ONTARIO MOTOR VEHICLE INDUSTRY COUNCIL

Notice of Annual and General Meeting of Members

Toronto, May 24, 2017

NOTICE IS GIVEN that the 2017 Annual and General Meeting of the Members of ONTARIO MOTOR VEHICLE INDUSTRY COUNCIL (“OMVIC”) will be held in the Victoria Room, 2nd floor, Cambridge Suites Hotel, 15 Richmond Street East, Toronto ON M5C 1N2, at 1:30 p.m. on Wednesday, May 24, 2017 (the “Meeting”) for the following purposes:

1. To receive the financial statements of OMVIC for the year ended December 31, 2016 and the auditor’s report on the statements (see Note 1, below);

2. To elect directors (see Note 2, below);

3. To vote on reappointing Sloan Partners, LLP as auditors of OMVIC and authorize the board of directors to fix the auditor’s remuneration;

4. To consider and, if thought advisable, to confirm, with or without amendment, amendments to By-law No. 1 of OMVIC which were passed by the Board of Directors of OMVIC since the last Annual and General Meeting of Members as set out in Schedule “A” to this Notice of Meeting;

5. To transact such further business as may properly come before the Meeting or any adjournment thereof (see Note 3, below).

Toronto, March 28, 2017

BY ORDER OF THE BOARD OF DIRECTORS

Nazreen Ali
Secretary-Treasurer
NOTES ON NOTICE

(1) Financial Statements
Copies of the audited financial statements for the year ended December 31, 2016 will be available at the Meeting, and may be requested prior to the Meeting by writing to the Chief Financial Officer at:

Ontario Motor Vehicle Industry Council
65 Overlea Blvd., Suite 300
Toronto, Ontario M4H 1P1
Attention: Mr. Chandar Singh

(2) Election of Directors
In accordance with the By-laws of OMVIC (the “By-laws”), the term of office for three (3) directors will expire at the Meeting as follows:

a. One (1) director who is a member of the Used Car Dealers Association (UCDA) [the “UCDA director”];

b. One (1) director who is a member of the Trillium Automobile Dealers Association (TADA) [the “TADA director”]; and

c. One (1) director who is a member of both the UCDA and the TADA (the “Joint director”).

In accordance with the By-laws the Nominating Committee of OMVIC’s Board of Directors solicited applications from members for the three (3) positions outlined above in order to submit a slate of candidates to the Meeting for election. Such solicitation has resulted in:

a) Three (3) qualified candidates nominated for the position of the UCDA director. Names of the candidates for this position and their biographical information accompany this notice.

In accordance with the By-laws, since the number of candidates for the position of the UCDA director exceeds the one (1) office to be filled, ballot election is required. Members may cast the ballot in person at the Meeting and do not need to submit their Ballots in advance of the meeting.

Members who are unable to be present in person at the Meeting may complete, date and sign the Ballot accompanying this Notice of Meeting and return it to the address or facsimile number below, or assign the Ballot to another person for it to be returned to the address or facsimile number below:

Steinecke Maciura LeBlanc
Barristers and Solicitors
401 Bay Street, Suite 2308
P.O. Box 23
Toronto, ON M5H 2Y4
Attention: OMVIC Voting
Facsimile No.: (416) 593-7867

To be used and voted at the Meeting, a properly completed Ballot, either in original or facsimile form, must be actually received at the address or facsimile number set out above by no later than 1:30 p.m. on Friday, May 19, 2017. Any Ballot received after such time cannot be used or voted at the Meeting.
b) There was no qualified candidate nominated for the position of the TADA director. In accordance with the By-laws, the director who now holds such position shall continue in office until he is replaced by appointment of the Board in accordance with the By-laws.

b. One (1) qualified candidate, Ms. Meredith Morris, nominated for the position of the Joint director. Ms. Morris’ biographical information accompanies this notice.

In accordance with the By-laws, since the number of candidates for the position of the Joint director is equal to the office to be filled, no ballot election is required. Rather, the Secretary of the Meeting shall be empowered to cast a single ballot for Ms. Morris electing her to the board of directors for a three (3) year term.

(3) Proxy

Members who are unable to be present in person at the Meeting may complete, date and sign the Proxy accompanying this Notice and return it to the following address or facsimile number:

Steinecke Maciura LeBlanc  
Barristers and Solicitors  
401 Bay Street, Suite 2308  
P.O. Box 23  
Toronto, ON  
M5H 2Y4  
Attention: OMVIC Voting  
Facsimile No.: (416) 593 -7867

For the purpose of this Notice, a Proxy is used to vote for all purposes other than casting ballots for the election of Directors.

