



**Ontario  
REALTORS Care®  
Foundation**

## **NOTICE**

**2024 Annual General Meeting of the Ontario REALTORS Care® Foundation  
to be held in person on Tuesday, March 5, 2024 at 8:30 a.m.  
at The Shaw Centre, 55 Colonel By Drive, Ottawa ON.**

**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:** Roger Bouma, President

**Copy to:** Tim Hudak, ORCF Secretary-Treasurer  
Shannon Ketelaars, ORCF Executive Director  
Sonia Richards, Chief of Staff & Board Strategy, OREA

**Date:** February 12, 2024

**Re:** **Notice of 2024 Annual General Meeting of the  
Ontario REALTORS Care® Foundation**

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This is your notice of the 2024 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 Shaw Centre, 55 Colonel By Drive, Ottawa, ON, K1N 9J2 on Tuesday, March 5, 2024 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.

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 Northeastern, Southern and Central Ontario Director to the Board of Directors. The Governance Task Force 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 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:

<b><i>Size of Member Board</i></b>	<b><i>Number of Votes</i></b>
<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>
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*Provided, however, that no individual Member Board shall be entitled to more than forty-nine percent of all the votes capable of being exercised at the Assembly.*

**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, 2024, 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 Friday, March 1, 2024, by filling out and submitting the Member Board Proxy Form electronically via the OREA Real Estate Board Portal at <https://rebportal.orea.com/Reports-Dues/Members-Dues>.**

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'.

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 Friday, March 1, 2024.

**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](mailto:ShannonK@orcf.ca) prior to March 5, 2024, 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 Tuesday, March 5, 2024.

A sample copy of this form is attached hereto as Appendix 'C' and also available online at <https://realtorscareontario.ca/2024-orcf-board-of-directors-election>.

**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 2024 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 Friday, March 1, 2024 by filling out and submitting the OREA Proxy Form electronically via the OREA Real Estate Board Portal at <https://rebportal.orea.com/Reports-Dues/Members-Dues>.

The completed proxy form must be submitted to the Secretary-Treasurer of the Foundation on or before midnight on Friday, March 1, 2024 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 2024 Ontario REALTORS Care® Foundation Annual General Meeting or the proxy form, would you kindly contact Shannon Ketelaars, Executive Director at [ShannonK@orcf.ca](mailto:ShannonK@orcf.ca).

Sincerely,

A handwritten signature in black ink, appearing to read 'RBouma', with a stylized flourish.

Roger Bouma  
President

Encl.