



BC Used Oil
Management Association

Annual General Meeting Information Package

June 9, 2023

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NOTICE OF MEETING

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 attached to this Notice 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:



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:



AGENDA



2023 ANNUAL GENERAL MEETING

June 9, 2023 | 11:00 a.m. (PT)

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 10, 2022 AGM
7. CHAIRMAN'S REPORT
8. BCUOMA's 2022 ANNUAL REPORT
9. TREASURER'S REPORT AND RECEIPT OF 2022 AUDITED FINANCIAL STATEMENTS
10. APPOINTMENT OF AUDITORS
11. SPECIAL RESOLUTIONS
12. ELECTION OF BOARD OF DIRECTORS
13. CLOSING REMARKS
14. ADJOURNMENT

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.

MINUTES OF THE LAST ANNUAL GENERAL MEETING

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

Held on June 10, 2022 at 11am / via Zoom Online Platform

MINUTES

Attendance

In attendance were the following:

Members:

1. Canadian Tire, represented by Dan Higgins
2. Catalys Lubricants, represented by Joel Siebenga
3. Equipment Sales and Service, represented by Brian Ahearn
4. Honda Canada, represented by Loulia Kouchaji
5. Les Hall Filter, represented by Lonnie Cole
6. Mopac Auto Supply, represented by Brian Ahearn
7. Petro-Canada Lubricants Inc., represented by Vincent Gauthier
8. Recochem, represented by Sam DeGuilio
9. Robco Inc., represented by Brian Ahearn
10. Shell Canada, represented by Brian Ahearn
11. UFA Co-operative Ltd., represented by Brian Ahearn

Directors:

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

Guests:

David Lawes, BCUOMA
Chris Leary, BCUOMA
Kelly Duran, BCUOMA
Will Burrows, BCUOMA
Rob Seidel, DLA Piper (Canada) LLP

1. Call to Order

The meeting was called to order at 11:29 a.m. by Brian Ahearn, BCUOMA Chair. Lonnie Cole acted as Secretary of the meeting.

2. 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 nine (9) Voting Members present, the Chair declared there was a quorum and the meeting was duly constituted for the transaction of business.

3. **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.

4. **Approval of Agenda**

Upon motion made by Petro-Canada Lubricants Inc. (Vincent Gauthier) and seconded by Canadian Tire (Dan Higgins) and carried, it was resolved that the Agenda as circulated today for this annual meeting of the Members being held on June 10, 2022 be adopted.

5. **Approval of Minutes of September 23, 2021 Annual General Meeting**

Upon motion made by Les Hall Filter (Lonnie Cole) and seconded by Recochem (Sam DeGuilio) and carried, it was resolved that the minutes of the last meeting of Members held on September 23, 2021 be taken as read, and be verified and approved.

6. **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 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.

7. **2021 Annual Report**

Kelly Duran, BCUOMA's Communication Director, provided an overview of the program highlights from 2021 and touched on some future initiatives for BCUOMA.

8. **Treasurer's Report and Receipt of 2021 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 Les Hall Filter (Lonnie Cole) 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 2021 financial statements be received as presented.

9. **Appointment of Auditors**

Upon motion made by Recochem (Sam DeGuilio) and seconded by Canadian Tire (Dan Higgins) and carried, it was resolved that the firm KPMG be appointed as auditors of the Association for the 2022 fiscal year, at a remuneration and on terms to be established by the Directors of the Association.

10. **Special Resolution to alter the BCUOMA Bylaws**

Upon motion made by Petro-Canada Lubricants Inc. (Vincent Gauthier) and seconded by Les Hall Filters (Lonnie Cole) and carried by unanimous vote, it was resolved that:

Effective as of the time at which BCUOMA files the Application, the Bylaws be altered to reflect the following changes:

1. Article 3.1 be repealed and replaced with the following:

"3.1 A Board of no less than three (3) and no more than twelve (12) Directors shall manage the affairs of the Association."

2. Article 3.3(f) be revised to delete the word "and" from the end of Article 3.3(f).
3. Article 3.3(g) be revised to delete and replace the period at the end of Article 3.3(g) with a semicolon and to add the word "and" immediately following the semicolon.
4. Article 3.3 be revised to add a new Article 3.3(h), as follows:
"(h) Two (2) Directors who are nominated by automotive manufacturers and brand owners."
5. Article 3.6 be revised to delete first sentence to read as follows:
"Directors may stand for nomination and re-election to the Board of Directors after their term expires. A person selected by the remaining Directors shall fill a vacancy occurring among the Directors during the course of the year. That person shall complete the term of the Director vacating, and shall be appointed from the industry sector or group the vacating Director had previously represented."
6. 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.

11. Election of Board of Directors

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

1. Oil retailer (non-manufacturer) sector — **Don Hetherington**, Mr. Lube Canada Inc.;
2. Filter manufacturer and brand owner sector — **Lonnie Cole**, Les Hall Filter;
3. Oil manufacturer and brand owner (CFA member) sector — **Brian Ahearn**, Canadian Fuels Association;
4. Automotive antifreeze manufacturer and brand owner sector — **Sam DeGuilio**, Rechocem; and
5. Elected official or an employee of, a municipality in British Columbia — **Gord Klassen**, City of Fort St. John.

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:

1. Brian Ahearn;
2. Lonnie Cole;
3. Sam DeGuilio;
4. Don Hetherington; and
5. Gord Klassen.

12. 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 is recommending the following auditing firm:

- KPMG

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.

APPENDIX A-1

CONSTITUTION (COMPARISON VERSION)

SOCIETIES ACT CONSTITUTION

1. The name of the Society is the British Columbia Used Oil Management Association.
2. The purposes of the Society are:
 - a. to collect, transport, store, process and dispose of ~~material, and in particular, used oil, automotive antifreeze, used oil and automotive antifreeze containers and oil filters~~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 ~~used oil, used oil containers and filters and waste of a similar nature~~ (the "Materials").
 - b. To establish and to provide for the following:
 - i. establish and administer ~~a~~ waste minimization and recycling ~~program~~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 ~~program~~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~~Materials;
 - c. to acquire land, by purchase or otherwise, erect or otherwise provide a building or buildings for the purposes of the Society;
 - d. ~~to carry out the duties of an association under the Recycling Regulation (B.C. Reg. 449/2004) (the "Regulation") in respect of the Materials, which are to:~~
 - i. ~~comply with Part 2 of the Regulation, including requiring the association develop and implement a plan for a stewardship program respecting the Materials, and submit the plan to the director; or~~
 - ii. ~~comply with Part 3 of the Regulation, including requiring the association to provide consumer information regarding the Materials, operate collection facilities for the Materials, notify consumers about the collection facilities, properly handle the Materials collected at collection facilities, report to the director as required under Part 3 of the Regulation, and provide audited financial statements, as required; and~~
 - iii. ~~confirm in writing to the director the association has accepted these duties.~~
3. 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.

