution Alteration Application, the Constitution be altered to reflect the following changes:

1.1. Delete purpose 2.a. and replace it with the following:

"a. to collect, transport, store, process and dispose of products and materials that are subject to recycling and waste minimization plans, programs, services or other similar initiatives ("**Materials**"), having concern for conservation, public education and the reduction of waste, and use of economic, efficient and environmentally conscious methods of handling and disposing of Materials."

1.2. Delete purpose 2.b. and replace it with the following:

"b. To establish and to provide for the following:

- i. establish and administer waste minimization and recycling plans, programs, services or other similar initiatives;
- ii. consumer education and information programs for the purpose of the waste minimization and recycling plans, programs, services or other similar initiatives;
- iii. the collection, transportation, storage, processing and disposal of the Materials for the purposes of the waste minimization and recycling plans, programs, services or other similar initiatives;
- iv. research and development activities related to waste minimization and recycling in respect of the Materials;
- v. promotion and development for marketing the products resulting from recycling the Materials;"

1.3. Delete purpose 2.d. in its entirety.

2. 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 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.

SCHEDULE B: SPECIAL RESOLUTION TO BE CONSIDERED BY THE MEMBERS OF BRITISH COLUMBIA USED OIL MANAGEMENT ASSOCIATION

- A. The members ("**Members**") of the British Columbia Used Oil Management Association ("**BCUOMA**") wish to alter the Bylaws of BCUOMA (the "**Bylaws**"), as described below and as shown in the comparison of the Bylaws to the current Bylaws in Appendix B-1 and the clean copy of the altered Bylaws in Appendix B-2 attached hereto.
- B. Pursuant to section 17(1) of the *Societies Act* (BC) (the "**Act**"), a bylaw alteration application (the "**Bylaw Alteration Application**") is required to be filed with the British Columbia Registrar of Companies in order to alter the Bylaws of BCUOMA.
- C. Article 10.1 of the Bylaws and Section 17(2) of the Act requires the Members to authorize the alteration to the Bylaws proposed in the Bylaw Alteration Application by special resolution.

THEREFORE, BE IT RESOLVED as a special resolution that:

- 1. Effective as of the time at which BCUOMA files the Bylaw Alteration Application, the Bylaws be altered to reflect the following changes:
 - 1.1. Immediately following the words "Societies Act" in Article 1.1, add the following:
"(SBC 2015, c 18)".
 - 1.2. Delete the definition of "Brand-owner" in Article 1.1 and replace it with the following:
"Brand-owner' means
 - (a) a person who is the owner or licensee of a trade mark under which Materials are sold, otherwise distributed or use in a commercial enterprise, whether the trademark is registered or not, or
 - (b) a person who sells, distributes or uses Materials in a commercial enterprise;"
 - 1.3. Immediately following the definition of "Director" in Article 1.1, add the following definition:
"Materials' means products and materials that are subject to recycling and waste minimization plans, programs, services or other similar initiatives;"
 - 1.4. Immediately following "Association," in Article 2.1, add: "subject to any rules, policies and procedures made under this Bylaw,".
- 2. 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 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.

SCHEDULE C: SPECIAL RESOLUTION TO BE CONSIDERED BY THE MEMBERS OF BRITISH COLUMBIA USED OIL MANAGEMENT ASSOCIATION

BACKGROUND

1. Section 2.3(c) of the British Columbia Used Oil Association ("Association") 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 **Containers** to be changed to **\$0.15** per litre for HDPE or Metal and **\$0.35** per litre for non-HDPE and non-Metal effective **January 1st, 2024**.

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 **Containers** to be changed to **\$0.15** per litre for HDPE or Metal and **\$0.35** per litre for non-HDPE and non-Metal effective **January 1st, 2024**.
2. 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.