To be used and voted at the Meeting, a properly completed Proxy, either in original or facsimile form, must be actually received at the address set out above by no later than 1:30 p.m. on Friday, May 19, 2017. Any Proxy received after such time cannot be used or voted at the Meeting.
PROXY
(For Votes Other than the Election of Directors)
ONTARIO MOTOR VEHICLE INDUSTRY COUNCIL
2017 ANNUAL AND GENERAL MEETING OF MEMBERS

The undersigned member of ONTARIO MOTOR VEHICLE INDUSTRY COUNCIL (“OMVIC”) hereby appoints (select one by placing an “X” in the appropriate box):

☐ Default Proxy: Ron Marostica, President of OMVIC, or if Ron Marostica is not available, Matt Rispin, the Vice-President of OMVIC,

OR

☐ Specified Proxy: ________________________________, (insert name of intended Proxyholder)

as the Proxy of the undersigned to attend and act at the 2017 Annual and General Meeting of Members of OMVIC (the “Meeting”) to be held on May 24, 2017, and at any adjournment or adjournments thereof, in the same manner, to the same extent and with the same powers as if the undersigned were present at the said Meeting or any adjournment or adjournments thereof. The undersigned hereby revokes any Proxy or Proxies bearing a date earlier than the date hereof given to attend and act at such Meeting.

The undersigned authorizes, instructs and directs the Proxyholder to vote in the Proxyholder’s discretion with respect to all items of business and matters, other than the casting of ballots for the election of directors, to be considered at and to properly come before the Meeting or any adjournment or adjournments thereof.

DATED the ________ day of ____________, 2017.

______________________________________________
Signature

______________________________________________
Member’s Name (please print)

______________________________________________
Dealer Name (please print)

______________________________________________
Member’s Registration Number

______________________________________________
Dealer Registration Number

Indicate capacity to execute Proxy (e.g. sole proprietor, partner, officer)
NOTES ON PROXY

Members who are unable to be present in person at the Meeting may complete, date and sign the Proxy accompanying this Notice of Meeting and return it to the following address or facsimile number:

Steinecke Maciura LeBlanc
Barristers and Solicitors
401 Bay Street, suite 2308
P.O. Box 23
Toronto, ON
M5H 2Y4

Attention: OMVIC Voting
Facsimile No.: (416) 593 -7867

To be used and voted at the Meeting, a properly completed Proxy, either in original or facsimile form, must be actually received by Steinecke Maciura LeBlanc by no later than 1:30 p.m. on Friday, May 19, 2017. Any Proxy received after such time cannot be used or voted at the Meeting.

A member may appoint any person, who need not be a member, as his or her Proxy to attend and vote in the Proxyholder’s discretion with respect to all items of business and matters, other than the casting of ballots for the election of directors, to be considered at and to properly come before the Meeting or any adjournment or adjournments thereof. To appoint a person as his or her Proxy, the member must select either the Default Proxy or name a Specified Proxy. If the member selects the Default Proxy, the Proxy will be the individual named as such. Failure to properly complete the Proxy by either selecting the Default Proxy or selecting and inserting the name of the Specified Proxy will result in an improperly completed Proxy that cannot be used and voted at the Meeting.

Any member giving a Proxy has the power to revoke it at any time before its exercise by instrument in writing executed by the member or by the member’s attorney authorized in writing, or if the member is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, deposited either at the head office of OMVIC up to and including the last business day preceding the day of the Meeting at which the Proxy is to be used at the address given below, or with the Chairperson of the Meeting on the day of the Meeting:

Ontario Motor Vehicle Industry Council
65 Overlea Blvd., Suite 300
Toronto, ON M4H 1P1

Attention: Chandar Singh, Chief Financial Officer
Facsimile: (416) 416-226-1640

If this Proxy is to be utilized, it must be completed and executed by the member or the member’s attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized. If the person signing the Proxy or attorney authorization on behalf of a body corporate or association is not listed in the records of OMVIC or the Ontario government as an officer, the Proxy will be deemed to be invalid and cannot be used and voted at the Meeting.

