



Barrie & District
**Association of
REALTORS®**

**BARRIE & DISTRICT
ASSOCIATION OF REALTORS®**

**BY-LAW 4.0
DECEMBER 2020**

BDAR BYLAWS

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ARTICLE 1 - DEFINITIONS & GENERAL CORPORATE MATTERS

SECTION 1 - Definitions and Interpretations

1.01

For purposes of this By-law, the term:

- a) "Act" means the Real Estate and Business Brokers Act, 2002, S.O. 2002, c. 30, Sched. C, as amended, its regulations, and any successor or replacement legislation;
- b) "Association" means the Barrie & District Association of REALTORS Inc.;
- c) "Board of Directors" means the Board of Directors of the Association;
- d) "Branch Office" means any office of a Member that is a Firm other than the main office, registered in accordance with the Act;
- e) "Broker" means a "broker" as defined in the Act;
- f) "By-law" means this By-law and any additions or amendments and includes any rule or regulation approved by the Board of Directors pursuant to this By-Law;
- g) "CREA" means The Canadian Real Estate Association or any successor organization;
- h) "Corporations Act" means the Corporations Act, R.S.O. 1990, c. C.38, as amended and any successor or replacement legislation;
- i) "Executive Officer" means the chief staff person responsible for the general operation of the Association;
- j) "Firm" means a "brokerage" as defined under the Act;
- k) "Member" means a Salesperson, Broker or Firm granted membership to the Association pursuant to this By-law and "Members" and "Membership" shall have a corresponding meaning;
- l) "MLS® System" means the cooperative selling system operated by ORTIS in association with the MLS® trademark, which includes an inventory of listings of participating Members, and ensures a certain level of accuracy of information, professionalism and co-operation amongst Members to affect the purchase and sale of real estate;
- m) "MLS® Policies and Rules" means the MLS® Policies and Rules established by ORTIS, as amended from time to time, that have been adopted by the Association;
- n) "ORTIS" means Ontario Regional Technology & Information Systems Inc., which is the corporation that operates the MLS® System for the Association;
- o) "OREA" means the Ontario Real Estate Association or any successor organization;
- p) "Principal Broker" means the person who is a Broker and has been designated as the Principal Broker for the purpose of the relationship between the Member, the Firm, and the Association;
- q) "REALTOR® Code" means the Code of Ethics of CREA;

- r) "REBBA Code of Ethics" means Ontario Regulation 580/05 (Code of Ethics) made under the Act;
- s) "RECO" means the Real Estate Council of Ontario, or its successors, from time to time;
- t) "Salesperson" means a "salesperson" as defined in the Act;

1.02

In this By-law, unless the context otherwise requires:

- a) words importing the singular shall include the plural, and vice versa;
- b) words importing the masculine gender shall include the feminine gender, and vice versa;
- c) "may" is construed as permissive; and
- d) "shall" is construed as imperative.

1.03

Unless otherwise specified in this By-law, all notices required to be delivered will be sent via email to the last known email address on record with the Association and will be deemed to be delivered the day the email is sent.

SECTION 2 - Purpose

2.01

The purposes and objects of this Association shall be those as set out in the Letters Patent of the Province of Ontario, incorporating the Association on the 5th day of July, 1967, as follows:

- a) To do all things necessary to promote interest in the marketing of real estate in all its aspects and to advance and improve the relations of the Members of the Association with the public;
- b) To advance and promote the interests of those engaged in real estate as brokers, agents, valuers, examiners and experts and to increase public confidence in and respect for those engaged in the calling of real estate brokers;
- c) To encourage the use of the designation "REALTOR®" by the Members of the Association, to promote the acceptance by the public of such designation and such use thereof and to protect, as far as practicable, the exclusive use thereof by the Members;
- d) To encourage the study of real estate in all its aspects and to promote the exchange of views between the Members of the Association by affording opportunities for discussion, correspondence and attendances at lectures for the reading of papers and to disseminate useful information by circulation among the Members of publications, data and forms;
- e) To institute, promote and manage listing systems with the object of rendering better services to the public by providing vendors of real estate with a wider potential market;
- f) To institute, promote and manage plans or systems for the benefit of the Members of the Association in the conduct of their business connected with all aspects of real estate;
- g) To establish, raise, undertake, superintend, manage and administer charitable or benevolent funds to assist needy Members of the Association and the dependents of deceased Members or

other deserving persons and, from time to time, to make grants and donations out of the income or surplus funds of the Association for the purposes of such charitable or benevolent funds;

- h) To make grants and donations out of income or surplus funds of the Association for the establishment or support of any charitable or benevolent institution and to subscribe and guarantee funds for any charitable or benevolent purpose, whether or not related to or calculated to promote the purposes of the Association;
- i) To purchase, lease, build or otherwise acquire or provide, from time to time and at any time, any building or buildings for the purpose of an institute, hall, college or lecture rooms, offices and board rooms and to alter, reconstruct, equip and furnish the same for the use of the Members and their guests and generally for the promotion of the objects of the Association and to sell, mortgage, lease or otherwise dispose of the same when deemed advisable from time to time;
- j) To promote, encourage and protect the ownership of real property and to endeavour to maintain real estate values and to do all things which may be deemed to be necessary or advisable to make real estate a sound and desirable investment; and
- k) Generally to assist in the development of the City of Barrie and its environs along the lines best calculated to promote the prosperity and wealth of the area and its inhabitants; PROVIDED, however, that it shall not be lawful for the Association hereby incorporated directly or indirectly to transact or undertake any business within the meaning of The Loan and Trust Corporation Act.

