



Product Care Association of Canada/
Association pour la Gestion Responsable
des Produits du Canada
Unit 420 – 2238 Yukon Street,
Vancouver, B.C. V5Y2P3
Phone: 604-592-2972
www.productcare.org

June 3, 2024

Dear Product Care Recycling Member,

2024 Annual General Meeting of Product Care Association of Canada

As a member of Product Care Association of Canada, you are invited to attend our Annual General Meeting. The meeting will be a webinar style “virtual meeting” via Zoom. The date and time of the meeting are:

Thursday, June 27, 2024 at 10 am PT/1 pm ET.

If you plan to attend the meeting, please register in advance no later than 5 pm PT/8 pm ET on Tuesday June 25, 2024 using the following link:

[Product Care Recycling 2024 AGM Registration Link](#)

After registering, you will receive a confirmation email containing information about joining the webinar.

You also have the option of voting by proxy in advance of the meeting. See the information circular and proxy form. If you will not be attending, please be sure your vote is counted by returning your signed proxy. This can be returned by email to agm@productcare.org.

The Meeting matters will include the election of directors, approval of the 2023 audited financial statements, and reports on current Product Care Association of Canada programs.

Access key documents [here](#):

- Notice of Meeting and Information Circular
- Form of Proxy
- Audited Financial Statements

The 2023 Annual Report for Product Care Association can be viewed [here](#).

Yours truly,

A handwritten signature in black ink, appearing to read "BB", is written over a horizontal line.

Brian Bastien, President

If you will not be attending, please be sure your vote is counted by returning your signed proxy. This can be returned by email to agm@productcare.org



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Notice of Annual General Meeting of Members – 2024

TAKE NOTICE that the Annual General Meeting (the "Meeting") of members of Product Care Association of Canada will be held on Thursday, June 27, 2024 at 10 am PT/1 pm ET. The meeting will be a webinar style "virtual meeting" for the following purposes:

1. To receive the report of the directors of the Association.
2. To receive and consider the audited financial statements of the Association for its fiscal period ended December 31, 2023 and the report of the auditor thereon.
3. To approve a special resolution to modify the number of directors and board composition by increasing the number board positions for the Lighting and Alarm Products membership class from two (2) to three (3) and to modify Schedule B of the bylaws accordingly.
4. To elect directors of the Association as described in the Information Circular.
5. To reappoint Rolfe Benson LLP, Chartered Professional Accountants as auditors of the Association for the ensuing year and to authorize the directors to fix their remuneration.
6. Election of the members of the RecycFluo Advisory Committee (voting on this matter only by RecycFluo program members) as described in the Information Circular.
7. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof.

If you plan to attend the meeting, please [register in advance](#) using the following link:

[Product Care 2024 AGM Registration Link](#)

After registering, you will receive a confirmation email containing information about joining the webinar.

An information circular, form of proxy and audited financial statements will be distributed to all members in advance of the Meeting.

DATED June 3, 2024 at Vancouver, British Columbia.

BY ORDER OF THE BOARD

Vincent Rea, Chair of the Board



Product Care Association of Canada

Information Circular – 2024 AGM

This Information Circular accompanies the Notice of Annual General Meeting of the members of Product Care Association of Canada and is furnished in connection with the solicitation of proxies for use at the Meeting.

1. Meeting Information and Solicitation of Proxies

This Information Circular is furnished by the management of Product Care Association of Canada (the "Association") for use at the 2024 Annual General Meeting (the "Meeting") of its members to be held at 10 am PT/1 pm ET on Thursday June 27, 2024. The meeting will be a webinar style "virtual meeting". If you plan to attend the meeting, please register in advance using the following link: [AGM Registration Link](#)

There is also the option of voting in advance by proxy. The solicitation of proxies will be primarily by e-mail, but directors, officers, and regular employees of the Association may solicit proxies personally or by telephone.

2. Appointment of Proxy

The individuals named in the accompanying form of proxy are the Chair, Vice Chair and Secretary of the Board. **A member has the right to appoint a person to attend and act for the member and on the member's behalf at the Meeting other than the person(s) designated in the accompanying form or proxy. Such right may be exercised by striking out the names of the persons designated and inserting the name of your nominee or nominees in the space provided for that purpose in the accompanying form of proxy.**

A proxy will not be valid unless the completed, signed and dated form of proxy is delivered by mail, or by hand to the President, Product Care Association of Canada, Unit 420 – 2238 Yukon Street, Vancouver, BC, V5Y 3P2, or by email to agm@productcare.org before the close of business on Tuesday, June 25, 2024 before the Meeting or any adjournment thereof at which the proxy is to be used.

3. Revocability of Proxy

Any member giving a Proxy has the power to revoke it at any time before it is exercised. The giving of a Proxy will not affect the member's right to vote in person should the member decide to attend the Meeting after the giving of the Proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing, including a proxy bearing a later date, executed by the member or by his attorney authorized in writing or, if the

member is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the proxy must be received at the Association office, Unit 420, 2238 Yukon Street, Vancouver, BC, V5Y 3P2, before the close of business on Tuesday, June 25, 2024.

