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KATHLEEN ASSAF

British Columbia Used Oil Management Association (BCUOMA)

Bylaws

CAN: 61086899.3

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.

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) Two (2) Directors who are nominated by either:

(i) oil manufacturers and brand owners;

(ii) oil retailers (non-manufacturers);

(iii) filter manufacturers and brand owners; or

(iv) automotive antifreeze manufacturers and brand owners;

(d) One (1) Director who is, or is nominated by, an elected official or an employee of, a Municipality in British Columbia;

(e) 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;

(f) 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

(g) 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, by the resignation, removal or death of a director, an amendment to the Bylaws changing the Board structure in Article 3.3, or for any other reason. That person shall complete the term of the vacant Director position, and shall be appointed from the industry sector or group that is entitled to appoint the vacant Director position.

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 then 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 5.4 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 of 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.