2.02

If there is any conflict between what is stated in this By-law and the Letters Patent, the provisions of the Letters Patent shall govern.

SECTION 3 - Jurisdictional Area

3.01

The jurisdictional area of the Association shall be as described in Schedule "A" attached to this By-law.

SECTION 4 - Fiscal Year

4.01

The first fiscal period of the Association shall end on the 31st day of December 1967, and after that the fiscal year of the Association shall end on the 31st day of December, in each year or on such other date as the Board of Directors may by resolution determine.

SECTION 5 - Dissolution of the Association

5.01

If the Association is dissolved, then after paying all debts and liabilities of the Association, any remaining assets shall be given to such charitable organization or other organization whose objects are beneficial to the community, as may be allowed in accordance with the Corporations Act.

ARTICLE 2 - MEMBERSHIP

SECTION 1 - Membership

1.01

There shall be one class of membership in the Association.

1.02

Membership in the Association is non-transferable.

SECTION 2 - Membership Applications

2.01

Any Salesperson or Broker registered under the Act may become a Member provided that:

- a) The applicant agrees in writing to abide by this By-law (as may be amended or supplemented from time to time), the REALTOR® Code and the REBBA Code;
- b) The applicant has successfully completed all prescribed educational courses;
- c) The applicant is endorsed by the Firm employing the applicant;
- d) The Firm employing the applicant is a member of an association that is a member of ORTIS;
- e) The applicant applies in writing, on the approved form, accompanied by the appropriate fee; and
- f) There are no outstanding fees owed to the Association by the applicant.

2.02

Any Firm registered under the Act may become a Member provided that:

- a) The applicant agrees in writing to abide by this By-law (as may be amended or supplemented from time to time), the REALTOR® Code and the REBBA Code;
- b) The Principal Broker of the applicant has successfully completed all the prescribed educational courses;
- c) The applicant applies in writing, on the approved form, accompanied by the appropriate fee;
- d) The applicant provides the names and addresses of its Principal Broker, partners, officers, directors and shareholders, as the case may, be if the applicant is a partnership or corporation; and
- e) There are no outstanding fees owed to the Association by the applicant Firm or its Principal Broker.

SECTION 3 - Application Approval Process

3.01

Applications will be reviewed by the Executive Officer, who may grant the applicant temporary approval provided all conditions of Membership applications set out in section 2 are met. The temporary approval will only enable the applicant to access to the Association's MLS® System.

3.02

The Executive Officer will report to the Board of Directors on Membership applications. The Board of Directors will review the application and shall grant Membership to the applicant unless any condition for approval has not been met.

3.03

If the Membership application is approved by the Board of Directors the Member will be granted all privileges of Membership.

3.04

If the Membership application is denied, reasons will be provided to the applicant. If the applicant is employed by a Member Firm then such Member Firm will also be notified of the denial.

3.05

Firm members employing a Broker or Salesperson who is denied Membership must terminate the employment of that Broker or Salesperson immediately upon receiving notice of the Membership denial unless they are able to confirm the Broker or Salesperson is a member of an association that is a member of ORTIS.

3.06

Each individual applicant for Membership shall be deemed to have applied for Membership on the date of registration of such applicant as a Member.

SECTION 4 - Continued Membership Conditions for Firms

4.01

A Firm Member must not:

- a) Employ any Salesperson or Broker registered under the Act who is working within the jurisdictional area of the Association unless that Salesperson or Broker is a Member in good standing of the Association or an association that is a member of ORTIS; or
- b) Show any Salesperson or Broker as an employee of the Member for the purpose of allowing that Salesperson or Broker to maintain registration in accordance with the Act, unless the Salesperson or Broker is a Member in good standing of the Association or an association that is a member of ORTIS.

4.02

Firm Members must ensure in respect of all Branch Offices operating outside the jurisdictional area of the Association, that are registered with the Association, that all Brokers or Salespeople registered under the Act working out of that Branch Office are Members of the Association or an association that is a member of ORTIS.

4.03

Firm Members must ensure all of the following who are registered under the Act and trading in real estate within the Association's jurisdictional area are Members of the Association or an association that is a member of ORTIS:

- a) Every partner if the Firm is a partnership;
- b) Every director if the Firm is a corporation; and
- c) All Principal Brokers.

4.04

Firm Members shall immediately notify the Executive Officer in writing of:

- a) any change in ownership, if it is a sole-proprietor;
- b) any change in partners, or any change in the ownership interests of any of the partners, if it is a partnership;
- c) any change in its officers or directors, if it is a corporation;
- d) any change in the number of shares held by any shareholder or the addition or deletion of any shareholder, if it is a corporation; or
- e) any change in the Principal Broker(s).