Any Proxy which has not been dated shall be deemed to bear the date on which it is mailed by OMVIC to the member.
SLATE OF CANDIDATES

To stand for election as the UCDA director

   FRANK BOZZ
   KEN PETERSON
   SYED RAZA

To stand for election as the Joint director

   MEREDITH MORRIS

*Brief biographical sketches of each candidate are attached*
BIOGRAPHIES OF CANDIDATES

FRANK BOZZ
Frank entered the car industry in 1975 as a salesman and became a registered dealer in 1983. His registered corporation Black Palm Aviaries of Canada Inc., operating as The Loan Arranger, currently has locations in Scarborough, Oshawa, Barrie and Cambridge.

Frank endorses what OMVIC stands for and would like to help build upon their successful foundation.

KEN PETERSON
Ken has been in the automobile business most of his life and operated Ken Peterson Sales and Leasing for 20 years, building a solid reputation for integrity and outstanding customer service. Ken is involved in his community and was elected to the Thunder Bay Hydro Commission serving two terms, three years as Chair. He was also Director of Northwest Energy and a member of the Municipal Electric Association of Ontario.

Ken brings a strong analytical and proactive problem solving approach to the business of OMVIC. He has served as OMVIC president for 2 years providing consistent use of leading governance practices, innovative solutions and a commitment to getting the job done.

Ken is actively engaged in effective and focused advocacy with the government to gain support for initiatives and address issues that are important to automobile dealers.

SYED RAZA
Syed Raza is a dynamic automotive business entrepreneur with a Masters Degree in Business Administration and is currently pursuing a Degree in Automotive Management and Marketing from Northwood University. With more than 13 years of experience in diverse sectors of the automotive industry, Syed has expertise in Marketing, Sales, Finance, Advertising, Dealer Management, Social Media, Brand Communication and Government Relations. He has proven ability to plan and execute strategies, develop market opportunities and manage resources to produce profitable growth at both national and international levels. Syed has demonstrated ability to work in a multicultural and highly competitive environment.

He started his automotive career in 2004 as a sales person and since then has been continuously progressing in the automotive field. In 2006 to 2008, Syed has received both Manager of Distinction from Chrysler Financial Canada, as well as the the Sales Guild Award and Five Star Dealer Recognition Award by Daimler Chrysler Canada. He started his used car dealership, AutoHub, in 2013 which currently operates from two locations in the Greater Hamilton Area. The dealership won the 2016 and 2017 Readers’ Choice Award for Best Auto Dealer Used.

Syed is a very passionate community member and serves on several governmental and non-profit boards. He has also earned designation of Certified Board Members for Governance in the nonprofit sector by York University & Schulich School of Business Canada.

MEREDITH MORRIS
Meredith was born into an automotive family in Sudbury Ontario. Growing up she worked in all aspects of her family’s automotive dealerships starting in the wash bay. She is a graduate of the Automotive Marketing and Business Administration Program at both the Canadian Automotive Institute (now the Automotive Business School of Canada) and Northwood University. Following her studies, Meredith began working as the general manager of Sudbury Hyundai in 2002. In 2009 she purchased Sudbury Hyundai and is currently undergoing a massive expansion/renovation of her dealership which she has grown from a staff of 4 to 40. She has been a board member of OMVIC since 2004, sat on the executive committee four times and has served two terms as the chair/president.

Meredith has also served on the board of directors for the Sudbury Community Foundation, Sudbury Chamber of Commerce, Canadian Red Cross Sudbury branch and was the President of the Ladies of Harley.
BALLOT

REGARDING ELECTION OF DIRECTORS
ONTARIO MOTOR VEHICLE INDUSTRY COUNCIL
2017 ANNUAL AND GENERAL MEETING OF MEMBERS

The undersigned member of ONTARIO MOTOR VEHICLE INDUSTRY COUNCIL (“OMVIC”) hereby appoints (select one by placing an “X” in the appropriate box):

☐ Default Ballotholder: Ron Marostica, President of OMVIC, or if Ron Marostica is not available, Matt Rispin, the Vice-President of OMVIC,

OR

☐ Specified Ballotholder: ________________________________________________,

(insert name of intended Ballotholder)

as the Ballotholder of the undersigned to attend and act, in the manner instructed below, at the 2017 Annual and General Meeting of Members of OMVIC (the “Meeting”) to be held on May 24, 2017, and at any adjournment or adjournments thereof, in the same manner, to the same extent and with the same powers if the undersigned were present at the said Meeting or any adjournment or adjournments thereof.

The undersigned authorizes, instructs and directs the Ballotholder to vote in respect of the election of directors as follows:

UCDA Director (choose one):
Frank Bozz ☐
Ken Peterson ☐
Syed Raza ☐

DATED the day of , 2017.

