

Alberta Used Oil Management Association

BYLAWS

Revised
June 7th, 2013

Alberta Used Oil Management Association

BYLAWS

ARTICLE 1 INTERPRETATION

Definitions

1.1 In these Bylaws, unless the context otherwise requires:

- (a) "**Act**" means the *Societies Act*, being Chapter S-18, R.S.A. 1980, 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 By-Laws to the statute shall be read as referring to the substitution therefore in the new statute or statutes;
- (b) "**Association**" means the association incorporated as the ***Alberta Used Oil Management Association***;
- (c) "**Board of Directors**" or "**Board**" means the Board of Directors from time to time of the Association;
- (d) "**CFA**" means the Canadian Fuel Association;
- (e) "**Director**" means a member of the Board of Directors from time to time of the Association and includes the Chairperson of the Board;
- (f) "**Honorary Member**" means an organization or individual who becomes a Honorary Member in accordance with Article 2.2;
- (g) "**Member**" means Honorary Members and Voting Members of the Association;
- (h) "**Minister**" means the Minister charged with the administration of the *Environmental Protection and Enhancement Act*;
- (i) "**Municipality**" is as defined in the *Municipal Government Act* RSA, c. M-26.1;
- (j) "**Telephonic, Electronic or other Communications Facility**" includes but is not limited to, a communication facility incorporating one or more of

teleconferencing, audio streaming, video conferencing, web casting or any other form of communication that permits its user to see and/or hear and to communicate adequately with another user by any one or more of voice, writing, email, Web browser, file transfer, or other means.

- (k) "**Voting Member**" means an organization or individual who becomes a Voting Member in accordance with Article 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 nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

ARTICLE 2 MEMBERSHIP

Voting Members

2.1 Any person or organization that has been issued a certificate of registration by the Association pursuant to Section 5(1) or Section 7 of *the Lubricating Oil Material Recycling and Management Regulation* may apply to the Board for Voting Membership in the Association, and on payment of the required fees and acceptance by the Board, become a Voting Member.

Honorary Members

2.2 Any individual or corporation or unincorporated organization may apply to the Board for Honorary Membership in the Association and, upon acceptance by the Board, become an Honorary Member. Honorary Members shall not be entitled to vote at any meeting of the Association.

Membership Fees

2.3 The membership fee, if any, shall be determined, from time to time, by the Board. The Board may establish different membership fees for different membership classes.

Representatives

2.4 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.

2.5 The authorized representative or alternative representative is entitled to speak and vote and in all other respects exercise the rights of a Member, and that representative is to be recognized as a Member for all purposes at a meeting of the Association.

2.6 Each Member appointing a representative shall notify the Secretary of the Association in writing of the name, address, telephone number and occupation of the representative. Each Member appointing an alternative representative shall notify the Secretary of the Association 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) if the Member sends written notice of resignation to the Secretary;
- (b) in the case of an individual, on death, or in the case of a corporation, unincorporated organization or society, on dissolution; 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 thirty (30) days.

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; 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 3 BOARD OF DIRECTORS

Number of Directors

3.1 The affairs of the Association shall be managed by a Board of nine (9) Directors.

Eligibility of Directors

3.2 In order to be eligible to be elected or appointed as a Director, all Directors must be of the age of majority.

Board Structure

3.3 The Board of Directors shall be elected by the Voting Members of the Association, and shall be from the following groups or Membership sectors or otherwise appointed, as follows:

- (a) Four Directors who are nominated by the oil manufacturer, brand owner/marketer sector, and:
- (b) Two of those Directors shall be nominated by CFA Member companies;
- (c) One of those Directors shall be nominated by a non-CFA Member company;
- (d) One of those Directors may either be nominated by a CFA or non-CFA Member company;
- (e) One Director who is nominated by the oil retailer (non-manufacturer) sector;
- (f) One Director who is nominated by the filter manufacturer, brand owner/marketer sector;
- (g) One Director who is nominated from the public at large, and who is not an elected representative of, or an employee of, the Alberta Provincial Government or any Municipality;
- (h) One Director who is, or is nominated by, an elected official or an employee of, a Municipality in Alberta; and
- (i) One Director who is appointed by the Minister;

This Article 3.3 may only be altered by unanimous vote of the Voting Members at an annual general meeting.

Nomination and Election

3.4 Nominations shall be received in writing at least (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 Telephonic, Electronic or other Communications Facility if the Society makes the annual general meeting available by such Telephonic, Electronic or other 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 group or Membership sector which has the vacancy.

