



Ontario
REALTORS Care[®]
Foundation

NOTICE

**2023 Annual General Meeting of the Ontario REALTORS Care[®] Foundation
to be held in person on Thursday, March 2, 2023 at 8:30 a.m.**

**at the
Westin Harbour Castle
1 Harbour Square, Toronto, ON M5J 1A6**

To: All Member Board Executive Officers
All Member Board Presidents
Members of the Ontario REALTORS Care[®] Foundation
(Member Boards of OREA, OREA, and Director Members)
OREA Board of Directors

From: Pauline Aunger, President

Copy to: Tim Hudak, ORCF Secretary-Treasurer
Shannon Ketelaars, ORCF Executive Director
Alison J. Berne, OREA General Counsel & Chief Privacy Officer
Sonia Richards, OREA Manager, Executive Office Operations

Date: February 8, 2023

Re: **Notice of 2023 Annual General Meeting of the
Ontario REALTORS Care[®] Foundation**

This is your notice of the 2023 Annual General Meeting of the Ontario REALTORS Care[®] Foundation ("ORCF"/"Foundation"), in accordance with Article 8, Section 8.02 of the ORCF By-law, to be held at the Westin Harbour Castle, 1 Harbour Square, Toronto, ON M5J 1A6 on Thursday, March 2, 2023 commencing at 8:30 a.m.

In accordance with Article 8, Section 8.02 of the ORCF By-law, Member Boards are asked to forward this notice to all of their respective members.

As you know, the Foundation is committed to taking every precaution reasonable in the circumstances to protect the health and safety of our staff, volunteers, Members and observers from the hazards that continue to be posed by COVID-19. In this regard, it is

recommended that we continue to do our part to protect ourselves and others, especially during respiratory illness season. Depending on the circumstances, this might include:

- practicing good hand hygiene
- wearing a mask in indoor settings if required by applicable law, or if you feel it is right for you (including if you are at higher risk of severe illness or health outcomes from COVID-19)
- staying home when you are sick, have symptoms of COVID-19 or have tested positive, and
- staying up to date on routine vaccinations for COVID-19 and flu.

In line with current public health guidelines, including guidance issued by the province of Ontario and the local public health unit, attendees are directed not to attend the ORCF Annual General Meeting if they:

- Are asymptomatic but tested positive for COVID-19 within the ten (10) day period leading up to the event; or
- Are currently experiencing symptoms associated with COVID-19 that have not been improving for at least 24 hours, or at least 48 hours for gastrointestinal symptoms such as nausea, vomiting, diarrhea. See the province of Ontario's Self-Assessment Tool: <https://www.ontario.ca/self-assessment/>.

The Foundation reserves the right to change, update, or add to these requirements at any time as it deems prudent based on risk assessments, the Foundation's discretion, and applicable laws, regulations, public health orders, directives and recommendations to best protect the health and safety of attendees and others. All attendees must comply with relevant policies as communicated by the Foundation should they wish to attend the ORCF Annual General Meeting.

More information and details about these safety measures and event policies will be available shortly.

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 and auditor's report, the appointment of auditors and the election of a Public Director. The Governance Chair will report on the proposed amendments to the ORCF By-law. There will be a report from the ORCF President. 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

Article 4, Section 4.01 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

Article 3, Section 3.01(x) of the ORCF By-law defines "Voting Members" to mean OREA and the Member Boards.

2. MEMBER BOARD – APPOINTMENT OF NOMINEE / VOTES ENTITLEMENT

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

Article 4, Section 4.02 of the ORCF By-law provides that a Member Board shall have the right to vote through its nominee(s) at Annual General Meetings and any other meeting of the Members of the Foundation. A Member Board shall have the number of votes determined in accordance with Article 8 of the ORCF By-law. A copy of Article 8 of the ORCF By-law is attached hereto as Appendix 'A'.

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

Article 8, Section 8.04 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 meeting at which the proxy is to be used, an indication as to whether the proxy is solicited by or on behalf of management of the Association, the powers granted under the proxy, 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 Article 8, Section 8.05(a) of the ORCF By-law as follows:

<i>Size of Member Board</i>	<i>Number of Votes</i>
<i>Boards with up to 250 members</i>	<i>1</i>
<i>Boards with more than 250 members and up to 500 members</i>	<i>2</i>



<i>Boards with more than 500 members and up to 1,000 members</i>	<i>3</i>
<i>Boards with more than 1,000 members and up to 2,000 members</i>	<i>4</i>
<i>Boards with more than 2,000 members and up to 3,000 members</i>	<i>5</i>
<i>Boards with more than 3,000 members and up to 4,000 members</i>	<i>6</i>
<i>Boards with more than 4,000 members</i>	<i>1 additional vote for each additional 1,000 members or part thereof</i>

Provided, however, a Member Board's number of votes shall not exceed twenty percent of all of the votes allocated to Member Boards at any meeting held prior to and including the 2013 Annual General Meeting. At any meeting held after the end of the 2013 Annual General Meeting, a Member Board's number of votes shall not exceed thirty-three percent of all votes allocated to Member Boards.

Section 8.06 How Size of Member Boards Determined

For the purposes of determining the number of members in each Member Board the Secretary-Treasurer shall rely upon the last full list provided to OREA by each Member Board prior to January 31, 2023 setting out how many *SBF Members* of OREA who are Brokers or Salespersons are members of the Members Board, in accordance with Section 8.06 of the ORCF By-law.

d) Member Board to Complete Proxy Form

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

This year Member Boards will be 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 Monday, February 27, 2023, 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 'B'.

A Member Board shall have the number of votes determined in accordance with Article 8 of the ORCF By-law. Information respecting the number of votes each



Member Board shall have is set out above and also provided in Schedule 1 - Appendix 'B'.

Each Member Board must submit a completed electronic proxy form via the OREA Real Estate Board Portal on or before midnight on February 27, 2023.

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-Treasurer of the Foundation c/o Shannon Ketelaars by e-mail at ShannonK@orcf.ca prior to March 2, 2023, but the original must be delivered to the Foundation (the Secretary-Treasurer c/o Shannon Ketelaars) in person at the Foundation registration desk by no later than 7:30 a.m. on Thursday, March 2, 2023.

A sample copy of this form is attached hereto as Appendix 'C' and also available online at [2023 ORCF Board of Directors Election - Realtors Care Ontario](#).

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 2023 ORCF ANNUAL GENERAL MEETING.

4. OREA – APPOINTMENT OF NOMINEE AND VOTES ENTITLEMENT

Article 8, Section 8.03 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 Monday, February 27, 2023 by filling out and submitting the OREA Proxy Form electronically via the OREA Real Estate Board Portal at

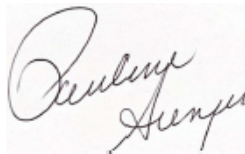
The completed proxy form must be submitted to the Secretary-Treasurer of the Foundation on or before midnight on Monday, February 27, 2023 via the OREA Real Estate Board Portal.

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 2023 Ontario REALTORS Care® Foundation Annual General Meeting or the proxy form, would you kindly contact Shannon Ketelaars, Executive Director at ShannonK@orcf.ca or by telephone at 416-818-1729.



Pauline Auger
President

Encl.