



Ontario
REALTORS Care®
Foundation

NOTICE

2026 Annual General Meeting of the Ontario REALTORS Care® Foundation to be held in person on Thursday, March 12, 2026 at 9:00 a.m. at the Westin Harbour Castle, 1 Harbour Square, Toronto, ON

To: All Member Board Executive Officers
All Member Board Presidents
Ontario REALTORS Care® Foundation Board of Directors
Cathy Polan, Acting Chief Executive Officer and President, OREA

From: Shannon Ketelaars, ORCF Executive Director & Secretary

Date: February 17, 2026

Re: **Notice of 2026 Annual General Meeting of the
Ontario REALTORS Care® Foundation**

This is your notice of the 2026 Annual General Meeting of the Ontario REALTORS Care® Foundation (“ORCF”/“Foundation”), in accordance with Section 7.06 of the ORCF By-law, to be held at the Westin Harbour Castle, 1 Harbour Square, Toronto, ON M5J 1A6 on Thursday, March 12, 2026, commencing at 9:00 a.m.

In accordance with Section 7.06 of the ORCF By-law, Member Boards are asked to forward this notice to all their respective members.

The business to be carried out at this meeting shall include:

- Approval of the last meeting minutes of the ORCF Annual General Meeting.
- The presentation of last year’s financial statements, auditors report and appointment of auditor.
- The election of REALTOR® Directors for Central and Southern Ontario.
- The approval of amendments to the ORCF By-law.
- There will be a report from the ORCF Chair and the ORCF will also honour and recognize the contributions of individual REALTORS® and Member Boards who enable the good work of the Foundation.

1. FOUNDATION MEMBERS AND VOTING RIGHTS

(a) Members of the Foundation

Section 2.01 of the ORCF By-law provides that the classes of membership of the Foundation shall consist of the following:

- Member Boards;
- OREA; and

- Director Members.

(b) Voting Members of the Foundation

Section 1.01(uu) of the ORCF By-law defines “Voting Members” to mean Member Boards and OREA.

2. MEMBER BOARD – APPOINTMENT OF NOMINEE / VOTES ENTITLEMENT

(a) Member Board Votes through its Nominee(s)

Section 2.02 of the ORCF By-law provides that a Member Board shall have the right to vote through its Authorized Representative at Annual Meetings and any other meetings of the Members of the Foundation. A Member Board shall have the number of votes determined in accordance with Article 7 of the ORCF By-law. A copy of Article 7 of the ORCF By-law is attached hereto as Appendix ‘A’.

(b) Member Board to Appoint its Nominee(s) by Proxy(ies)

Section 7.12 of the ORCF By-law provides that Member Boards shall appoint one or more nominees by proxy or proxies executed by the Secretary of the Member Board or such other director of the Member Board as is authorized by its board of directors. The proxies shall contain the name of the nominee, the number of votes the nominee is entitled to vote and the date.

(c) Number of Votes each Member Board Entitled to

Each Member Board shall have the number of votes as is set out in Section 7.13 of the ORCF By-law as follows:

Size of Member Board	Number of Votes
<i>Boards with up to 250 members</i>	1
<i>Boards with more than 250 members and up to 500 members</i>	2
<i>Boards with more than 500 members and up to 1,000 members</i>	3
<i>Boards with more than 1,000 members and up to 2,000 members</i>	4
<i>Boards with more than 2,000 members and up to 3,000 members</i>	5
<i>Boards with more than 3,000 members and up to 4,000 members</i>	6
<i>Boards with more than 4,000 members</i>	<i>1 additional vote for each additional 725 members or part thereof</i>

Provided, however, that no individual Member Board shall be entitled to more than forty-nine (49) percent of all the votes capable of being exercised at the Meeting of the Members.

In this regard the number of votes each Member Board shall have is attached as Appendix 'B'.