APPENDIX A-2

CONSTITUTION (CLEAN VERSION)

SOCIETIES ACT

CONSTITUTION

1. The name of the Society is the British Columbia Used Oil Management Association.
 - a. The purposes of the Society are:
 - b. 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.
 - c. 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;
 - d. to acquire land, by purchase or otherwise, erect or otherwise provide a building or buildings for the purposes of the Society;
2. 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.

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.

APPENDIX B-1

BYLAWS (COMPARISON VERSION)

[DRAFT]

[DRAFT]

British Columbia Used Oil Management Association (BCUOMA)

Bylaws

British Columbia Used Oil Management Association Bylaws

ARTICLE I INTERPRETATION

Definitions

1.1 In these Bylaws, unless the context otherwise requires:

"Act" means the *Societies Act* ([SBC 2015, c 18](#)) of the Province of British Columbia, as may be amended from time to time, or any statute or statutes substituted therefore, and in the case of any substitution, the reference in these Bylaws to the statute shall be read as referring to the substitution therefore in the new statute or statutes;

"Association" means the association incorporated as the British Columbia Used Oil Management Association;

"Board" means the Board of Directors of the Association;

"Brand-owner" means

- (a) a person ~~in British Columbia~~ who is the owner or licensee of a trade mark under which ~~oil, automotive antifreeze, oil and automotive antifreeze containers or oil filters~~ Materials are sold, otherwise distributed or use in a commercial enterprise ~~in British Columbia~~, whether the trademark is registered or not, or
- (b) a person who ~~brings into British Columbia oil, automotive antifreeze, oil and automotive antifreeze containers or oil filters for sale, other distribution or use~~ sells, distributes or uses Materials in a commercial enterprise ~~in British Columbia~~;

"Chairman" means the Chairman of the Board of Directors;

"Communications Facility" means teleconferencing, internet audio streaming, video conferencing, internet web casting or any other form of communication that permits all Members or Directors to see and/or hear and to communicate with each other attending;

"Director" means a member of the Board of Directors from time to time of the Association and includes the Chairperson of the Board;

"Materials" means products and materials that are subject to recycling and waste minimization plans, programs, services or other similar initiatives;

"Member" means a Voting Member of the Association;

"Municipality" is as defined in the *Local Government Act* (RSBC 2015, c. 1) as may be amended from time to time, or any statute or statutes substituted therefore, and in the case of any substitution, the reference in these Bylaws to the statute shall be read as referring to the substitution therefore in the new statute or statutes;

"special resolution" means a special resolution as defined in the Act;

"Voting Member" means an organization or individual who becomes a Voting Member in accordance with Bylaw ~~2.12.1~~.

[DRAFT]

- 2 -

Construction

- 1.2 Words importing the singular gender include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

Headings

- 1.3 The headings used throughout these Bylaws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any Article or Bylaw nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

**ARTICLE II
MEMBERSHIP**

Voting Members

- 2.1 Any Brand-owner may apply to the Board for Voting Membership in the Association, subject to any rules, policies and procedures made under this Bylaw, and on payment of the required fees and acceptance by the Board, becomes a Voting Member.

Membership Fees

- 2.2 The membership fee, if any, shall be determined, from time to time, by the Board.

Representatives.

- 2.3 A Member that is a corporation, an unincorporated organization, society or government body shall appoint a person to act as its representative at meetings of the Association. A person may be appointed to act as alternative representative at any meeting the representative cannot attend.
- 2.4 The authorized representative or alternative representative of a Member is entitled to speak and vote and in all other respects exercise the rights of the Member, and that representative is to be recognized as that Member for all purposes at a meeting of the Association.
- 2.5 Each Member appointing a representative shall notify the Secretary in writing of the name, address, telephone number and occupation of the representative.
- 2.6 Each Member appointing an alternative representative shall notify the Secretary in writing of the name, address, telephone number and occupation of the alternate representative.

Membership Termination

- 2.7 Membership in the Association is terminated:
- (a) upon receipt of written notice of resignation from a Member by the Secretary.
 - (b) upon death in the case of an individual, or upon dissolution in the case of a corporation, unincorporated organization or society; or
 - (c) at the direction of the Board, if a Member is in arrears of payment of any fees or payments owing to the Association for more than sixty (60) days.

A Member who is in arrears of payment of any fees or payments to the Association and whose Membership has not yet been terminated is not a Member in good standing. All other Members listed on the register of the Association, who have not been terminated, struck, expelled or suspended as Members, shall be Members in good standing.

Cancellation of Membership

- 2.8 The Board may, by resolution, suspend or expel a Member for cause, if:
- (a) the Member to be suspended or expelled has been given notice of the Board meeting at which suspension or expulsion is to be considered together with a brief statement of the reason or reasons for the proposed suspension or expulsion; and
 - (b) the Member named in such notice is given an opportunity to make representations to the Board at such meeting.

Compliance with Bylaws

- 2.9 Every Member shall comply with and is bound by these Bylaws.

**ARTICLE III
BOARD OF DIRECTORS**

Number of Directors

- 3.1 A Board of no less than three (3) and no more than twelve (12) Directors shall manage the affairs of the Association.

Eligibility of Directors

- 3.2 In order to be eligible to be elected or appointed as a Director, each Director must be qualified under the Act and, without limiting the foregoing, must:
- (a) be at least 18 years of age;
 - (b) not have been declared incapable by a court in Canada or elsewhere;
 - (c) not be an undischarged bankrupt; and
 - (d) not have been convicted of an offence prescribed by the Act within the time periods and in the circumstances prescribed by the Act.

