

Alberta Used Oil Management Association Annual General Meeting 2017

Information Package



**Alberta Used Oil
Management
Association**

TABLE OF CONTENTS

| | |
|--|----|
| NOTICE | 2 |
| AGENDA | 3 |
| INFORMATION AND RULES OF ORDER | 4 |
| MINUTES of 2016 ANNUAL GENERAL MEETING | 6 |
| APPOINTMENT OF 2017 AUDITORS | 10 |
| BOARD OF DIRECTORS | 11 |
| NOMINATION FORM | 12 |

**ALBERTA USED OIL MANAGEMENT ASSOCIATION
(the "Association")**

Annual General Meeting of Members

NOTICE

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of the Association will be held in Edmonton, Alberta, on **June 16, 2017** at the hour of **11:00 a.m.** 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; and
5. the transaction of such further and other matters as may properly be brought before the meeting or any adjournment thereof.

The location of the Annual General Meeting is:

Courtyard Marriott
Thornton Room
One Thornton Court, 99 Street and Jasper Avenue
Edmonton, Alberta T5J 2E7

DATED at the City of Edmonton, in the Province of Alberta, this 12 day of May, 2017.

AS APPROVED BY THE BOARD

Per:



Lee Wilkie, Chair

Alberta Used Oil Management Association Annual General Meeting

Friday, June 16, 2017 at 11:00 a.m.

Courtyard Marriott
Thornton Room
One Thornton Court, 99 Street and Jasper Avenue
Edmonton, Alberta

AGENDA

1. **Welcome**
2. **Call to order**
3. **Introduction of Board and guests**
4. **Constitution of meeting**
5. **Rules of Order**
6. **Approval of Agenda**
7. **Approval of Minutes of 2016 Annual General Meeting**
8. **Recycling program stewardship report**
9. **Treasurers' report and receipt of 2016 audited financial statements**
10. **Appointment of 2017 auditor**
11. **Election of Directors**
12. **Closing remarks**
13. **Adjournment**

Note: Lunch to follow meeting.

INFORMATION AND RULES OF ORDER

1. Information

Welcome to the Annual General Meeting of the Alberta Used Oil Management Association (“AUOMA”). In order that the annual meeting may be effective, efficient and a satisfying experience for members, please respect the following:

- (a) One table card and one voting card have been provided for each member. Since some members may have more than one representative present at the meeting, representatives are encouraged to sit with their designated voting member at the designated tables.
- (b) When speaking to move or second a motion, or take part in debate or discussions, the voting representative should always begin by giving his or her own name and the member name. This is important as these are required for the meeting Minutes.
- (c) Your questions, comments, or suggestions on matters before the meeting are welcome. However, problems, complaints, or other matters of an isolated or individual interest should be dealt with by speaking to the appropriate AUOMA personnel rather than placing them before the total meeting.
- (d) Rules of Order for the meeting have been provided. Please become familiar with them.
- (e) Visitors and guests are requested to be seated in an area apart from the members’ tables.
- (f) Please be punctual, and observe quiet and good order.

If you have any questions or comments, please call AUOMA at 780-414-1510 or approach personnel at the registration desk at the meeting.

2. Rules of Order

- (a) Members must receive the consent of the Chair to place business before the meeting. The Chair should be addressed as “Mister Chair” or “Madam Chair”.
- (b) Only member representatives may move or second motions.
- (c) Only members may vote; one member, one vote.
- (d) 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, but the Chair will determine if a motion is substantive or non-substantive.
- (e) 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. Debate will be open to the floor. Members may speak only once to each motion and once to each amendment. The Chair may make an exception in cases where a speaker has been asked to clarify information previously presented. All debate 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.
- (f) A vote on a motion will be taken when the Chair determines that the discussion has ended or the matter under discussion has been fully debated.
- (g) All votes on resolutions shall be counted votes and decided by the majority of votes.
- (h) The suspension of these rules may occur only with the support of three-quarters majority of the members present.
- (i) *Wainberg’s Society Meetings and Rules of Order* will be used in situations not covered by these rules.

NOTE: The By-laws state that the quorum for the transaction of business at any meeting of the members shall consist of the lesser of nine (9) voting members or 10% of the 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.

ALBERTA USED OIL MANAGEMENT ASSOCIATION 2016 ANNUAL GENERAL MEETING

Friday, June 17, 2016
11:00 a.m.