4.05

Firm Members shall report in writing to the Executive Officer within thirty (30) days from the date of its registration or the registration of changes under the Act:

- a) if the Member is a corporation: the names and addresses of its officers and directors, the number of shares held by any shareholder, and any change of any of the addresses;
- b) if the Member is a partnership: the names and addresses of the partners, any change of any of the addresses, and if any partner is a corporation, the information required by Sub-section (a) above;
- c) upon a Broker or Salesperson who is a Member of the Association ceasing to be registered with the Firm Member;
- d) upon a Salesperson employed by a Firm Member that is becoming a Broker registered with the Firm Member, and vice-versa; or
- e) the names and addresses of all Principal Brokers and all Branch Office managers designated pursuant to the Act and any changes thereto.

SECTION 5 - Termination of Membership

5.01

If any Firm Member fails to comply with the Conditions of Continued Membership set out in this section, the Board of Directors may terminate the Membership of the Firm and all Salespeople and Brokers employed by the Firm who are also Members of the Association. In the event of such termination, reasons are to be specified.

5.02

Brokers and Salespeople affected by the Membership termination of a Firm may reapply for Membership in the Association or apply to transfer their Membership to another Firm Member.

5.03

Membership ceases to exist:

- a) upon the death of a Broker Member or Salesperson Member;
- b) upon the dissolution, bankruptcy or insolvency of a Firm Member;
- c) upon the suspension or termination of the Member's registration under the Act;

- d) upon the Executive Officer receiving written notification of the Member's resignation, which shall be effective when the Executive Officer receives it; or
- e) upon termination of Membership for any other reason pursuant to this By-law.

5.04

Upon resignation or termination of Membership the Broker, Salesperson, or Firm will immediately lose all rights of membership and must immediately return to the Executive Officer all membership cards or certificates or other documents relating to their Membership.

5.05

Termination, resignation, or suspension of Membership for whatever reason shall not relieve a Member from any of their monetary or other obligations arising before the effective date of termination, suspension, or resignation of Membership.

5.06

Any Member resigning on or after the first day of January in any given year shall be responsible for the annual fee for that calendar year or such portion of it as the Board of Directors may determine.

ARTICLE 3 - DUES & FEES

SECTION 1 - Payment of Fees and Dues

1.01

Members and applicants for Membership shall pay the fees and dues set out in this Article 3.

1.02

Annual Association Fees shall be for the calendar year July 1 to June 30 and shall be paid to the Association, in the case of new Members, upon admission as Members of the Association, and in the case of all other Members, before July 31 of each year.

1.03

Except as otherwise stated in this Article, all amounts payable by Members are due on the date set out in the invoice.

1.04

All Members shall also pay to the Association the annual OREA and CREA dues, in the amounts as prescribed by OREA and CREA from time to time, which the Association will remit to OREA and CREA.

1.05

The Board of Directors may, on an unanimous decision only, waive the fees and dues otherwise payable by any Member to the Association provided:

- a) the Member remains a Member of the Association;
- b) the Member serves as President of the Association and in this circumstance the President will have their fees waived in full only for the year they serve as President on the Board of Directors for the Association (effective for the year 2021 and onwards); and;
- c) the waiver does not affect the obligation of the Member to pay all required OREA and CREA dues, which may by resolution of the Board of Directors be paid by the Association on behalf of the Member.

SECTION 2 - Special Provisions Dealing with Application Fees and Annual Fees

2.01

The Board of Directors may, in its sole discretion, reduce or waive the application fee if a Broker or Salesperson is reapplying for Membership, or applying to transfer Membership to another Firm Member, because they were affected by termination of a Firm Member.

2.02

An applicant whose membership application is approved before July 1 in any year shall pay, in addition to the application fee and other required amounts, the full amount of the annual fee or as set out in the invoice.

2.03

An applicant who becomes a member after July 1 in any year shall pay, in addition to the application fee and other required amounts, the annual fee on a pro-rated basis.

2.04

The annual dues shall be pro-rated on a monthly basis for an applicant whose membership application is dated after July 1 in any given year. The pro-ration shall include the month the application is dated and the annual dues shall accompany the application to the Association.

2.05

- a) Subject to the discretion of the Board of Directors, the annual dues for Membership in the Association may be increased annually by the rate of increase of the All Canada Consumer Price Index, (not seasonally adjusted), with the base year 1981 equal to 100, as provided by Statistics Canada in May of each year for the preceding 12 months and such increase will become effective on July 1 of each year.
- b) Except for the annual dues increase provided for in (a) above, the annual dues for Membership in the Association will be those in force and as amended from time to time by the Board of Directors with the approval of the Members.

SECTION 3 – Payment and Collection of Fees

3.01

A Firm Member shall pay to the Association, as they become due, all fees payable by its employees who are Members of the Association. This provision is not intended to affect any contractual agreement between a Firm Member and its employees but is only intended to facilitate the collection of the fees payable to the Association. The Firm Member must ensure the full amounts invoiced by the Association are paid to the Association by the date stipulated.