4. Voting of Proxies and Exercise of Discretion

As of the date of this Information Circular, management of the Association knows of no amendment, variation or other matter that may come before the Meeting other than the matters referred to in the Notice of Meeting.

The proxy holders named in the accompanying form of proxy will vote or withhold from voting on any ballot that may be called, in accordance with the instructions of the member as set forth in the form of proxy. A proxy in the accompanying form will confer discretionary authority to the nominees named therein with respect to:

- a) each matter or group of matters identified therein for which a choice is not specified, in which case the proxy holder will vote for the approval of such matter,
- b) where the proxy contains instructions to vote for less than the number of board positions being elected for any sector, or in the event that prior to the Meeting any vacancies occur in the slate of nominees herein listed, discretionary authority shall be exercised by the proxy holder to vote the proxy for the election of any other person or persons as directors for the sectors for which the member is entitled to vote,
- c) any amendment to, or variation of, any matter identified therein, and any other matter that properly comes before the Meeting.

5. Special Resolution to increase Lighting & Alarm board positions from two (2) to three (3)

Summary of proposed change in board composition: The composition of the board of the Association is reviewed on a regular basis to ensure that the board composition is reflective of the Association’s programs and membership. Subject to the required member approval, the following is a comparison of the current board composition, and the proposed change to the board composition:

Schedule “B” to Bylaws of Product Care Association of Canada			<i>Proposed 2024 change in board composition</i>
Membership Class	Product or Division	Number of Directors	
Class A	Paint Products	4	4
Class B	Lighting and Alarm Products	2	>3<
Class C	Retail	2	2
Class D	Other Products	3	3
Total:		11	12

Previous changes to board composition: When the Association was incorporated in 2001, the Association was operating only one program in British Columbia for paint/HHW and the board consisted of 10 positions:

- Paint (5)
- Flammable liquids (2)
- Pesticides (1)
- Gasoline (1)
- Retail (1)

In 2010, the Association launched its first lighting program and that year one (1) lighting position was added, increasing the size of the board to eleven (11) positions. In 2013, the Association was continued under the new Canada Not for Profit Corporations Act, and the new articles established a minimum of 3 and a maximum of 15 board members. The approved bylaws included a modification to membership classes and the board composition to reflect the Association's programs and membership as shown in the table above.

Proposed change to board composition: Since the current board composition was established in 2013, the Association has added a number of programs. In 2023 the Board's Governance committee conducted an analysis of the Association's programs and membership composition and recommended to the Board to increase the size of the Board from 11 to 12 board members, by increasing the "Lighting and Alarm Products" sector representation by one board position, from 2 board members to 3. At the November 2023 board meeting, the Board resolved to request member approval at the 2024 annual general meeting of a resolution to modify Schedule "B" of the bylaws of the Association by increasing the number of directors from 11 to 12 by increasing the "Lighting and Alarm Products" sector representation by one director from 2 to 3.

Requirement for special resolution of membership and member classes: Article 5 of the bylaws of the Association provides that any changes to the number of directors and/or redistribution of the current number of directors among Membership Classes is subject to approval by a Special Resolution of all the members of the Corporation, as well as approval by all Membership Classes, pursuant to a vote by the members of each individual Membership Class

Article 5.1 Number of Directors and Composition of the Board

Subject to the Articles, the Board shall consist of the number of directors set forth in Schedule "B" to this By-law; each position on the Board of directors shall represent a specific Membership Class and shall be appointed by the members of that Membership Class. The Board may, and shall following request by Ordinary Resolution, propose changes to the number of directors and/or redistribution of the current number of directors among Membership Classes; such changes shall be subject to approval by a Special Resolution of all the members of the Corporation, as well as to approval by all Membership Classes pursuant to a vote among the members of each individual Membership Class.

Special resolution: The following is the proposed special resolution (requiring 2/3 approval) to modify modify the number of directors and board composition by increasing the number board positions for the Lighting and Alarm Products membership class from two (2) to three (3) and to modify Schedule B of the bylaws accordingly.

Special Resolution of the members of the Association and of each of the membership classes: to modify Schedule “B” of the bylaws of the Association by increasing the number of directors from 11 to 12, by increasing the “Lighting and Alarm Products” membership class representation by one director position, from 2 directors to 3 directors.