Board Structure

- 3.3 The Board of Directors shall be elected by the Voting Members of the Association, and shall be nominated from the following industry groups or otherwise appointed, as follows:
- (a) Four (4) Directors who are nominated by oil manufacturers and brand owners, and:
 - (i) Canadian Fuels Association members shall nominate two (2) of those Directors;
 - (ii) One (1) of those Directors shall be nominated by a non- Canadian Fuels Association member;

- (iii) Either a Canadian Fuels Association or a non- Canadian Fuels Association member may nominate one (1) of those Directors;
- (b) One (1) Director who is nominated by an oil retailer (non-manufacturer);
- (c) One (1) Director who is nominated by a filter manufacturer and brand owner;
- (d) One (1) Director who is nominated by a automotive antifreeze manufacturer and brand owner;
- (e) One (1) Director who is, or is nominated by, an elected official or an employee of, a Municipality in British Columbia;
- (f) 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;
- (g) In the event the Ministry of Environment elects to be represented on the Board, one (1) ex-officio Director appointed by the Minister of Environment; and
- (h) Two (2) Directors who are nominated by automotive manufacturers and brand owners.

Nomination and Election

- 3.4 Nominations shall be received in writing at least ten (10) days prior to the annual general 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 annual general meeting, nominations shall be accepted from the floor at the general meeting or by means of a Communications Facility if the Association makes the annual general meeting available by such Communications Facility, 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 annual general 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.

Election and Term

- 3.5 The election of Directors shall take place at each annual general meeting of the Voting Members, and Directors then in office and, subject to Bylaw ~~3-63.6~~ herein, who have served two years shall retire but, if qualified, shall be eligible for reelection. The term of each Director shall be two (2) years. The number of Directors to be elected at any such meeting shall be the number of Directors then in office unless the Voting Members otherwise determine. A vacancy occurring among the Directors elected at the annual meeting of the Voting Members shall be filled at the next annual meeting of the Voting Members. A Director need not be a Voting Member.
- 3.6 Directors may stand for nomination and re-election to the Board of Directors after their term expires. A person selected by the remaining Directors shall fill a vacancy occurring among the Directors during the course of the year. That person shall complete the term of the Director vacating, and shall be appointed from the industry sector or group the vacating Director had previously represented.

Resignation and Removal of Directors

- 3.7 A Director may resign by giving written notice to either the Chairman or the Secretary.
- 3.8 A Director must resign by giving written notice if that Director ceases to be a member of, employee of, or representative of, the industry group from which that Director was originally elected.

- 3.9 The Board may, for cause deemed appropriate by the Board, remove a Director from office.
- 3.10 The Voting Members may, by special resolution, remove any Director before the expiration of this period of office.

Management

- 3.11 The management of the affairs of the Association shall be vested in the Directors who may without limitation:
- (a) employ employees and prescribe their conditions of employment and provide for and pay their salary, remuneration and expenses;
 - (b) engage the services of advisors, managers or independent contractors providing special, technical or professional knowledge or services and provide for and pay their remuneration and expenses;
 - (c) enact and enforce policies regarding the direction and management and operation of the Association, and such policies shall be consistent with these Bylaws; and
 - (d) make rules:
 - (i) respecting the carrying out of its duties and powers;
 - (ii) respecting the calling of meetings pertaining to carrying out its duties and powers and the conduct of business at those meetings;
 - (iii) delegating to qualified Association Directors, officers, employees or agents or a committee of the Association, the carrying out of its duties and powers, except the power to make rules under this Bylaw; and
 - (iv) respecting the establishment, membership, duties and functions of special, standing and other committees with respect to their duties and powers.

Meetings of Directors

- 3.12 Meetings of the Board of Directors shall be held as often as may be required but at least once every six (6) months and shall be called by the Chairman. A special meeting of the Board may be called upon the written request of any two (2) Directors directed to the Chairman with such written request to state the business to be brought before the meeting.

Place of Meetings

- 3.13 Meetings of the Board may be held at any place within or outside the Province of British Columbia.

Notice

- 3.14 Notice of the time and place of each meeting of the Directors shall be sent to each Director by regular mail addressed to the Director at his latest address as shown in the records of the Association not less than ten (10) days before the meeting, or by electronic mail not less than five (5) working days before the meeting, or delivered personally not less than five (5) working days before the meeting. If mailed, such notice shall be deemed to have been received on the third (3rd) day following the date of mailing; if delivered by electronic mail such notice shall be deemed to have been received on the date of transmission and, if delivered personally, on the date of delivery.

A Director who participates in a meeting shall be deemed to have received notice thereof. Notice of the meeting may be waived where the Board unanimously agrees to waive notice of the meeting.

Quorum

- 3.15 The quorum for the transaction of business at any meeting of the Board shall consist of not less than 50% of the Directors then on the Board of Directors. A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Association may be counted for the purposes of a quorum at a meeting of the Directors at which time the proposed contract or transaction is approved.

Chairperson

- 3.16 The Chairman shall be the Chairperson of any meeting of the Directors, or in his absence, the Secretary shall be the Chairperson of any meeting of the Directors, and if none of those persons are present, or if such persons decline to act, the Directors present shall choose one (1) of their number to be Chairperson.

Votes to Govern

- 3.17 Questions arising at any meeting of the Board shall be decided by a majority of the votes. If there is a tied vote, the motion is lost.

Meetings by Telephonic, Electronic or other Communication Facility

- 3.18 If a majority of the Directors participating in a meeting consents, one (1) or more Director(s) may participate in a meeting of the Directors by means of a Telephonic, Electronic or other Communication Facility that the Board may make available, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any Director participating in a meeting by such Telephonic, Electronic or other Communication Facility, and entitled to vote at the meeting, may vote by means of such Telephonic, Electronic or other Communication Facility.

Resolutions in Writing

- 3.19 Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the Directors shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

**ARTICLE IV
OFFICERS**

Appointment

- 4.1 The officers of the Association shall consist of a Chairman, a Secretary, and a Treasurer or a Secretary-Treasurer and such other officer as the Directors may determine. Such officers shall be elected by the Directors from among themselves at the first meeting of the Board of Directors following the annual general meeting each year. One (1) Director may hold more than one office.