SECTION 4 - Non-Payment of Amounts Owed to the Association

4.01

If a Member owes money to the Association for any reason whatsoever and does not pay the amount when due (the "Defaulting Member"), the President may direct the Executive Officer to send that Defaulting Member a letter requiring the money be paid to the Association by a certain date, failing which, the Membership of the Defaulting Member shall be terminated (the "Defaulting Notice").

4.02

If the Defaulting Member is a Firm, the President may also direct the Executive Officer to send a copy of the Defaulting Notice to all Broker and Salespeople Members working for the Firm.

4.03

A Defaulting Member receiving a Defaulting Notice may choose to dispute the amount owing. Notice of

the Member's intent to dispute the matter must be given to the Discipline Committee accompanied by a cheque or cash in the amount owing to the Association.

4.04

Where a Defaulting Member delivers a notice of dispute and the amount owing, the dispute shall be heard by a Discipline Hearing Panel following the policies and procedures established by the Discipline Committee.

4.05

In such a dispute, the onus shall be on the Defaulting Member to prove that such amount was not owing to the Association. If successful, the cash or cheque provided with the notice of the dispute will be returned to the Member.

4.06

If the Defaulting Member does not dispute the amount owed, and does not pay the Association by the date set out in the letter, termination of their Membership shall be effective as of that date.

4.07

Any Member who owes money to the Association after they resign or have their Membership terminated will be required to pay all amounts owing before they can reapply for Membership or access any Association services through an agreement with another association.

ARTICLE 4 - BOARD OF DIRECTORS

SECTION 1 - Directors

1.01

The affairs of the Association shall be governed by the Board of Directors.

1.02

The Board of Directors shall be made up as follows:

- a) the President,
- b) the President-Elect,
- c) the Immediate Past President,
- d) six (6) other directors.

1.03

The President shall hold office for one (1) year, as of right, in the year immediately following the year in which he/she holds the office of President-Elect unless the President resigns or is removed from the Board of Directors for any reason pursuant to this By-law.

1.04

Where the director who is to become the Immediate Past President at the conclusion of the next general membership meeting of the Members is unwilling or unable to serve, then another Member may be elected as a director at such meeting, or the Board of Directors may appoint the most immediate and available Past President who is a Member of the Association and who is willing and able to serve as a director. Where the Immediate Past President is, during the course of his term, no longer willing or able to serve, then the provisions of Section 3.02 will apply except that the term "any Member who is qualified to fill the vacancy" in Section 3.02 shall, in this case, mean the most immediate and available Past President who is a Member of the Association and who is willing and able to serve.

1.05

A majority of the directors shall constitute a quorum at any meeting of the Board of Directors, and may exercise all of the powers of the Board of Directors.

SECTION 2 - Qualifications of Directors

2.01

Every director must be a Salesperson Member or Broker Member of the Association in good standing and be at least eighteen (18) years of age.

2.02

Not more than two Members employed by the same Firm or employed by a group of independent brokerages operating under one trade name ("Franchise Group") may serve on the Board of Directors at the same time.

- a) If a director becomes employed with a Firm or a Franchise Group which already has two or more employees sitting as directors, the Board of Directors may, at its sole discretion, permit such director to finish his term of office.
- b) If two Members employed by the same Firm or same Franchise Group run for election, the Members must agree before the election who will decline to sit as a director should more than two of the Members employed by the same Firm or same Franchise Group be elected.

2.03

Any Member running for election as the President-Elect must have served as a director for at least one (1) year in the four years immediately preceding running for election as President-Elect.

2.04

Any Member running for election to the Board of Directors must be a Member of the Association and have been a member of CREA and OREA for at least three (3) years in the five (5) years immediately preceding running for election.

2.05

Every director prior to taking office must:

- a) not be an undischarged bankrupt or have been convicted of a criminal offense, unless a pardon has been granted;
- b) not have been convicted of an offence under the Act in the past three (3) years; and
- c) sign the Code of Conduct-Directors.

SECTION 3 –Removal of Directors and Filling Vacancies

3.01

Any member of the Board of Directors may be removed at a meeting of the Members called for that purpose in accordance with this By-law.

- a) Removal of the director must be approved by at least two-thirds of the Members at the meeting.

3.02

Any member of the Board of Directors shall automatically be removed from office if:

- a) They cease to be a Member of the Association;

- b) They become bankrupt or insolvent;
- c) They become legally incompetent; or
- d) They resign from the Board of Directors, by notice in writing to the President or the Executive Officer.

3.03

Any member of the Board of Directors may be removed from office by resolution of the Board of Directors at a duly constituted Board of Directors meeting if:

- a) They have been convicted of any criminal offence involving moral turpitude;
- b) They have been absent for three (3) consecutive meetings of the Board of Directors; or
- c) If they do not take the oath of office for any reason.

3.04

In the event a vacancy occurs on the Board of Directors for any reason, except where the vacancy exists because of an increase in the number of directors, the Board of Directors may at a regularly scheduled Board of Directors meeting appoint any Member who is qualified to fill the vacancy. Such an appointed director shall be in office only for the length of the unexpired term of the director who caused the vacancy.

3.05

If the office of President becomes vacant, the President-Elect shall be appointed President by resolution of the Board of Directors for the remainder of the unexpired term of the office of President and shall continue to hold office as President, as of right, for a term of one year after the next general membership meeting of the Members.

