



Interchange
Recycling

Annual General Meeting Information Package

June 7, 2024

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NOTICE OF MEETING

BRITISH COLUMBIA USED OIL MANAGEMENT ASSOCIATION (dba INTERCHANGE RECYCLING)

NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of the Members of British Columbia Used Oil Management Association (dba "Interchange Recycling") will be held via online virtual meeting service on June 7, 2024, 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 Resolution A as included in the Meeting Information Package;
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 **May 31, 2024**: <https://www.surveymonkey.com/r/KKBHFND>

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

[Join Zoom Meeting](#)

Meeting ID: 845 4684 1524

Passcode: 578788

All Members in good standing, who register for the meeting by May 31, 2024 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 7th day of May, 2024.

AS APPROVED BY THE BOARD Per:



AGENDA



2024 ANNUAL GENERAL MEETING

June 7, 2024 | 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 9, 2023 AGM
7. CHAIRMAN'S REPORT
8. 2023 ANNUAL REPORT
9. TREASURER'S REPORT AND RECEIPT OF 2023 AUDITED FINANCIAL STATEMENTS
10. APPOINTMENT OF AUDITORS
11. SPECIAL RESOLUTION
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 (dba "Interchange Recycling"). 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: 845 4684 1524 and the Passcode is: 578788.
- 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: 845 4684 1524 and Passcode: 578788.

- 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, Interchange Recycling will reschedule the Meeting as soon as possible in accordance with the Interchange Recycling 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 Interchange Recycling 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 ANNUAL GENERAL MEETING

Held on June 9, 2023 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. Chevron Canada, represented by Wayne Marees
4. Equipment Sales and Service, represented by Brian Ahearn
5. Honda Canada, represented by Loulia Kouchaji
6. Les Hall Filter, represented by Lonnie Cole
7. Mopac Auto Supply, represented by Brian Ahearn
8. NCH Canada Inc., represented by Sylvia Senoran
9. Petro-Canada Lubricants Inc., represented by Vincent Gauthier
10. Recochem, represented by Sam DeGuilio
11. Shell Canada, represented by Brian Ahearn
12. Suzuki Canada, represented by Kathryn Witteman
13. UFA Co-operative Ltd., represented by Brian Ahearn
14. Volkswagen Group of Canada, represented by Mani Sra
15. Wakefield Canada Inc., represented by Mageswaran Palany

Directors:

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

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 11:00 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 Les Hall Filter (Lonnie Cole) and seconded by Honda Canada (Loulia Kouchaji) and carried, it was resolved that the Agenda as circulated today for this annual meeting of the Members being held on June 9, 2023 be adopted.

5. **Approval of Minutes of June 10, 2022 Annual General Meeting**

Upon motion made by Canadian Tire (Dan Higgins) and seconded by Chevron Canada (Wayne Marees) and carried, it was resolved that the minutes of the last meeting of Members held on June 10, 2022 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 Petro-Canada Lubricants Inc. (Vincent Gauthier) and seconded by Recochem (Sam DeGuilio) 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. **2022 Annual Report**

Kelly Duran, BCUOMA's Communication Director, provided an overview of the program highlights from 2022 and touched on some future initiatives for BCUOMA.

8. **Treasurer's Report and Receipt of 2022 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 Honda Canada (Loulia Kouchaji) and seconded by Canadian Tire (Dan Higgins) and carried, it was resolved that the report of the Treasurer presented at this annual general meeting of Members be received as presented.

Upon motion made by Recochem (Sam DeGuilio) and seconded by Les Hall Filters (Lonnie Cole) and carried, it was resolved that the 2022 financial statements be received as presented.

9. **Appointment of Auditors**

Upon motion made by Chevron Canada (Wayne Marees) and seconded by Petro-Canada Lubricants Inc. (Vincent Gauthier) and carried, it was resolved that the firm KPMG be appointed as auditors of the Association for the 2022 fiscal year, at a remuneration and on terms to be established by the Directors of the Association.

10. **Special Resolution 1**

Upon motion made by Chevron Canada (Wayne Marees) and seconded by Canadian Tire (Dan Higgins) and carried by unanimous vote, it was resolved 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.

11. **Special Resolution 2**

Upon motion made by Les Hall Filters (Lonnie Cole) and seconded by Honda Canada (Loulia Kouchaji) and carried by unanimous vote, it was resolved that:

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

- 3.1 Immediately following the words "Societies Act" in Article 1.1, add the following: "(SBC 2015, c 18)".

- 3.2 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;"

- 3.3 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;"
3.4 Immediately following "Association," in Article 2.1, add: "subject to any rules, policies and procedures made under this Bylaw,".

12. **Special Resolution 3**

Upon motion made by Recochem (Sam DeGuilio) and seconded by Petro-Canada Lubricants Inc. (Vincent Gauthier) and carried by unanimous vote, it was resolved 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**.