Chairman

- 4.2 The Chairman:
- (a) shall preside at all meetings of the Board and the Membership;

- (b) is a non-voting member of all committees of the Board and the Association, but may be a voting member of any committee as determined by the committee;
- (c) shall present a report of the activities of the Board to Members of the Association at the annual general meeting;
- (d) may, with approval of the Board, delegate powers and duties as necessary; and
- (e) is responsible for such other matters as the Board determines.

Secretary

4.3 The Secretary is responsible for:

- (a) ensuring proceedings of all meetings of the Board and the Membership are recorded, and for the preparation and custody of the minutes of those meetings;
- (b) ensuring that a record of all the Members of the Association and their addresses is maintained;
- (c) the custody of the seal of the Association and the books and records of the Association, except financial records;
- (d) giving notice of all meetings of the Board and the Membership; and
- (e) such other matters as the Board determines.

4.4 The Secretary may, with the approval of the Board, delegate the responsibilities of the office as required.

Treasurer

4.5 The Treasurer is responsible for:

- (a) the receipt of all money paid to the Association;
- (b) opening and operating accounts and for the deposit of funds in any bank, treasury branch, trust company or credit union of which the Board approves;
- (c) accounting for the real and personal property of the Association and the preparation and custody of such financial records as are necessary;
- (d) presenting a financial statement to the Board as required;
- (e) presenting a financial statement at the annual general meeting; and
- (f) such other matters as the Board determines.

4.6 The Treasurer may, with approval of the Board, delegate the responsibilities of the office as required.

Powers and Duties of Other Officers

4.7 The powers and duties of all other officers shall be such as the Board may determine.

Committees

- 4.8 The Board may appoint standing or special committees for any purpose considered necessary or desirable.

Delegation to Committee

- 4.9 The Board may delegate such of its powers or duties, except the powers to make Bylaws or Rules in accordance with these Bylaws, to a committee appointed by the Board.

**ARTICLE V
MEETINGS OF THE VOTING MEMBERS**

Annual Meeting

- 5.1 The annual general meeting of the Members shall be held once each year at such time, date and place in Canada as the Board specifies for the purpose of electing the Directors and for the transaction of such other business as may be properly brought before the meeting.
- 5.2 At each annual general meeting, a report from the Chairman and Treasurer shall be presented to the Members present.

Special Meetings

- 5.3 The Chairman or Secretary shall call a special meeting of the Members, by:
- (a) either of them having been directed by the Board, at any time, and by giving notice in accordance with Bylaw 5.45.4 herein; or
 - (b) either of them having received a petition signed by ten per cent (10%) of the Voting Members in good standing, setting forth the reasons for calling such meeting. On receipt of a notice from sufficient Members requesting a special meeting the Chairman shall arrange for a special meeting and give notice of it in accordance with these Bylaws.

Notice

- 5.4 Notice of the time and place of each meeting of the Members along with the text of any special resolution to be submitted to the meeting shall be sent to each Member by regular mail addressed to the Member at his latest address as shown in the records of the Association not less than fourteen (14) days before the meeting or by facsimile or electronic mail not less than fourteen (14) days before the meeting, or delivered personally. If mailed, such notice shall be deemed to have been received on the third (3rd) day following the date of mailing; if delivered by electronic mail such notice shall be deemed to have been received on the date of transmission and, if delivered personally, on the date of delivery. A Member who participates in a meeting shall be deemed to have received notice thereof.
- 5.5 The accidental omission to give notice of a meeting to a Member or the fact that Member does not receive notice of the meeting does not invalidate proceedings at the meeting.

Quorum

- 5.6 The quorum for the transaction of business at any meeting of the Members shall consist of the lesser of nine (9) Voting Members or ten (10%) percent of Voting Members in good standing entitled to vote and present at the meeting. A Member participating in a meeting by means of Telephonic,

Electronic or other Communication Facility is deemed to be present at the meeting. A quorum will never be less than three (3) Members.

Chairperson

- 5.7 The Chairman shall be the Chairperson of any meeting of the Members, or in his absence, the Secretary shall be the Chairperson of any meeting of Members, and if none of those persons are present, any other Director may act as the Chairperson of any meeting of the Members, or if such persons decline to act, the Voting Members present shall choose one (1) of their number to be Chairperson.

Voting and Votes to Govern

- 5.8 Any Voting Member in good standing shall be entitled to one (1) vote on each motion or matter to be voted upon. Votes may not be made by proxy. If a vote is tied, the motion is lost.

Meetings by Telephonic, Electronic or other Communications Facility

- 5.9 Any meeting of the Members may be held with all Members participating by Communications Facility, or by a combination of in person meeting and Communications Facility meeting, as determined and made available for that purpose by the Board. Any Member participating in a meeting of Members by such Communication Facility, and entitled to vote at the meeting, may vote by means of such Communication Facility on any resolution brought before the meeting, and for the election of directors.

Resolutions in Writing

- 5.10 Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the Members entitled to vote thereon shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

**ARTICLE VI
VOTING BY MAIL**

Voting

- 6.1 The Board may direct that a mail vote be conducted on any matter related to the Association that does not require the unanimous vote of all Voting Members at an annual general meeting.

Notice

- 6.2 Notice of a mail vote giving full details of the matter to be voted upon must be made to all Voting Members at least twenty-one (21) days in advance of the vote being taken and if objections to a mail vote are received by the Chairman in writing at least three (3) days before the announced date of the vote from at least ten (10%) percent of Voting Members, the matter shall be held over to a meeting of the Voting Members.

Validity

- 6.3 Subject to Bylaw 6.2, above, a vote by mail shall be declared valid if at least ten (10%) percent of the Voting Members respond and the matter shall be declared carried or defeated on the basis of a simple majority of the votes returned, unless a greater number is required by the Act or these Bylaws.

ARTICLE VII AUDITING

Auditor

- 7.1 A duly qualified accountant that the Association appointed at the annual general meeting shall audit the books, accounts, and records of the Secretary and Treasurer at least once each year. Such auditor at the annual meeting of the Association shall submit a complete and proper statement of the standing of the books for the previous year.
- 7.2 The auditor's report shall be presented at the annual general meeting. The audited financial statement shall become part of the annual report.