3.06

If the office of President-Elect becomes vacant, the Board of Directors may by resolution appoint a director who meets the qualifications for President-Elect for the remainder of the unexpired term of office of the President-Elect. In such situations, the President-Elect will not automatically become President as of right after the end of the term. The position of President and President-Elect will be voted on at the next general membership meeting of the Members.

SECTION 4 - Remuneration of Directors

4.01

No director shall be paid for his services as a director (with the exception of the President of the Board of Directors of the Association during the year served as President, as per Article 3 – Dues and Fees, Section 1 – Payment of Fees and Dues 1.05) and no director shall be allowed to profit directly or indirectly from his position as a director, provided that he may be paid reasonable expenses that may be incurred in the performance of his duties as a director.

4.02

Where a director or officer of the Association is employed by the Association to perform some service for it, or where he is employed by or is an officer, director, or shareholder of a firm employed by the Association to perform some service, the fact that they are a director or officer of the Association shall not disentitle them from being paid for the service.

SECTION 5 - Meetings of the Directors

5.01

Meetings of the Board of Directors, may be held anywhere in the Province of Ontario that the Board of Directors approve.

5.02

A meeting of the Board of Directors may be held by telephone or other electronic means that permits all persons participating in the meeting to communicate with each other simultaneously.

5.03

The Board of Directors must meet at least five (5) times per calendar year.

5.04

A meeting may be called by the President or the President-Elect or any two (2) directors.

5.05

Notice of the meeting must be provided at least three (3) days before the date of the meeting. The three (3) day time limit may include the day of the meeting but not the day the notice is given. Shorter notice may be given if all the directors are present or if any absent director has consented in writing to the shorter notice period.

5.06

Except as otherwise required in this By-law, every question arising at a meeting of the Board of Directors shall be decided by a majority of votes cast by the directors present at the meeting. The Chair is not entitled to vote unless there is a tie, in which case the Chair may vote to break the tie.

5.07

Any resolution signed by all the directors is as valid and effective as if passed at a meeting of the Board of Directors duly called, constituted, and held for that purpose.

SECTION 6 - Officers of the Association

6.01

When present, the President shall act as Chair of all Board of Directors meetings and shall act as spokesman for the Association or designate such role to another director or the Executive Officer of the Association.

6.02

The President may appoint committees, task forces and members to such committees, other than the Nomination Committee, subject to the Board of Directors ratifying these appointments.

6.03

If for any reason the President is unable to carry out the functions and duties of his office the President-Elect shall assume all duties.

ARTICLE 5 - OPERATION OF THE ASSOCIATION

SECTION 1 - Executive Officer

1.01

The Executive Officer shall be responsible for the management and operation of the Association offices,

subject to direction of the Board of Directors.

1.02

The Executive Officer shall be entitled to be present at all Board of Directors meetings and meetings of the Members, and shall be entitled to receive notice of all meetings.

SECTION 2 - Banking and Execution of Contracts

2.01

The signing officers of the Association shall be the President, the President-Elect or any other persons appointed by a resolution of the Board of Directors.

2.02

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by any one signing officer of the Association and, once signed, such documents shall be binding on the Association.

2.03

Two signing officers are required to sign all authorized banking documents.

2.04

The signature of any signing officer may be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced or may be an electronic signature. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board of Directors..

2.05

The Board of Directors shall determine by resolution in which banking institution the funds of the Association shall be deposited.

2.06

The Board of Directors may by resolution, as they deem necessary, borrow money in whatever amount they deem proper.

2.07

Where the borrowing of money requires that the property or other securities of the Association be mortgaged or otherwise pledged as collateral, the Board of Directors shall first obtain approval of the Members before mortgaging or otherwise pledging the property or securities as collateral.

SECTION 3 - Bonding

3.01

The Executive Officer as well as such other staff as the Board of Directors deem appropriate shall be bonded in an amount as the Board of Directors may by resolution require, and any costs involved shall be borne by the Association.

SECTION 4 - Indemnity

4.01

Every person including each director, who is required to undertake any liability on behalf of the Association, and their heirs, executors, administrators, and estate shall at all times be indemnified and

saved harmless, out of the funds of the Association, from and against:

- a) All costs, expenses, and charges which such person sustains or incurs as a result of any legal action because of what they did or caused to be done in fulfilling the duties required of them; and
- b) All other costs, expenses or charges they may sustain or incur in relation to the fulfillment of their duties to the Association, except where these costs, expenses, and charges are the result of their own willful neglect or default.

SECTION 5 - Voting Shares and Securities in Other Companies

5.01

Any voting rights the Association may have in any company because it holds shares or other securities in that company may be voted at any meeting of that company where so allowed, in such a manner and by such person(s) as the Board of Directors shall by resolution determine.

ARTICLE 6 - MEETINGS & VOTING

SECTION 1 - Notice and Attendance at Meetings

1.01

Each Member shall be entitled to notice of all meetings of Members and to attend and the meetings, either in person or by proxy. No other person, except as provided for in the Corporations Act, shall be entitled to receive notice of or vote at a meeting of Members.