__________________________________________  __________________________________________
Signature                                             Member’s Name (please print)

__________________________________________  __________________________________________
Dealer Name (please print)                            Member’s Registration Number

__________________________________________  __________________________________________
Dealer Registration Number                            Indicate capacity to execute proxy
(e.g. sole proprietor, partner, officer)
NOTES ON BALLOT

If a Member will be present at the Meeting, he or she can complete and vote his or her Ballot at the Meeting. However, Members who are unable to be present in person at the Meeting may permit a Ballotholder to cast a vote to elect directors by completing, dating and signing the Ballot Form and Proxy (“Ballot”) accompanying this Notice of Meeting and returning it to the address or facsimile number shown below by 1:30 p.m. on Friday May 19, 2017. If preferred, members may, in the alternative, simply sign and date the ballot and forward it to another person to vote on the member’s behalf. This person, the Ballotholder, must ensure that the ballot is returned to the address or facsimile number below by 1:30 p.m. on Friday, May 19, 2017:

Steinecke Maciura LeBlanc
Barristers and Solicitors
401 Bay Street, Suite 2308
P.O. Box 23
Toronto, ON
M5H 2Y4
Attention: OMVIC Voting
Facsimile No.: (416) 593-7867

To be used and voted at the Meeting, a properly completed Ballot, either in original or facsimile form, must be actually received by Steinecke Maciuira LeBlanc by no later than 1:30 p.m. on Friday, May 19, 2017. Any Ballot received after such time cannot be used or voted at the Meeting.

Any member may appoint any person, who need not be a member, as his or her Ballotholder to attend and act, in the manner as instructed, at the 2017 Annual and General Meeting of Members and at any adjournment or adjournments thereof. To do so, the member must select either the Default Ballotholder or name a Specified Ballotholder. If the member selects the Default Ballotholder, the Ballotholder will be the individual named as such. Failure to properly complete the Ballot by either selecting the Default Ballotholder or selecting and inserting the name of the Specified Ballotholder will result in an improperly completed Ballot that cannot be used and voted at the Meeting.

Any member giving a Ballot has the power to revoke it at any time before its exercise by instrument in writing executed by the member or by the member’s attorney authorized in writing, or if the member is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, deposited either at the head office of OMVIC up to and including the last business day preceding the day of the Meeting at which the ballot is to be used at the address or facsimile number given below, or with the Chairperson of the Meeting on the day of the Meeting:

Ontario Motor Vehicle Industry Council
65 Overlea Blvd., Suite 300
Toronto, ON M4H 1P1
Attention: Chandar Singh, Chief Financial Officer
Facsimile: (416) 416-226-1640

If this Ballot is to be utilized, it must be completed and executed by the member or the member’s attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized. If the person signing the Ballot or attorney authorization on behalf of a body corporate or association is not listed in the records of OMVIC or the Ontario government as an officer, the Ballot will be deemed to be invalid and cannot be used and voted at the Meeting.

Any Ballot which has not been dated shall be deemed to bear the date on which it is mailed by OMVIC to the member.

This ballot will only be voted in the manner as instructed herein. If no specification or instruction is indicated on this ballot, this ballot cannot be used and voted at the Meeting.
SCHEDULE “A”

AMENDMENT TO BY-LAW NO. 1

OF

ONTARIO MOTOR VEHICLE INDUSTRY COUNCIL

Since the last Annual and General Meeting of Members, OMVIC’s Board of Directors passed a resolution amending Section 40 of the bylaws, the section that specifies duties of officers. The amendments are outlined below and were necessary to allow changing the title of the Executive Director to that of Chief Executive Officer:

40. **Powers and Duties** - All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board of directors. The duties of the officers shall include:

a. **President** – The President shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the board of directors. The President shall be a director and shall be vested with and may exercise all of the powers and perform all of the duties of a chairperson of the board including, without limitation, chairing all meetings of the board of directors and members.

f. **Chief Executive Director Officer** - The board of directors may from time to time appoint a Chief Executive Director Officer and may delegate to that person full power to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the board of directors and/or by the members) and to employ and discharge assistants, clerks, agents, representatives and employees of the Corporation or may delegate to that person any lesser authority. The Chief Executive Director Officer shall conform to all lawful orders given by the board of directors of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation.

OMVIC’s Board of Directors request that members confirm the by-law amendment by passing the following resolution:

“BE it RESOLVED that:

1. The amendments made to subsections 40 a and f of By-Law Number 1 are hereby confirmed; and

2. The President and Secretary of the Corporation are hereby authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing.”