Fiscal Year End

- 7.3 The financial year-end for the Association shall be December 31 of each year.

Books and Records

- 7.4 The books and records of the Association may be inspected by any Member of the Association at the annual meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of the same. Each Member shall at all reasonable times have access to such books and records. All such access shall have safeguards to ensure a Member company's sensitive or proprietary information remains confidential, and is not divulged to another Member or the Board.

Annual Report

- 7.5 The Association shall prepare an annual report for each financial year of the Association, including:
- (a) a list of the Members and Directors of the Association;
 - (b) a report on the articles, objects, purposes and Bylaws of the Association and any amendments made to them;
 - (c) a report on the activities of the Association; and
 - (d) the audited financial statements of the Association.

ARTICLE VIII REMUNERATION

Remuneration

- 8.1 A Director may be remunerated as may be authorized by the Board.
- 8.2 Subject to any policies established by the Board from time to time, Directors shall be reimbursed for their traveling and living expenses incurred while on the business of the Association, and any other disbursements expended in the course of performing their duties as Directors.

**ARTICLE IX
BORROWING POWERS**

Authority

- 9.1 For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit and, in particular, by the issue of debentures, but this power shall be exercised only under the authority of the Voting Members of the Association and in no case shall debentures be issued without the sanction of a special resolution of the Voting Members of the Association.

**ARTICLE X
BYLAWS**

Bylaws

- 10.1 These Bylaws may only be rescinded, altered or added to if the revision, alteration or addition is approved by a special resolution of the Members.

Copies of Bylaws

- 10.2 On being admitted as a Member, each Member is entitled to and the Association shall give him, without charge, a copy of the Constitution and Bylaws of the Association.

**ARTICLE XI
INDEMNIFICATION**

Indemnification

- 11.1 Subject to the Act, each Director and other Officer of the Association and his heirs, executors and administrators shall be indemnified by the Association against all costs, charges and expenses which a Director or Officer may hereafter sustain or incur as a result of any claim, action or proceeding which is brought or prosecuted against him in respect of any act, deed or matter done or permitted by him in the execution of his duties of his office, and all other costs, charges and expenses which he may hereafter sustain or incur in relation to the affairs of the Association except such costs, charges and expenses as are occasioned by his willful neglect or default.

**ARTICLE XII
NOT FOR PROFIT ORGANIZATION**

Not For Profit Organization

- 12.1 The "British Columbia Used Oil Management Association" is a not for profit organization and will not carry on any trade or business.

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**ARTICLE XIII
DISSOLUTION OF ASSOCIATION**

Dissolution of Association

- 13.1 Notwithstanding any other provision of the Constitution of the Association or these Bylaws, in the event that the Association is dissolved or wound-up, for any reason, the remaining assets shall be paid over to one or more non-profit organizations who have as their object recycling.

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APPENDIX B-2 BYLAWS (CLEAN VERSION)

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**British Columbia Used Oil
Management Association
(BCUOMA)
Bylaws**

British Columbia Used Oil Management Association Bylaws

ARTICLE I INTERPRETATION

Definitions

1.1 In these Bylaws, unless the context otherwise requires:

"Act" means the *Societies Act* (SBC 2015, c 18) of the Province of British Columbia, as may be amended from time to time, or any statute or statutes substituted therefore, and in the case of any substitution, the reference in these Bylaws to the statute shall be read as referring to the substitution therefore in the new statute or statutes;

"Association" means the association incorporated as the British Columbia Used Oil Management Association;

"Board" means the Board of Directors of the Association;

"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;

"Chairman" means the Chairman of the Board of Directors;

"Communications Facility" means teleconferencing, internet audio streaming, video conferencing, internet web casting or any other form of communication that permits all Members or Directors to see and/or hear and to communicate with each other attending;

"Director" means a member of the Board of Directors from time to time of the Association and includes the Chairperson of the Board;

"Materials" means products and materials that are subject to recycling and waste minimization plans, programs, services or other similar initiatives;

"Member" means a Voting Member of the Association;

"Municipality" is as defined in the *Local Government Act* (RSBC 2015, c 1) as may be amended from time to time, or any statute or statutes substituted therefore, and in the case of any substitution, the reference in these Bylaws to the statute shall be read as referring to the substitution therefore in the new statute or statutes;

"special resolution" means a special resolution as defined in the Act;

"Voting Member" means an organization or individual who becomes a Voting Member in accordance with Bylaw 2.1.

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Construction

- 1.2 Words importing the singular gender include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

Headings

- 1.3 The headings used throughout these Bylaws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any Article or Bylaw nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

**ARTICLE II
MEMBERSHIP**

Voting Members

- 2.1 Any Brand-owner may apply to the Board for Voting Membership in the Association, subject to any rules, policies and procedures made under this Bylaw, and on payment of the required fees and acceptance by the Board, becomes a Voting Member.

Membership Fees

- 2.2 The membership fee, if any, shall be determined, from time to time, by the Board.

Representatives.

- 2.3 A Member that is a corporation, an unincorporated organization, society or government body shall appoint a person to act as its representative at meetings of the Association. A person may be appointed to act as alternative representative at any meeting the representative cannot attend.
- 2.4 The authorized representative or alternative representative of a Member is entitled to speak and vote and in all other respects exercise the rights of the Member, and that representative is to be recognized as that Member for all purposes at a meeting of the Association.
- 2.5 Each Member appointing a representative shall notify the Secretary in writing of the name, address, telephone number and occupation of the representative.
- 2.6 Each Member appointing an alternative representative shall notify the Secretary in writing of the name, address, telephone number and occupation of the alternate representative.

Membership Termination

- 2.7 Membership in the Association is terminated:
- (a) upon receipt of written notice of resignation from a Member by the Secretary.
 - (b) upon death in the case of an individual, or upon dissolution in the case of a corporation, unincorporated organization or society; or
 - (c) at the direction of the Board, if a Member is in arrears of payment of any fees or payments owing to the Association for more than sixty (60) days.

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A Member who is in arrears of payment of any fees or payments to the Association and whose Membership has not yet been terminated is not a Member in good standing. All other Members listed on the register of the Association, who have not been terminated, struck, expelled or suspended as Members, shall be Members in good standing.

