



**Ontario Motor
Vehicle Industry
Council**

789 Don Mills Road, Suite 800, Toronto, ON M3C 1T5
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April 2010

Dear fellow dealer and OMVIC member

We invite you to attend our Annual and General Meeting of Members on Wednesday, May 26, 2010. It will be held in the Victoria Room, 2nd floor, Cambridge Suites Hotel, 15 Richmond Street East, Toronto, Ontario at 1:30 p.m.

At this meeting, the term of office for three (3) directors will expire and their replacements will be elected. As part of the attached material, you'll find information explaining the election process and information on the candidates.

My second term as the Chair of OMVIC's Board of Directors will end at this meeting. It has been an honour and a pleasure for me to serve in this capacity for the past two years.

I also wish to congratulate OMVIC staff who put in another stellar year of service. In 2009, OMVIC staff completed over 2,800 inspections, 19,000 registration transactions, handled over 100,000 telephone inquiries, mediated some 1,500 complaints, and laid over 800 charges and supported Board and Committee activities.

Finally, I want to express my sincere appreciation to the members of the Board of Directors for their hard work, dedication and personal support in meeting the many challenges during 2009.

Sincerely yours,

A handwritten signature in black ink that reads "M Meredith Morris".

Meredith Morris
Chairperson,
Ontario Motor Vehicle Industry Council



ONTARIO MOTOR VEHICLE INDUSTRY COUNCIL

Notice of Annual and General Meeting of Members

Toronto, May 26, 2010

NOTICE IS GIVEN that the 2010 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 26, 2010 (the “Meeting”) for the following purposes:

1. To receive the financial statements of OMVIC for the year ended December 31, 2009 and the auditor’s report on the statements (see Note 1, below);
2. To elect directors (see Note 2, below);
3. To reappoint KPMG, 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, on back).

Toronto, March 29, 2010

BY ORDER OF THE BOARD OF DIRECTORS

Jeff Gray
Secretary-Treasurer



NOTES ON NOTICE

(1) Financial Statements

Copies of the audited financial statements for the year ended December 31, 2009 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
789 Don Mills Road, Suite 800
Toronto, Ontario M3C 1T5

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") ["UCDA director"];
- b. One (1) director who is a member of either the Ontario Automobile Dealers Association or the Toronto Automobile Dealers Association ("OADA/TADA") ["OADA/TADA director"]; and
- c. One (1) director who is a member of both the UCDA and OADA/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 only one (1) qualified candidate nominated for each of the three positions as follows:

- a. **Kevin Bavelaar for the position of the UCDA director;**
- b. **Peter Eatson for the position of OADA/TADA director; and**
- c. **John Slaughter for the position of Joint director.**

In accordance with paragraph 17(a) of the By-laws, since the number of candidates nominated for each of the positions 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 each of Mr. Bavelaar, Mr. Eatson and Mr. Slaughter, electing them to the Board of Directors for a three (3) year term. Biographical information provided by them accompanies this Notice.

(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. This year no ballot election is necessary as explained in Note (2), above.

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 21, 2010. Any Proxy received after such time cannot be used or voted at the Meeting.



PROXY

ONTARIO MOTOR VEHICLE INDUSTRY COUNCIL 2010 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: Meredith Morris, President of OMVIC, or if Meredith Morris is not available, Jeff Gray the Secretary-Treasurer of OMVIC,

OR

Specified Proxy: _____ ,
(insert name of intended Proxyholder)

as the Proxy of the undersigned to attend and act at the 2010 Annual and General Meeting of Members of OMVIC (the “Meeting”) to be held on May 26, 2010, 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 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 to be considered at and to properly come before the Meeting or any adjournment or adjournments thereof.

DATED the _____ day of _____, 2010.

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

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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 21, 2010. 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 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
789 Don Mills Road, Suite 800
Toronto, ON
M3C 1T5

Attention: Chandar Singh, Chief Financial Officer
Facsimile: (416) 512-3709

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.

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:

KEVIN BAVELAAR

TO STAND FOR ELECTION AS THE OADA/TADA DIRECTOR:

PETER EATSON

TO STAND FOR ELECTION AS THE JOINT DIRECTOR:

JOHN SLAUGHTER

*Brief biographical sketches of each candidate
are on reverse side.*



BIOGRAPHIES OF CANDIDATES

KEVIN BAVELAAR

Kevin Bavelaar started in the used car business in 1989 in a medium-sized independent car dealership as a salesperson. He was promoted to General Manager in 1990. In 1993 he started Auto Showplace and has been involved in all aspects of automotive remarketing. As owner of Auto Showplace he is familiar with the challenges of running a medium sized independent car dealership, including Marketing, Strategic Planning, Risk Management and Financial Responsibility. He has been a Director for OMVIC from 1999 - 2004 and has chaired several committees including Ethics & Discipline and Industry Professionalism. He is currently Vice-President of OMVIC and sits as a director representative on several committees.

PETER EATSON

Peter Eatson has worked in the automotive industry for more than 40 years. He started in the automotive industry in 1960 and opened his own dealership, Peterborough Volkswagen, in 1969.

He is the past President of the Ontario Automobile Association, and past President of the Ontario Automobile Dealer Association. He is also past Chairman of the Volkswagen National Dealer Council. An active member of the Peterborough community, he is a past Trustee and Chair of Finance of St. Joseph's Hospital and past President and member of the Rotary Club of Peterborough.

Mr. Eatson is also a past President and Chairman of the OMVIC Board of Directors. He is currently the Vice-Chair of the Motor Vehicle Dealers Compensation Fund and serves on the OMVIC Board of Directors.

JOHN SLAUGHTER

John graduated from McMaster University with a B.A.; B. Ed., holding various positions in education and administration before becoming a partner in a Chrysler franchise in the early 1990's. He participated on the Chrysler Ontario DAA for 8 years.

The Ottawa Valley is now home for John and his wife Janet, who are owners of a Hyundai store in Pembroke.

After three years on the OMVIC team, John chairs the stakeholder group and has worked on both the governance and nominating committees.



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 deleting section 11 of the bylaws, the section that grants trade association executives the right to receive notice of and attend all board meetings. This section was contrary to the administrative agreement which prohibits the practice.

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

“BE IT RESOLVED THAT the amendments to Restated By-Law No 1, being the General By-law of the Ontario Motor Vehicle Industry Council, passed by the Board of Directors at their meeting on March 29, 2010, and in particular, the deletion of paragraph 11, Right to Attend Meetings and the renumbering of all subsequent paragraphs, are hereby confirmed.”