1.02

The Board of Directors, the Executive Officer or his designate, plus other Association staff as is necessary, the auditor and his representative(s), shall also be entitled to attend any meeting of Members.

1.03

Where, in this By-law or the Corporations Act, any matter is required to be approved by the Members, this shall mean the Members using the meeting and voting procedures set out in this Article.

1.04

Written notice of the time and place of and the business to be carried out at any meeting of the Members shall be given at least thirty (30) days before the day appointed for such meeting and shall be sent to the auditors and to the last known address of all Members on record with the Association. Notice of the meeting may be given by prepaid mail to each Member or by electronic or other means as determined by the Board of Directors.

1.05

A meeting of Members may be held without notice being given, if all Members who are entitled to receive notice of the meeting have waived the notice requirement in writing.

1.06

The accidental omission to give notice of any meeting or the non-receipt of any notice by a Member(s) or by the auditor of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

SECTION 2 - General Provisions relating to all Meetings of Members

2.01

Meetings of the Members may be held at any place in Ontario as the Board of Directors may decide and as set out in the notice of the meeting. The Board of Directors may determine that the meeting shall be held entirely by electronic means.

2.02

At least 5% of Members must be present either in person or by proxy, in order to establish a quorum, and no business shall be conducted at the meeting unless the required quorum is present at the beginning of and throughout the meeting.

2.03

At all meetings of the Members, the President shall be the Chair of the meeting, or in his absence the President-Elect shall be the Chair.

2.04

A meetings of the Members may be called by the Board of Directors or on the written request of not less than one-tenth (1/10th) of the Members.

SECTION 3 – General Membership Meetings

3.01

Subject to complying with the requirements of the Corporations Act, the all general membership meetings of the Members shall be held at such time and at such place within the Province of Ontario as the Board of Directors may determine. The Board of Directors may determine that the meeting shall be held entirely by electronic means.

3.02

At the annual general membership meeting of the Members the Members will be presented the Association's annual report, financial and other statements required by the Corporations Act, the auditor's report, and any other information as the Board of Directors may determine.

3.03

Responsibilities and duties of the Members at a general membership meeting of the Members shall include:

- a) to elect the Board of Directors;
- b) to approve by-laws;
- c) to appoint auditors; and
- d) such other matters set out in the Corporations Act.

3.04

The auditor appointed at the annual general membership meeting of the Members will hold office until the next annual general membership meeting of the Members, and if no such appointment is made, the auditor in office shall continue in office until his successor is appointed. The Board of Directors shall determine the remuneration of the auditor.

SECTION 4 - Voting and Proxies

4.01

Each Member is entitled to one vote.

4.02

Where a Member is not able to attend a meeting of Members, the Member may vote by proxy.

- a) Such proxy must be appointed by the Member, and need not be a Member.
- b) A proxy shall be in writing, in the form provided by the Association, and it must be signed by the Member or someone authorized by the Member under power of attorney.
- c) Proxies must be provided to the Executive Officer of the Association at least 48 hours prior to the meeting.
- d) Unless revoked earlier, a proxy shall expire one year from the date it was granted. A proxy may be revoked in writing, signed in the same manner as a proxy, and delivered to the Executive Officer at any time up to the meeting.

4.03

Voting shall be conducted by a show of hands, using coloured cards, or by any other method determined by the Board of Directors including, but not limited to, electronic voting.

4.04

All matters proposed for consideration and approval at meetings of the Members shall be decided by a majority of the votes cast by the Members present either in person or by proxy unless stated otherwise in this By-law.

4.05

The Chair of the meeting shall be allowed to vote where there is a tie-vote. Such vote shall be in addition to the vote the Chair already has as a Member at the meeting.

SECTION 5 - The Election of Directors

5.01

Each year the Board of Directors (except the President and Immediate Past President, who take office as of right) shall be elected by the Members at a general membership meeting of the Members.

5.02

Members interested in running for open positions on the Board of Directors must notify the Executive Officer at least sixty (60) days prior to the general membership meeting of the Members at which the election of the directors is to be held.

5.03

The Nomination Committee as per its terms of reference will review all applications and shall prepare a report containing recommended nominations for filling vacancies of the Board of Directors, which will be included in the notice of the general membership meeting of the Members at which the election of the directors is to be held.

5.04

If the number of Members seeking election to the Board of Directors is less than or equal to the number of vacancies, then those candidates shall be deemed to be elected by acclamation to that position.

5.05

If additional nominations are received in accordance with Section 7.08, then at least seven (7) days prior to the date of the general membership meeting of the Members at which the election of the directors is to be held, the Executive Officer shall send all Members a copy of such additional nominations.

5.06

The Members so elected as directors, shall be elected for terms of two (2) years, expiring as of the date of the general membership meeting of the Members at which the election of the directors is to be held at the end of their designated term. The President, and Immediate Past President, shall be installed, following the general membership meeting of the Members and will take office, January 1 each year and shall remain in office until their successors are elected or appointed.

5.07

No person can be elected for more terms that will constitute more the six (6) consecutive years of service provided ,however, that directors may serve beyond 6 years in the capacity of President – past president and/or president elect.

