



**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 a Special Resolution 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:

A handwritten signature in blue ink, appearing to read 'B. Akem', is written below the text 'AS APPROVED BY THE BOARD Per:'.

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.

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.