13. **Election of Board of Directors**

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

1. One director to be nominated by the Oil Manufacturer Brand Owner Sector – CFA member company;
2. One director to be nominated by the Oil Manufacturer Brand Owner Sector – non-CFA member company;
3. One director to be nominated by the Oil Manufacturer Brand Owner Sector – either CFA or non-CFA member company;
4. One director who is from the public at large, and is not an elected representative of, or an employee of, the British Columbia Provincial Government or any Municipality;
5. Two directors to be nominated by the Automotive Sector.

As sufficient nominations have been made in advance of this meeting for the six vacant positions, and as all of those persons nominated have consented to the nomination, the Chair declared the nominations closed.

The following persons were nominated and elected as Directors by acclamation:

1. Wayne Marees
2. Natalie Zigarlick
3. Vince Gauthier
4. Dan Higgins
5. Loulia Kouchaji
6. Irfaan Hasham

14. **Adjournment**

There being no further business to be concluded at this meeting, the Chair declared the meeting adjourned without motion at 11:41 a.m.

APPOINTMENT OF AUDITORS

Interchange Recycling is recommending the following auditing firm:

- KPMG

SCHEDULE A: SPECIAL RESOLUTION TO BE CONSIDERED BY THE MEMBERS

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, effective **October 1, 2024**, the rate of EHC payable by Members in respect of:
 - a. **Lubricating Oil** to be changed to **\$0.08** per litre;
 - b. **Antifreeze** to be changed to **\$0.25** per litre;
 - c. **Containers** to be changed to **\$0.17** per litre for HDPE or Metal and **\$0.40** per litre for non-HDPE and non-Metal;
 - d. **Filters** to be changed to **\$0.65** per unit for less than 203mm and **\$1.45** per unit for 203mm or more in length.

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

1. The rate of EHC payable by Members be changed to the following rates in respect of:
 - a) **Lubricating Oil** to **\$0.08** per litre;
 - b) **Antifreeze** to **\$0.25** per litre
 - c) **Containers** to **\$0.17** per litre for HDPE or Metal and **\$0.40** per litre for non-HDPE and non-Metal
 - d) **Filters** to **\$0.65** per unit for less than 203mm and **\$1.45** per unit for 203mm or more in length.
2. These new rates will be in effective **October 1st, 2024**.
3. Any director or officer of the Association is authorized to do all such acts and execute and file all other documents and instruments necessary or desirable to carry out this resolution, including the filing of all documents with regulatory authorities.

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
- Irfaan Hasham, Global Automakers of Canada

Election of Board of Directors (2024-2026 Term)

Please be advised that the following BCUOMA Directorship positions will be vacant as of the **June 7, 2024** Annual General Meeting (“AGM”):

- **Oil Manufacturer and Brand Owner Sector**
 - *One (1) Director nominated by CFA member companies*
- **Filter Manufacturer and Brand Owner Sector**
 - *One (1) Director*
- **Antifreeze Manufacturer and Brand Owner Sector**
 - *One (1) Director*
- **Oil Retailer (non-manufacturer)**
 - *One (1) Director*
- **Elected official or Employee of a municipality in British Columbia**
 - *One (1) Directors*

Nominations

Article 3.3 of Interchange Recycling’s Bylaws requires that the Board of Directors shall be elected by the Voting Members of Interchange Recycling and shall be nominated from the industry groups as outlined above. Article 3.4 of Interchange Recycling Bylaws requires that nominations for the positions described above be received in writing to the Interchange Recycling 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@interchangerecycling.com on or before May 24, 2024.

BOARD OF DIRECTOR NOMINATION FORM

The undersigned hereby nominates the following person as a Director of the **Interchange Recycling 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**
 - o One (1) Director nominated by CFA member companies
- Filter Manufacturer and Brand Owner Sector**
 - o One (1) Director
- Antifreeze Manufacturer and Brand Owner Sector**
 - o One (1) Director
- Oil Retailer (non-manufacturer)**
 - o One (1) Director
- Elected official or Employee of a municipality in British Columbia**
 - o One (1) Directors

Name Phone Number

Address

Dated this _____ day of _____, 2024 at _____, _____

Name of Nominating Party: _____

Signature of Authorized Delegate: _____

I have been advised that I have been nominated for the position of Director of **Interchange Recycling** and am agreeable to allowing my name to stand for appointment to the Board of Directors.

Dated this _____ day of _____, 2024 at _____, _____

Name of Nominee: _____

Signature: _____

ALTERNATIVE REPRESENTATIVE FORM

Attn: Lonnie Cole, *Secretary*
Interchange Recycling
3rd Floor, 536 Broughton Street
Victoria, British Columbia V8W 1C6

Email: kduran@interchangerecycling.com

The undersigned, being a Member of Interchange Recycling, 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 Interchange Recycling to be held on June 7, 2024 via online meeting platform.

DATED this _____ day of _____, 2024.

(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

2023 Annual Report *(to be released on June 1, 2024)*

[Interchange Recycling \(BCUOMA\) Bylaws](#)

[Interchange Recycling \(BCUOMA\) Membership Agreement](#)