

**Appendix 'A'****Ontario REALTORS Care® Foundation****By-Law Excerpt****Article 7****7 MEETINGS OF THE MEMBERS****7.01 Annual Meeting**

- (a) An Annual Meeting shall be held within Ontario, unless a place outside Ontario is specified in the Articles or all the Voting Members consent to holding the Annual Meeting at a place outside Ontario, determined by the Board, for the purpose of conducting the Annual Business and any Special Business.
- (b) The Annual Meeting shall be held no later than fifteen (15) months after the holding of the last Annual Meeting.
- (c) At the Annual Meeting the Board shall lay before the Members the financial statements of the Foundation and read the report of the auditor to the Members and the Voting Members shall elect the Elected Directors and appoint auditors.
- (d) The Board may at any time call a meeting of the Members for the transaction of any business provided the general nature of that business is specified in the notice calling the meeting.
- (e) The Board may invite any other person to attend any meeting of the Voting Members as guests and if it chooses to do so, shall provide directions to the Secretary on the method, timing and form of notice to be provided to those persons.

**7.02 Meetings by Telephonic or Electronic Means**

All meetings of the Members shall be in person unless the Board has determined that the meeting shall be held either:

- (a) Entirely by telephonic or electronic means, or
- (b) by way of a hybrid meeting where participants can attend either in person and by electronic or telephonic means.

If electronic or telephonic means are to be used, they must ensure those means allow all participants, including any persons attending the meeting in person, are able to communicate with each other simultaneously and instantaneously. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

### 7.03 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

### 7.04 Requisition for Meeting

Members holding at least 10% of the votes that may be cast at the meeting of the Members sought to be held can requisition the directors to call a meeting for the purposes set out in the requisition. The provisions of section 60 of the Act shall be followed in that requisition process.

### 7.05 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and which are entitled to vote at the meeting. A record date for providing notice must not be more than fifty (50) days before the day on which notice is sent and a record date for determining the Members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting or for which Members are entitled to vote at such meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

### 7.06 Notice of Meetings

Subject to section 20.06, written notice of the time, place and date of any meeting of the Members shall be given in the name of the Chair to each Member, to each Director and to the Auditor or the person appointed to conduct a review engagement of the Foundation at their last known address by:

- (a) prepaid mail at least twenty (20) days before the day appointed for such meeting; or
- (b) at least once a week for two (2) consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of the members of the Foundation reside as shown by their addresses on the books of the Foundation; or
- (c) email at least twenty (20) days before the day appointed for such meeting;

Furthermore, and at the same time, the notice shall be sent to the Member Boards. The Foundation shall request the Member Boards forward the notice to all of their members.

### 7.07 Those Entitled to be Present

The only persons entitled to be present at a meeting of the Members shall be:

- (a) Members and proxy holders;
- (b) the Directors and the Auditor or the person appointed to conduct a review engagement of the Foundation; and
- (c) such other persons who are entitled or required under any provision of the ONCA, the Articles, or By-Laws of the Foundation to be present at the meeting.

Any other person may be admitted only on the invitation of the Chair of the Board or by Ordinary Resolution of the Voting Members.

## 7.08 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall consist of nominees representing at least forty percent (40%) of the votes which may be exercised at the meeting provided the nominees present include nominees appointed by at least two thirds of the Member Boards eligible to vote at that meeting. For clarity, at an Area Meeting of the Members held in one of the Areas for the purpose of electing the REALTOR® Director for that Area pursuant to section 5.04, the only votes which may be exercised are those of the Member Boards within that Area. At such an Area Meeting, a quorum shall consist of nominees representing at least forty (40%) of the votes held by the Member Boards in that Area and there is no requirement that those nominees include at least two thirds of the nominees appointed by at least two thirds of the Member Boards in that Area.
- (b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.

Provided, however that where:

- (i) less than a quorum, but two (2) or more persons are present in person one-half hour after the commencement time specified in the notice calling the meeting of the Members; or
- (ii) the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,
- then two (2) persons present in person constitutes a quorum.
- (c) If a quorum is not present at the opening of a meeting of the Members, the Voting Members present may adjourn the meeting to a fixed time and place.

## 7.09 Chair

In the absence of the Chair of the Board and the Chair-Elect, the Voting Members present at any meeting of the Members shall choose another Director to act as chair of the meeting. If no Director is present or if all the Directors present decline to act as chair, the Voting Members present shall choose a Voting Member to act as chair of the meeting.

## 7.10 Voting by Members

- (a) At all meetings of Members, every question shall be decided by a show of hands unless otherwise required by a By-Law of the Foundation or the ONCA or unless a ballot is required by the chair of the meeting or requested by any Voting Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Foundation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- (b) The Chair of all meetings of the Foundation may not vote except in the case of equality of votes, in which case the Chair may cast the deciding vote. Voting may occur by electronic means at any meeting of the Foundation if those electronic means have been approved by the Board prior to that meeting.

### 7.11 OREA's Nominee

OREA shall have one (1) 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. The proxy shall contain the name of the nominee and the date.

### 7.12 Member Boards' Nominees

The Member Boards shall appoint one (1) 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.

### 7.13 Member Board Votes

(a) Each Member Board shall have the number of votes set out below:

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

(b) Notwithstanding the above-noted Vote Allocation Formula, if the number of members of a Member Board comprises no less than sixty percent of the Individual Members of OREA, such Member Board shall be entitled to forty-nine percent (49%) (but no more than forty-nine percent (49%)) of all the votes capable of being exercised at a meeting of the Members.

### 7.14 How Size of Member Boards Determined

Any Member Board that is not a member of OREA shall provide the Secretary no later than January 31 of each year a report setting out the names, mailing addresses and e-mail addresses of its individual members who are in good standing and have fully paid up their dues to the Member Board as of January 1 of that year. 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 Members Board.

### 7.15 Deadline for Deposit of Proxies

The Board of the Foundation may, but need not, fix a time by which all proxies must be deposited with the Foundation, provided however that the time may not exceed forty-eight (48) hours, excluding Saturdays and holidays, preceding the meeting or adjourned meeting.

### 7.16 Electronic or Telephone Voting

The Directors may provide for Member Boards to vote by telephone or electronic means instead of proxy voting.

### 7.17 Ballot

A Voting Members can demand a ballot during the meeting either before or after any vote. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

### 7.18 Adjournments

Any meeting of the Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

### 7.19 Written Resolutions

A Written Resolution signed by all the Voting Members entitled to vote on that resolution at a meeting of the Members, including an Annual Meeting, is valid as if it had been passed at a meeting of the Members, provided that the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing their removal or replacement; and
- (b) the resignation, removal or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing their removal or replacement.