5.08

As soon as practical following the general membership meeting of the Members at which the election of directors takes place, and in any event within 7 days from the end of the general membership meeting of the Members at which the election of directors takes place, or prior to the first of January in the following year, the incoming directors, consisting of the Past-President, the new President and seven (7) directors convene a meeting with outgoing directors (“Directors Internal Election Meeting”), at which they shall elect the incoming year’s President-Elect from among the current directors described in Section 5.01 who meet the qualifications for President-Elect and who have declared their willingness to run for election as President-Elect. Such meeting to be chaired by the outgoing President, for the purpose of electing their President-Elect, who will automatically move to the position of President for the next year (incoming year). At this meeting both the incoming and outgoing directors will vote.

ARTICLE 7 - COMMITTEES

SECTION 1 - Committees

1.01

The Board of Directors shall create a Nomination Committee, Finance Committee and Discipline Committee and may create committees, task forces and other bodies as it deems appropriate, and establish their duties, mandates, roles and responsibilities as set out per the Association Operations manual and volunteer handbook.

1.02

All committees, task forces and other bodies shall working through the Executive Officer and Staff, report to the Board of Directors.

1.03

The members of the Discipline Committee may be appointed by the Board of Directors, or appointed by the President and ratified by the Board of Directors, each year and Members appointed to that Committee shall serve for a period of one (1) year or until their successors are appointed.

1.04

The Board of Directors shall appoint a Nomination Committee at least sixty (60) days before the general membership meeting of the Members at which the election of the directors is to be held and Members appointed to that Committee shall serve for a period of one (1) year or until their successors are appointed.

1.05

Each Committee may pass any policy pertaining to its own affairs, however these do not become effective until approved by the Board of Directors.

ARTICLE 8 – ARBITRATION

SECTION 1 - Binding Arbitration

1.01

The provisions of this Article shall constitute the arbitration agreement between Firm Members involved in

commission disputes. The provisions of this Article may be pleaded in any action or proceeding at law or in equity taken with respect to such a claim.

1.02

Every Firm Member agrees that any claim it may have against another Firm Member shall be submitted to ORTIS for hearing and resolution in accordance with the arbitration policy of ORTIS, unless all of the parties to the dispute have mutually agreed not to arbitrate the claim and have advised the Association and ORTIS in writing of that agreement. Decisions rendered by the arbitrators shall be final and binding on the Firm Members, without a right of appeal to the courts on a question of law.

1.03

Every Firm Member agrees that if it does not submit a commission dispute against another Firm Member for arbitration, but proceeds instead to undertake any court proceedings, that such action shall be deemed a breach of this By-law except where the parties to the dispute have mutually agreed not to arbitrate the claim and have advised the Association and ORTIS in writing of that agreement.

ARTICLE 9 – PROFESSIONAL STANDARDS & DISCIPLINE

SECTION 1 – Definitions and General Provisions

1.01

For purposes of this Article:

- a) “Basic MLS® Rules” shall mean the rules contained in Article 2, Sections 2.06, 2.13, 2.14, 2.15, 2.23, 2.24 and Article 9, Sections 9.02, 9.03 and 9.06 of the ORTIS MLS® Rules. The Board of Directors may, from time to time, amend, add to, or delete from this list of Basic MLS® Rules, without the requirement of a by-law change, but with notice of such amendment, addition or deletion to be provided to the Members through an Association publication (whether in paper or electronic format), prior to the amendment, addition or deletion taking effect.
- b) “FAST Allegation Statement” shall mean, at the discretion of the Executive Officer and/or staff, a written statement containing the specific allegations of misconduct of the Respondent regarding alleged Basic MLS® Rule infraction(s) and setting the fine for such alleged infraction(s).
- c) “Respondent” shall mean the Member of the Association who is in receipt of a FAST Allegation Statement.

1.02

If a Member against whom a complaint has been made resigns his Membership in the Association or is terminated from the Association, for any reason at any time during discipline proceedings, the Discipline Committee may, at its sole and unfettered discretion either:

- a) hold the complaint and the discipline process in abeyance until such time as the Member re-joins the association, at which time the Discipline Committee may re-start the process from the point when the Member left the Association; or
- b) with the complainant’s consent (which does not have to be in writing), forward the complaint to any other real estate association which the Member joins after leaving the Association, and such other real estate association may process the complaint, starting at the beginning of the discipline process.

SECTION 2 – Handling of Complaints

2.01

Where the Executive Officer receives a written complaint, they shall review the complaint, making additional inquiries where necessary, to determine, at the discretion of the Executive Officer if it relates to:

- a) An alleged breach of the Basic MLS® Rules;
- b) An alleged breach of this By-Law; or
- c) A matter that is not in the jurisdiction of the Association.

2.02

Within four (4) weeks of receipt of the written complaint by the Association, the Executive Officer shall, at their discretion, decide whether the complaint should be:

- a) Forwarded to ORTIS if the complaint involves an alleged breach of the REALTOR® Code, the REBBA Code, or the ORTIS MLS® Rules other than the Basic MLS® Rules;
- b) Forwarded to the Discipline Committee if the complaint involves a breach of this By-Law;
- c) Retained by the Executive Officer if the complaint involves an alleged breach of the Basic MLS® Rules;
- d) A combination of (a), (b), and (c); or
- e) Closed as a result of no jurisdiction.