The Westin Edmonton
British Columbia Room
10135 – 100 Street
Edmonton, AB T5J 0N7

MINUTES

| Members Present | Others Present |
|---|--|
| <ul style="list-style-type: none"> • Lee Wilkie*, Baldwin and Hastings Filters (Chair) • Cameron Wong and Jeff Rowein, Terrapure Environmental • JoJo Supan and Dwayne Lerner, Acklands Grainger • JF Ricard* and Allison van Ryckeghem, Petro-Can Lubricants • Scott Kwas*, Shell Canada Lubricants • Glenn Thompson, Blue Water Alberta LP • Zach Pallas, UFA <p>Alternative Representatives:</p> <ul style="list-style-type: none"> • Lee Wilkie*, for Vallen, Husky Energy, Union Tractor and Western Materials • Paul Robinson* of Minit Lube for Wagonmaster, Alberta <p>(*AUOMA Director)</p> | <ul style="list-style-type: none"> • Lyle Hoffman*, Hoffman Consulting • Bob Jones* of AB. Assn. of MD & Counties • - Pat Kane* and Jennifer Martin of AB. Environment & Parks • Grant Cameron and Tammy Schwass of APRA • Doug Wright and Lee Heidecker of ARMA • Jeff Linton and Blaire Charlton of BCMB • Sandra Pietrzyk of Grant Thornton Consulting • David Thompson of IntegriServ Consulting • Bill Watson of Watson Communications • Horatiu Muresan of PwC Consulting • Richard Probert and Casey Charleson of PwC Assurance • Ravine Basahti, Rick Mussenden and Omar Mawani of KPMG • Christina Seidel of Recycling Council of Alberta • Dennis Hambleton • Rob Seidel of DLA Piper Canada LLP • Roger Jackson and Jason Culver of AUOMA |

1. Welcome and Opening Remarks

The Chair welcomed everyone to the meeting and called the meeting to order at 11:00 am.

2. Introduction of Board and Guests

The Chair introduced the Board to those present: Bob Jones, JF Ricard, Lyle Hoffman, Patrick Kane, Paul Robinson, Scott Kwas, Lee Wilkie, and Brian Ahearn (absent).

The Chair also introduced the attendees to the meeting.



3. Constitution Of Meeting

Scott Kwas, Secretary of AUOMA, indicated there was a quorum present that the meeting was duly constituted for the transaction of business.

4. Rules of Order

The Chair acknowledged meeting Rules of Order and requested that when making a motion, members raise their hand and indicate their name with their voting card.

5. Approval of Agenda

Motion: That the agenda as circulated for the June 17, 2016 Annual General Meeting of AUOMA be approved as amended.

Moved by JF Ricard, seconded by P. Robinson; *carried unanimously*.

6. Approval of Minutes of 2015 Annual General Meeting

A copy of the Minutes of the June 5, 2015 Annual General Meeting of AUOMA were provided to the members in advance of the meeting.

Motion: That the Minutes of the June 5, 2015 Annual General Meeting of AUOMA be approved as circulated.

Moved by P. Robinson, seconded by JF Ricard; *carried unanimously*.

7. Recycling Program Stewardship Report

Mr. Jackson provided a report on program stewardship in 2015. The report was received for information purposes.

8. Treasurers' Report and Receipt of 2015 Audited Financial Statements

Treasurer Lyle Hoffman provided his report. Copies of the financial statements and the Treasurer's report are contained in the package of materials provided to the Board in advance of the meeting.

Motion: that the Treasurer's Report be accepted as presented.

Moved by JF Ricard, seconded by Z. Pallas; *carried unanimously*.

Motion: that the financial statements be accepted as presented.

Moved by JF Ricard, seconded by J. Supan; *carried unanimously*.

9. Appointment of Auditors

Motion: that KPMG LLP be appointed as the auditors of AUOMA for 2016 on terms and conditions to be established by AUOMA.

Moved by JF Ricard, seconded by P. Robinson; *carried unanimously*.



10. Acknowledgement of Past Auditors

Mr. Wilkie recognized the work of PricewaterhouseCoopers LLP, who had served as AUOMA's auditors for fifteen years.

11. Amendments to AUOMA By-laws

Proposed amendments to By-law Articles 3.5 and 3.6 had been circulated to members in advance of the AGM, changes that would simplify and facilitate Board management of Director vacancies that may occur during a term. If passed by membership at the AGM, the changes will be presented to the Alberta Minister of Environment and Parks for ratification.

Motion: to amend By-law Articles 3.5 and 3.6 as read.

Moved by P. Robinson, seconded by JF Ricard; *carried unanimously*.

12. Election of Board of Directors

[Mr. Rob Seidel takes the chair]

Mr. Seidel declared that four directors' terms have expired and one directorship is vacant:

- Oil Manufacturer, Brand Owner (Canadian Fuels Association member) sector;
- Oil Manufacturer, Brand Owner (Canadian Fuels Association member or non-Canadian Fuels Association member) sector;
- Oil Manufacturer, Brand Owner (non-Canadian Fuels Association member) sector;
- Filter manufacturer/Brand Owner sector; and
- Public-at-Large, Non-Government sector.

Mr. Seidel stated that there was one nomination received from each of the above sectors:

- Oil Manufacturer/Brand Owner (Canadian Fuels Association member) sector – **ALLISON VAN RYCKEGHEM**, Petro-Can Lubricants Ltd.;
- Oil Manufacturer/Brand Owner (Canadian Fuels Association member or non-Canadian Fuels Association member) sector – **BRIAN AHEARN**, Canadian Fuels Association;
- Oil Manufacturer/Brand Owner (non-Canadian Fuels Association member) sector – **ALAIN PORTELANCE**, UFA Co-operative Ltd.;
- Filter manufacturer/Brand Owner sector – **LEE WILKIE**, Baldwin Filters; and
- Public-at-Large, Non-government sector – **LYLE HOFFMAN**.