Section 7.14 How Size of Member Boards Determined

For the purposes of determining the number of members in each Member Board, the Secretary shall rely upon any such report and the last report, list or data provided to OREA by each Member Board prior to January 31, of each calendar year, setting out how many Individual Members of OREA are members of the Member Board.

d) Member Board to Complete Proxy Form

As noted above, each Member Board votes through its nominee(s) at the ORCF Annual General Meeting.

Member Boards are asked to appoint their nominee(s) and specify the number of votes assigned to each respective nominee, as soon as possible, but no later than midnight on March 9, 2026, by filling out and submitting the Member Board Proxy Form electronically via the OREA Real Estate Board Portal at <https://connect.orea.com/rebportal/orcfhome.aspx>.

For information purposes, a sample copy of the electronic form is attached hereto as Appendix 'C'.

A Member Board shall have the number of votes determined in accordance with Article 7.13 and 7.14 of the ORCF By-law. Information regarding the number of votes each Member Board shall have is set out above and also provided in Appendix 'A'.

Member Boards will be required to indicate the number of votes allocated to each respective voting nominee on the Member Board Proxy Form. Please note that the number of votes allocated to each voting nominee will be assigned accordingly to one clicker. Meaning, each voting nominee will have their total vote allocation assigned to one clicker. Should you wish a voting nominee's voting entitlement to be allocated to separate and individual clickers (one per vote), you will be required to indicate so on the Member Board Proxy Form.

Each Member Board must submit a completed electronic proxy form via the OREA Real Estate Board Portal on or before midnight on March 9, 2026.

3. DEADLINE FOR PROXY CHANGES - REVOCATION OF A NOMINEE, REPLACING PREVIOUSLY APPOINTED NOMINEES AND RE-ALLOCATION OF VOTES

Member Boards wishing to change the nominee appointment(s) or re-allocate votes amongst their already appointed nominee(s) may do so by completing the Member Board - Form for Revocation of a Nominee, Replacing Previously Appointed Nominees & Re-allocation of Votes in and Amongst Appointed

Nominees and delivering the completed form to the Secretary of the Foundation, Shannon Ketelaars, by e-mail at ShannonK@orcf.ca prior to March 12, 2026, but the original must be delivered to the Foundation (the Secretary) in person at the Foundation registration desk by no later than 8:30 a.m. on Thursday, March 12, 2026.

A sample copy of this form is attached hereto as Appendix 'D' and also available online at <https://www.realtorscareontario.ca/bod>.

PLEASE NOTE: EACH MEMBER BOARD MUST APPOINT ONE OR MORE NOMINEES BY PROXY IN ORDER FOR THE BOARD TO EXERCISE ITS VOTE(S) AT THE 2026 ORCF ANNUAL GENERAL MEETING.

4. OREA – APPOINTMENT OF NOMINEE AND VOTES ENTITLEMENT

Section 7.11 of the ORCF By-law provides that OREA shall have one vote and a nominee of OREA shall be appointed by proxy executed by the Secretary of OREA or such other officer of OREA as is authorized by OREA's Board of Directors.

This year, OREA will be asked to appoint their nominee, as soon as possible, but no later than midnight on March 9, 2026 by filling out and submitting the OREA Proxy Form electronically via the OREA Real Estate Board Portal at <https://connect.orea.com/rebportal/orcfhome.aspx>.

5. MEMBER BOARD - OBSERVERS

All Member Boards are encouraged to have those Board Leaders and Executive Officers who have not been appointed as a nominee by means of proxy to vote for their respective real estate board attend as observers at the ORCF Annual General Meeting. Please confirm their attendance in the space provided on the OREA Real Estate Board Portal at <https://connect.orea.com/rebportal/orcfhome.aspx>.

6. ENQUIRIES

If you have any questions regarding the 2026 Ontario REALTORS Care® Foundation Annual General Meeting or the proxy form, please contact Shannon Ketelaars, Executive Director at ShannonK@orcf.ca.

Sincerely,



Shannon Ketelaars
Executive Director