6. Appointment of Directors and Voting by Membership Class

The current number of positions on the Board of Directors is eleven (11) and the current list of the board of directors is as follows:

Product Care Board of Directors				
Name and Office	Affiliation	Term	Membership Class	Prov./ State
Vince Rea, Chair	PPG Canada Inc.	2024	Paint and Coatings	ON
Jeffrey Cattanach Vice-Chair	The Home Depot	2025	Retail	ON
Jason Bernard Corporate Secretary	Sherwin Williams	2025	Paint and Coatings	BC
Trevor McDole	Home Hardware Stores	2024	Other Products	ON
Karen Stephenson	CCSPA	2025	Other Products	ON
Dan Giansante	Rust-Oleum Canada	2024	Other Products	ON
Jennifer Dolin	Lutron Electronics	2024	Lighting and Alarms	MA
Marjorie Dionne	Standard Products	2025	Lighting and Alarms	QC
Dave Chaulk	Cloverdale Paint	2025	Paint and Coatings	BC
Steve Veroba	Benjamin Moore & Co.	2024	Paint and Coatings	ON
vacant		2024	Retail	

For any membership class where there are more nominees than the number of director positions being filled, the members of that sector voting separately as a class, shall determine which of the nominees for the sector are elected to the Board.

Except as noted, each director elected at the Meeting will hold office for a two (2) year term until the conclusion of the second Annual General Meeting of the Association after which the director is elected, unless the director's office is earlier vacated.

Nominees for Director at 2024 Meeting:

The following table sets out the names of the nominees for election as directors, subject to the approval by the membership of the special resolution set forth above, to modify the board composition by the addition of one Lighting and Alarms position.

Board members are elected for 2-year terms. In order to equalize the number of board positions for election in each year, as required by article 5.2 of the Association bylaws, the proposed new Lighting and Alarms position will have an initial one-year term, and then in 2025

will be nominated for a two-year term, the same as all other board positions. For each nominee, the table also indicates the offices in the Association held, place of residence, occupation, business or employment, the period of time during which each has been a director of the Association, and the membership class represented.

Membership Category	Nominee's name, current office and prov./state of residence	Occupation, Business or Employment	Date appointed as director	Nominated for term ending
Paint Products	Vincent Rea , Director, Chair, ON	PPG Canada	November 5, 2018	2026
Paint Products	Steve Veroba Director, ON	Benjamin Moore & Co. Ltd.	June 19, 2021	2026
Paint Products	Steve Urchison ,* Nominee, AB	Cloverdale Paint	nominee	2025*
Other Products	Dan Giansante , Director, ON	Rust-Oleum Canada	June 15, 2022	2026
Other Products	Trevor McDole , Director, ON	Home Hardware Stores Ltd.	June 15, 2022	2026
Lighting and Alarm Products	Jennifer Dolin , Director, MA	Lutron Electronics	June 15, 2022	2026
Lighting and Alarm Products	Gil Ofek ,** Nominee, ON	Liteline Corporation	nominee	2025**
Retail	Marie-Yannick Carrière , Nominee, QC	Rona Inc.	nominee	2026

*nomination for the remaining balance of two year term for this position following the mid-term resignation of David Chaulk.

** nomination for a one-year initial term for this Board position, ending 2025, subject to approval of the special resolution to add this board position.

Mid-Term Directors

The following table lists the members of the board who are at the midpoint of their two-year term. These positions are not subject to election at this Meeting (except as noted). This is for information only.

Membership Category	Nominee's name, current office and province of residence	Occupation, Business or Employment	Date appointed as director	Year term ends
Retail	Jeffrey Cattanach , Vice-Chair, Director, ON	The Home Depot	May 26, 2015	2025
Paint Products	Jason Bernard , Corp. Secretary, Director, BC	Sherwin Williams	March 6, 2019	2025
Paint Products	Dave Chaulk *, Director, BC	Cloverdale Paint	June 20, 2018	2025*
Other Products	Karen Stephenson , Director, ON	CCSPA	June 27, 2017	2025
Lighting and Alarm Products	Marjorie Dionne , nominee, QC	Standard Products Inc.	June 19, 2013 to June 27, 2017; June 28, 2023	2025

*retiring from the board at the 2024 AGM, and the vacant position will be nominated for election for the one year balance of the 2 year term.

7. Election of RecycFluo Advisory Committee

The members of the Association who are registered as members of the Association's Quebec Lighting Program, known as RecycFluo will be requested to approve a resolution to elect the members of the RecycFluo Advisory Committee, as follows:

Nominee	Organization
Marjorie Dionne	Standard Products Inc.
Cara Backman	Franklin Empire Inc.
Keven Rousseau	Rona Inc.
Anne-Marie Goyette	BL Solutions Inc.
Jean-Patrick Ducroux	Current Lighting Solutions Canada Inc.
Patricia Duchesne-Laforest	Sollio Groupe Coopératif
Wayne Edwards	Independent

8. Appointment of Auditors

Rolfe Benson LLP, Chartered Professional Accountants, of Vancouver, British Columbia will be nominated at the Meeting for reappointment as auditor of the Association at the remuneration to be fixed by the directors. Rolfe Benson have been auditors for the Association since 2001.

This Information Circular is dated June 3, 2024 at Vancouver, British Columbia.

By order of the board

Vincent Rea, Chair