Cancellation of Membership

- 2.8 The Board may, by resolution, suspend or expel a Member for cause, if:
- (a) the Member to be suspended or expelled has been given notice of the Board meeting at which suspension or expulsion is to be considered together with a brief statement of the reason or reasons for the proposed suspension or expulsion; and
 - (b) the Member named in such notice is given an opportunity to make representations to the Board at such meeting.

Compliance with Bylaws

- 2.9 Every Member shall comply with and is bound by these Bylaws.

ARTICLE III BOARD OF DIRECTORS

Number of Directors

- 3.1 A Board of no less than three (3) and no more than twelve (12) Directors shall manage the affairs of the Association.

Eligibility of Directors

- 3.2 In order to be eligible to be elected or appointed as a Director, each Director must be qualified under the Act and, without limiting the foregoing, must:
- (a) be at least 18 years of age;
 - (b) not have been declared incapable by a court in Canada or elsewhere;
 - (c) not be an undischarged bankrupt; and
 - (d) not have been convicted of an offence prescribed by the Act within the time periods and in the circumstances prescribed by the Act.

Board Structure

- 3.3 The Board of Directors shall be elected by the Voting Members of the Association, and shall be nominated from the following industry groups or otherwise appointed, as follows:
- (a) Four (4) Directors who are nominated by oil manufacturers and brand owners, and:
 - (i) Canadian Fuels Association members shall nominate two (2) of those Directors;
 - (ii) One (1) of those Directors shall be nominated by a non- Canadian Fuels Association member;

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- (iii) Either a Canadian Fuels Association or a non- Canadian Fuels Association member may nominate one (1) of those Directors;
- (b) One (1) Director who is nominated by an oil retailer (non-manufacturer);
- (c) One (1) Director who is nominated by a filter manufacturer and brand owner;
- (d) One (1) Director who is nominated by a automotive antifreeze manufacturer and brand owner;
- (e) One (1) Director who is, or is nominated by, an elected official or an employee of, a Municipality in British Columbia;
- (f) 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;
- (g) In the event the Ministry of Environment elects to be represented on the Board, one (1) ex-officio Director appointed by the Minister of Environment; and
- (h) Two (2) Directors who are nominated by automotive manufacturers and brand owners.

Nomination and Election

- 3.4 Nominations shall be received in writing at least ten (10) days prior to the annual general 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 annual general meeting, nominations shall be accepted from the floor at the general meeting or by means of a Communications Facility if the Association makes the annual general meeting available by such Communications Facility, 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 annual general 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.

Election and Term

- 3.5 The election of Directors shall take place at each annual general meeting of the Voting Members, and Directors then in office and, subject to Bylaw 3.6 herein, who have served two years shall retire but, if qualified, shall be eligible for reelection. The term of each Director shall be two (2) years. The number of Directors to be elected at any such meeting shall be the number of Directors then in office unless the Voting Members otherwise determine. A vacancy occurring among the Directors elected at the annual meeting of the Voting Members shall be filled at the next annual meeting of the Voting Members. A Director need not be a Voting Member.
- 3.6 Directors may stand for nomination and re-election to the Board of Directors after their term expires. A person selected by the remaining Directors shall fill a vacancy occurring among the Directors during the course of the year. That person shall complete the term of the Director vacating, and shall be appointed from the industry sector or group the vacating Director had previously represented.

Resignation and Removal of Directors

- 3.7 A Director may resign by giving written notice to either the Chairman or the Secretary.
- 3.8 A Director must resign by giving written notice if that Director ceases to be a member of, employee of, or representative of, the industry group from which that Director was originally elected.

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- 3.9 The Board may, for cause deemed appropriate by the Board, remove a Director from office.
- 3.10 The Voting Members may, by special resolution, remove any Director before the expiration of this period of office.

Management

- 3.11 The management of the affairs of the Association shall be vested in the Directors who may without limitation:
- (a) employ employees and prescribe their conditions of employment and provide for and pay their salary, remuneration and expenses;
 - (b) engage the services of advisors, managers or independent contractors providing special, technical or professional knowledge or services and provide for and pay their remuneration and expenses;
 - (c) enact and enforce policies regarding the direction and management and operation of the Association, and such policies shall be consistent with these Bylaws; and
 - (d) make rules:
 - (i) respecting the carrying out of its duties and powers;
 - (ii) respecting the calling of meetings pertaining to carrying out its duties and powers and the conduct of business at those meetings;
 - (iii) delegating to qualified Association Directors, officers, employees or agents or a committee of the Association, the carrying out of its duties and powers, except the power to make rules under this Bylaw; and
 - (iv) respecting the establishment, membership, duties and functions of special, standing and other committees with respect to their duties and powers.

Meetings of Directors

- 3.12 Meetings of the Board of Directors shall be held as often as may be required but at least once every six (6) months and shall be called by the Chairman. A special meeting of the Board may be called upon the written request of any two (2) Directors directed to the Chairman with such written request to state the business to be brought before the meeting.

Place of Meetings

- 3.13 Meetings of the Board may be held at any place within or outside the Province of British Columbia.

Notice

- 3.14 Notice of the time and place of each meeting of the Directors shall be sent to each Director by regular mail addressed to the Director at his latest address as shown in the records of the Association not less than ten (10) days before the meeting, or by electronic mail not less than five (5) working days before the meeting, or delivered personally not less than five (5) working days before the meeting. If mailed, such notice shall be deemed to have been received on the third (3rd) day following the date of mailing; if delivered by electronic mail such notice shall be deemed to have been received on the date of transmission and, if delivered personally, on the date of delivery.

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A Director who participates in a meeting shall be deemed to have received notice thereof. Notice of the meeting may be waived where the Board unanimously agrees to waive notice of the meeting.

Quorum

- 3.15 The quorum for the transaction of business at any meeting of the Board shall consist of not less than 50% of the Directors then on the Board of Directors. A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Association may be counted for the purposes of a quorum at a meeting of the Directors at which time the proposed contract or transaction is approved.

Chairperson

- 3.16 The Chairman shall be the Chairperson of any meeting of the Directors, or in his absence, the Secretary shall be the Chairperson of any meeting of the Directors, and if none of those persons are present, or if such persons decline to act, the Directors present shall choose one (1) of their number to be Chairperson.