Election and Term

3.5 Subject to Article 6 herein the election of Directors shall take place at each annual general meeting of the Voting Members, and all the Directors then in office shall retire but, if qualified, shall be eligible for re-election. The term of each Director shall be two years with half of the Directors elected in even numbered years and the other half of the Directors elected in odd numbered 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 The term for Directors to serve on the Board of Directors is two years. Directors may stand for nomination and re-election to the Board of Directors after their term expires, to a maximum tenure of five consecutive terms. A vacancy occurring among the Directors during the course of the year shall be filled by a person selected by the remaining Directors. That person shall complete the term of the Director vacating, and shall be appointed from the Membership 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 may resign by giving written notice if that Director ceases to be a Member of, employee of, or representative of, the Membership sector or 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 his period of office.

Management

3.11 The management of the affairs of 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:
- (e) respecting the carrying out of its duties and powers;
- (f) respecting the calling of meetings pertaining to carrying out its duties and powers and the conduct of business at those meetings;
- (g) 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 Article; and
- (h) 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 Meeting of the Board of Directors shall be held as often as may be required but at least once every six months and shall be called by the Chairman. A special meeting of the Board may be called upon the written request of any two 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 Alberta.

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 days before the meeting, or by Telephonic, Electronic or other Communication Facility not less than five working days before the meeting, or delivered personally not less than five working days before the meeting. If mailed, such notice shall be deemed to have been received on the third day following the date of mailing; if delivered by Telephonic, Electronic or other Communication Facility, 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.

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 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 consents, one or more Director(s) may participate in a meeting of the Directors, or a committee of 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 4 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 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) for 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) for ensuring that a record of all the Members of the Association and their addresses is maintained;
- (c) for the custody of the seal of the Association and the books and records of the Association, except financial records;
- (d) for giving notice of all meetings of the Board and the Membership; and
- (e) for such other matters as the Board determines.

4.4 The seal of the Society shall be kept in the custody of the Secretary. The seal shall not be affixed to any instrument except by authority of the Board of Directors and in the presence of such officers as the Board may prescribe

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

Treasurer

4.6 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.

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

Powers and Duties of Other Officers

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

Committees

4.9 Standing or special committees may be appointed by the Board for any purpose considered necessary or desirable.

Delegation to Committee

4.10 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 5 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 Alberta 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 A special meeting of the Members shall be called by the Chairman or Secretary, by:

- (a) either of them having been directed by the Board, at any time, and by giving notice in accordance with Article 5.4 herein; or
- (b) either of them having received a petition signed by one-third 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 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 ten days before the meeting or by facsimile or Telephonic, Electronic or other Communication Facility not less than three (3) 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 Telephonic, Electronic or other Communication Facility, 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 Voting Members or ten 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.

Chairperson

5.7 The Chairman shall be the Chairperson of any meeting of the Voting Members, or in his absence, the Secretary shall be the Chairperson of any meeting of Voting 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 of their number to be Chairperson.

Voting and Votes to Govern

5.8 Any Voting Member in good standing shall be entitled to one 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 by Telephonic, Electronic or Communications Facility, or by a combination of in person meeting and Telephonic, Electronic or Communications Facility meeting, as determined and made available for that purpose by the Board. Any Voting Member participating in a meeting of Members by such Telephonic, Electronic or Communication Facility, and entitled to vote at the meeting, may vote by means of such Telephonic, Electronic or other Communication Facility.

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 6 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 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 percent of Voting Members, the matter shall be held over to a meeting of the Voting Members.

Validity

6.3 A vote by mail shall be declared valid if at least ten 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.

ARTICLE 7 AUDITING

Auditor

7.1 The books, accounts, and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant the Association elected for that purpose at the annual general meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual meeting of the Association.

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 of the Members 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 of the Board shall at all reasonable times have access to such books and records.

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 8 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 travelling 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 9 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, as defined in the Act, of the Voting Members of the Association.

ARTICLE 10 BY-LAWS

By-Laws

10.1 These Bylaws may only be rescinded, altered or added to if the decision, alteration or addition is approved by a Special Resolution of the Members

ARTICLE 11 INDEMNIFICATION

Indemnification

11.1 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 12
NOT FOR PROFIT ORGANIZATION**

Not For Profit Organization

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

**ARTICLE 13
DISSOLUTION OF ASSOCIATION**

Dissolution of Association

13.1 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.