As enough nominations were received for each of the sector positions, Mr. Seidel declared nominations closed and announced that the above nominated persons were acclaimed to sit on AUOMA's Board of Directors. Directors will serve for two years, until June 2018, except Mr. Portelance, who will serve one



year, until June 2017. This will allow that seat's term to be brought back in line with the bi-annual order of Director elections.

[Mr. Wilkie returns to the chair]

13. Closing Remarks

Mr. Wilkie thanked Mr. Seidel and congratulated new Directors on their election to the Board. He also thanked Mr. Ricard for his term of service on the Board. Mr. Wilkie then thanked everyone for their attendance and concluded the meeting.

14. Adjournment

There being no further business the meeting was adjourned at 11:40 a.m.

APPOINTMENT OF 2017 AUDITORS

The AUOMA Audit Committee recommends to the Members the appointment of the following auditing firm for the 2017 Fiscal Year, with remuneration to be set by the Board of Directors:

● KPMG LLP

BOARD OF DIRECTORS

Current Board of Directors

- ◆ Lee Wilkie, *Chairman*, Baldwin Filters
- ◆ Scott Kwas, *Secretary*, Shell Canada Lubricants
- ◆ Lyle Hoffman, *Treasurer*, Hoffman Consulting
- ◆ Brian Ahearn, Canadian Fuels Association
- ◆ Carolyn Kolebaba, Alberta Association of Municipal Districts & Counties
- ◆ Patrick Kane, Alberta Environment and Parks
- ◆ Paul Robinson, Minit Lube Ltd.
- ◆ Alain Portelance, UFA Co-operative Ltd.

Election of Board of Directors (2017 – 2019 Term)

Please be advised that the terms of the following AUOMA Directorship positions will be vacant and are to be filled by election as of the June 16, 2017, Annual General Meeting:

- ◆ two (2) directors to be nominated by an oil manufacturer, brand owner/marketer sector, Canadian Fuels Association (“CFA”) Member;
- ◆ one (1) director to be nominated by an oil manufacturer, brand owner/marketer sector, non-CFA Member; and
- ◆ one (1) director to be nominated by an oil retailer, non-manufacturer sector Member.

Due to an unexpected vacancy one (1) of the directorship positions to be nominated by an oil manufacturer, brand owner/marketer sector, Canadian Fuels Association (“CFA”) Member has a one (1) year term to expire at the 2018 AGM. The other directorship positions have two (2) year terms to expire at the 2019 AGM.

Nominations

Enclosed is a nomination form to be completed by a member wishing to nominate an individual for one of the above directorship positions. Article 3.4 of AUOMA’s By-laws requires that nominations for the positions described above be received in the AUOMA office at least ten (10) days prior to the AGM.

If you wish to nominate someone, please return the completed nomination form to the AUOMA office **on or before Tuesday, June 6, 2017.**

NOMINATION FORM

Nomination to the Alberta Used Oil Management Association (“AUOMA”) Board of Directors

Members must nominate for a representative in the lubricating oil sector they represent, as identified below, and must submit completed nomination form to AUOMA, including signed acceptance by nominee. Directors serve two (2) year terms.

The undersigned Member Representative of AUOMA hereby nominates the following person as a **Director of the AUOMA Board**.

| | |
|---------|-------------------------|
| Nominee | Company/Employer |
| | Address |
| | Phone and Email Address |

| | |
|----------------------------------|-------------------------|
| Nominating Member Representative | Member Company |
| | Address |
| | Phone and Email Address |

Membership Sector of Nominating Member (check applicable sector):

Oil Manufacturer, Brand Owner/Marketer Sector

Two (2) Directors nominated by Canadian Fuels Association (“CFA”) member companies.

One (1) for 2017-2018 term
One (1) for 2017-2019 term

Oil Manufacturer, Brand Owner/Marketer Sector

One (1) Director nominated by non-Canadian Fuels Association (“CFA”) member companies.

Term 2017-2019

Oil Retailer, Non-Manufacturer Sector

One (1) Director nominated by an Oil Retailer (non-manufacturer).

Term 2017 -2019

Signature of Member Representative

Dated this _____ day of _____, 2017 at _____,

I have been advised that I have been nominated for the position of **Director of the Alberta Used Oil Management Association** and am agreeable to allowing my name to stand for appointment to the Board of Directors.

Dated this ____ day of _____, 2017 at _____, _____

Name of Nominee

Signature of Nominee

Please return completed nomination form by fax, mail, or email to:

Alberta Used Oil Management Association
Suite 1008, 10080 Jasper Avenue
Edmonton, Alberta T5J 1V9 Canada
Fax: (780) 414-1519
Email: auoma@usedoilrecycling.ca