Votes to Govern

- 3.17 Questions arising at any meeting of the Board shall be decided by a majority of the votes. If there is a tied vote, the motion is lost.

Meetings by Telephonic, Electronic or other Communication Facility

- 3.18 If a majority of the Directors participating in a meeting consents, one (1) or more Director(s) may participate in a meeting of the Directors by means of a Telephonic, Electronic or other Communication Facility that the Board may make available, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any Director participating in a meeting by such Telephonic, Electronic or other Communication Facility, and entitled to vote at the meeting, may vote by means of such Telephonic, Electronic or other Communication Facility.

Resolutions in Writing

- 3.19 Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the Directors shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

**ARTICLE IV
OFFICERS**

Appointment

- 4.1 The officers of the Association shall consist of a Chairman, a Secretary, and a Treasurer or a Secretary-Treasurer and such other officer as the Directors may determine. Such officers shall be elected by the Directors from among themselves at the first meeting of the Board of Directors following the annual general meeting each year. One (1) Director may hold more than one office.

Chairman

- 4.2 The Chairman:
- (a) shall preside at all meetings of the Board and the Membership;

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- (b) is a non-voting member of all committees of the Board and the Association, but may be a voting member of any committee as determined by the committee;
- (c) shall present a report of the activities of the Board to Members of the Association at the annual general meeting;
- (d) may, with approval of the Board, delegate powers and duties as necessary; and
- (e) is responsible for such other matters as the Board determines.

Secretary

4.3 The Secretary is responsible for:

- (a) ensuring proceedings of all meetings of the Board and the Membership are recorded, and for the preparation and custody of the minutes of those meetings;
- (b) ensuring that a record of all the Members of the Association and their addresses is maintained;
- (c) the custody of the seal of the Association and the books and records of the Association, except financial records;
- (d) giving notice of all meetings of the Board and the Membership; and
- (e) such other matters as the Board determines.

4.4 The Secretary may, with the approval of the Board, delegate the responsibilities of the office as required.

Treasurer

4.5 The Treasurer is responsible for:

- (a) the receipt of all money paid to the Association;
- (b) opening and operating accounts and for the deposit of funds in any bank, treasury branch, trust company or credit union of which the Board approves;
- (c) accounting for the real and personal property of the Association and the preparation and custody of such financial records as are necessary;
- (d) presenting a financial statement to the Board as required;
- (e) presenting a financial statement at the annual general meeting; and
- (f) such other matters as the Board determines.

4.6 The Treasurer may, with approval of the Board, delegate the responsibilities of the office as required.

Powers and Duties of Other Officers

4.7 The powers and duties of all other officers shall be such as the Board may determine.

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Committees

- 4.8 The Board may appoint standing or special committees for any purpose considered necessary or desirable.

Delegation to Committee

- 4.9 The Board may delegate such of its powers or duties, except the powers to make Bylaws or Rules in accordance with these Bylaws, to a committee appointed by the Board.

**ARTICLE V
MEETINGS OF THE VOTING MEMBERS**

Annual Meeting

- 5.1 The annual general meeting of the Members shall be held once each year at such time, date and place in Canada as the Board specifies for the purpose of electing the Directors and for the transaction of such other business as may be properly brought before the meeting.
- 5.2 At each annual general meeting, a report from the Chairman and Treasurer shall be presented to the Members present.

Special Meetings

- 5.3 The Chairman or Secretary shall call a special meeting of the Members, by:
- (a) either of them having been directed by the Board, at any time, and by giving notice in accordance with Bylaw 5.4 herein; or
 - (b) either of them having received a petition signed by ten per cent (10%) of the Voting Members in good standing, setting forth the reasons for calling such meeting. On receipt of a notice from sufficient Members requesting a special meeting the Chairman shall arrange for a special meeting and give notice of it in accordance with these Bylaws.

Notice

- 5.4 Notice of the time and place of each meeting of the Members along with the text of any special resolution to be submitted to the meeting shall be sent to each Member by regular mail addressed to the Member at his latest address as shown in the records of the Association not less than fourteen (14) days before the meeting or by facsimile or electronic mail not less than fourteen (14) days before the meeting, or delivered personally. If mailed, such notice shall be deemed to have been received on the third (3rd) day following the date of mailing; if delivered by electronic mail such notice shall be deemed to have been received on the date of transmission and, if delivered personally, on the date of delivery. A Member who participates in a meeting shall be deemed to have received notice thereof.
- 5.5 The accidental omission to give notice of a meeting to a Member or the fact that Member does not receive notice of the meeting does not invalidate proceedings at the meeting.

Quorum

- 5.6 The quorum for the transaction of business at any meeting of the Members shall consist of the lesser of nine (9) Voting Members or ten (10%) percent of Voting Members in good standing entitled to vote and present at the meeting. A Member participating in a meeting by means of Telephonic,

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Electronic or other Communication Facility is deemed to be present at the meeting. A quorum will never be less than three (3) Members.

Chairperson

- 5.7 The Chairman shall be the Chairperson of any meeting of the Members, or in his absence, the Secretary shall be the Chairperson of any meeting of Members, and if none of those persons are present, any other Director may act as the Chairperson of any meeting of the Members, or if such persons decline to act, the Voting Members present shall choose one (1) of their number to be Chairperson.

Voting and Votes to Govern

- 5.8 Any Voting Member in good standing shall be entitled to one (1) vote on each motion or matter to be voted upon. Votes may not be made by proxy. If a vote is tied, the motion is lost.

Meetings by Telephonic, Electronic or other Communications Facility

- 5.9 Any meeting of the Members may be held with all Members participating by Communications Facility, or by a combination of in person meeting and Communications Facility meeting, as determined and made available for that purpose by the Board. Any Member participating in a meeting of Members by such Communication Facility, and entitled to vote at the meeting, may vote by means of such Communication Facility on any resolution brought before the meeting, and for the election of directors.

Resolutions in Writing

- 5.10 Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the Members entitled to vote thereon shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

**ARTICLE VI
VOTING BY MAIL**

Voting

- 6.1 The Board may direct that a mail vote be conducted on any matter related to the Association that does not require the unanimous vote of all Voting Members at an annual general meeting.

Notice

- 6.2 Notice of a mail vote giving full details of the matter to be voted upon must be made to all Voting Members at least twenty-one (21) days in advance of the vote being taken and if objections to a mail vote are received by the Chairman in writing at least three (3) days before the announced date of the vote from at least ten (10%) percent of Voting Members, the matter shall be held over to a meeting of the Voting Members.

Validity

- 6.3 Subject to Bylaw 6.2, above, a vote by mail shall be declared valid if at least ten (10%) percent of the Voting Members respond and the matter shall be declared carried or defeated on the basis of a simple majority of the votes returned, unless a greater number is required by the Act or these Bylaws.

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ARTICLE VII AUDITING

Auditor

- 7.1 A duly qualified accountant that the Association appointed at the annual general meeting shall audit the books, accounts, and records of the Secretary and Treasurer at least once each year. Such auditor at the annual meeting of the Association shall submit a complete and proper statement of the standing of the books for the previous year.
- 7.2 The auditor's report shall be presented at the annual general meeting. The audited financial statement shall become part of the annual report.

Fiscal Year End

- 7.3 The financial year-end for the Association shall be December 31 of each year.

Books and Records

- 7.4 The books and records of the Association may be inspected by any Member of the Association at the annual meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of the same. Each Member shall at all reasonable times have access to such books and records. All such access shall have safeguards to ensure a Member company's sensitive or proprietary information remains confidential, and is not divulged to another Member or the Board.

Annual Report

- 7.5 The Association shall prepare an annual report for each financial year of the Association, including:
- (a) a list of the Members and Directors of the Association;
 - (b) a report on the articles, objects, purposes and Bylaws of the Association and any amendments made to them;
 - (c) a report on the activities of the Association; and
 - (d) the audited financial statements of the Association.

ARTICLE VIII REMUNERATION

Remuneration

- 8.1 A Director may be remunerated as may be authorized by the Board.
- 8.2 Subject to any policies established by the Board from time to time, Directors shall be reimbursed for their traveling and living expenses incurred while on the business of the Association, and any other disbursements expended in the course of performing their duties as Directors.

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ARTICLE IX BORROWING POWERS

Authority

- 9.1 For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit and, in particular, by the issue of debentures, but this power shall be exercised only under the authority of the Voting Members of the Association and in no case shall debentures be issued without the sanction of a special resolution of the Voting Members of the Association.

ARTICLE X BYLAWS

Bylaws

- 10.1 These Bylaws may only be rescinded, altered or added to if the revision, alteration or addition is approved by a special resolution of the Members.

Copies of Bylaws

- 10.2 On being admitted as a Member, each Member is entitled to and the Association shall give him, without charge, a copy of the Constitution and Bylaws of the Association.

ARTICLE XI INDEMNIFICATION

Indemnification

- 11.1 Subject to the Act, each Director and other Officer of the Association and his heirs, executors and administrators shall be indemnified by the Association against all costs, charges and expenses which a Director or Officer may hereafter sustain or incur as a result of any claim, action or proceeding which is brought or prosecuted against him in respect of any act, deed or matter done or permitted by him in the execution of his duties of his office, and all other costs, charges and expenses which he may hereafter sustain or incur in relation to the affairs of the Association except such costs, charges and expenses as are occasioned by his willful neglect or default.

ARTICLE XII NOT FOR PROFIT ORGANIZATION

Not For Profit Organization

- 12.1 The "British Columbia Used Oil Management Association" is a not for profit organization and will not carry on any trade or business.

ARTICLE XIII DISSOLUTION OF ASSOCIATION

Dissolution of Association

- 13.1 Notwithstanding any other provision of the Constitution of the Association or these Bylaws, in the event that the Association is dissolved or wound-up, for any reason, the remaining assets shall be paid over to one or more non-profit organizations who have as their object recycling.

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.

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, formerly Chevron Canada Limited
- Vincent Gauthier, Petro-Canada Lubricants Inc.
- Loulia Kouchaji, Honda Canada
- Andrew McKinnon, Global Automakers of Canada

Election of Board of Directors (2023-2025 Term)

Please be advised that the following BCUOMA Directorship positions will be vacant as of the **June 9, 2023** 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
- **Automotive Manufacturer and Brand Owner Sector**
 - Two (2) Directors

Nominations

Article 3.3 of BCUOMA’s Bylaws requires that the Board of Directors shall be elected by the Voting Members of BCUOMA 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@bcusedoil.com on or before May 23, 2023.

BOARD OF DIRECTOR NOMINATION FORM

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
- ☐ **Automotive Manufacturer and Brand Owner Sector**
Two (2) Directors

Name

Phone Number

Address

Dated this _____ day of _____, 2023 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 I am agreeable to allowing my name to stand for appointment to the Board of Directors.

Dated this _____ day of _____, 2023 at _____, _____

Name of Nominee: _____

Signature: _____

PLEASE RETURN COMPLETED NOMINATION FORM BY MAY 23, 2023 TO:

Kelly Duran at kduran@bcusedoil.com

ALTERNATIVE REPRESENTATIVE FORM

Attn: **Lonnie Cole**, *Secretary*
British Columbia Used Oil Management Association
Administrative Office
3rd Floor, 536 Broughton Street
Victoria, British Columbia V8W 1C6

Email: kduran@bcusedoil.com

The undersigned, being a Member of the British Columbia Used Oil Management Association (hereinafter referred to as "BCUOMA"), hereby appoints:

Name _____

Company _____

Occupation _____

Address _____

City _____ **Prov/State** _____ **Code/Zip** _____

Phone _____ **Fax** _____

as the alternative representative¹ to vote and act for the undersigned and on behalf of the undersigned at the Annual General Meeting of the Members of BCUOMA to be held on June 9, 2023 via online meeting platform.

DATED this _____ day of _____, 2023.

(Print name of Member Company)

(Print name of Authorized Signing Officer of Member)

(Signature of Authorized Signing Officer of Member)

¹ BCUOMA Bylaw 2.3, 2.4, 2.5

IMPORTANT LINKS

2022 Annual Report *(to be released on June 8, 2023)*

[BCUOMA Bylaws](#)

[BCUOMA Membership Agreement](#)