2.03

If the Executive Officer determines, at their discretion, that there is enough evidence to support a breach of the Basic MLS® Rules, but there have been multiple breaches in the past 12 months or the misconduct described in the complaint was so serious that further discipline is required, then the complaint will be forwarded to ORTIS for processing.

2.04

The Executive Officer shall, at their discretion, and in compliance with the Association's policies, advise the complainant, the Member, and if applicable, ORTIS of how the complaint will be processed. If the complaint is being referred to the Discipline Committee, a copy of complaint shall be sent forthwith to the Member against whom the complaint was made and the Member's Principal Broker.

2.05

If the Executive Officer retains a complaint involving a breach of the Basic MLS® Rules, they shall issue a FAST Allegation Statement including the appropriate fine set out in ORTIS's MLS® Policies and Rules, at their discretion.

2.06

After receiving a FAST Allegation Statement the Member may:

- a) Pay the fine as set out in the FAST Allegation Statement and the Association will close the file; or
- b) Advise the Association that they will not pay the fine and the Association will forward the matter to ORTIS.

2.07

If the Member does not reply to the FAST Allegation Statement and does not pay the fine within ten (10) days of receipt of the FAST Allegation Statement, the matter will be forwarded to ORTIS for further action.

2.08

All of the determinations made by the Executive Officer in this section shall be made in their sole and absolute discretion and shall not be subject to review or appeal.

SECTION 3 – Discipline Committee

3.01

The Discipline Committee shall consist of not less than three (3) Members, all of whom shall have been Members for at least three (3) years.

3.02

The Discipline Committee may, either on its own initiative or upon receipt of a written complaint from any source whatsoever, proceed to take any action as prescribed in the committee's terms of reference and in all applicable policies in furtherance of its mandate and obligations.

3.03

At any time after having received a complaint or having proceeded on its own initiative, the Discipline Committee may in its sole and absolute discretion decide that no further action should be taken in respect of the matter and such decision shall not be subject to review or appeal.

ARTICLE 10 – REALTOR® CODE

SECTION 1 – REALTOR® Code of Ethics and Standards of Business Practice

1.01

The Association hereby adopts the REALTOR® Code and by this reference to it, the REALTOR® Code is deemed to be part of this By-law.

1.02

The Association delegates enforcement of the REALTOR®

ARTICLE 11 - OREA, CREA, AND ORTIS

SECTION 1 - Membership in OREA

1.01

The Association shall be a member of OREA and by virtue of this membership all Members of the Association are deemed to be members of OREA and shall be subject to its by-laws, rules, regulations and policies.

SECTION 2 - Membership in CREA

2.01

The Association shall be a member of CREA and by virtue of this membership all Members of the Association are deemed to be members of CREA and shall be subject to its by-laws, rules and regulations policies including the REALTOR® Code.

SECTION 3 - Membership in ORTIS

3.01

The Association shall be a member of ORTIS and by virtue of this membership all Members of the Association are subject to its by-laws, rules, regulations, and policies.

3.02

The Association will cooperate with ORTIS and assist in enforcing any decision made by ORTIS regarding a Member pursuant to their Professional Standards Complaints and Arbitration Policies.

SECTION 4 - Termination of Membership

4.01

Where the membership of any Member of the Association in either OREA or CREA is terminated by either of these associations, the membership of that Member in this Association is deemed to be automatically terminated.

ARTICLE 12 - BY-LAW AMENDMENTS, RULES, AND POLICIES

SECTION 1 - Rules and Regulations

1.01

The Board of Directors may pass rules and regulations relating to the business and affairs of the Association, provided that such are not inconsistent with this By-law.

1.02

Such rules and regulations, as well as any amendments, shall immediately come into force and apply to the Association and all Members subject to ratification by the Members. If the rules and regulations or amendments are not ratified at the next meeting of the Members they shall cease to have effect.

SECTION 2 - Rules and Regulations

2.01

The Board of Directors may pass policies, which are internal, operational, or other requirements duly established in writing by the Board of Directors that does not require ratification of the Members.

SECTION 3 - By-law Amendments

3.01

The provisions of this By-law may be amended or repealed by the Board of Directors.

3.02

Any amendments to the By-laws adopted by the Board of Directors shall have immediate force and effect, but shall cease to have force and effect unless ratified, with or without amendment, at the next meeting of the Members.

ARTICLE 13 - PROCEDURE AT MEETINGS

SECTION 1 - Order of Procedure at Meetings

1.01

Unless specifically provided for in this By-law to the contrary, all meetings of the Members, the Board of Directors meetings, and all committee meetings shall be subject to the procedures, rules, and regulations as set out in the latest edition of "Robert's Rules of Order" by General Henry M. Robert.

ARTICLE 14 - ACTIONS AND PROCEEDINGS

SECTION 1 - Actions and Proceedings

1.01

No action or proceeding, either at law or in equity, will be brought by any Member against any other Member or against any director, officer, employee, or any other servant or agent of the Association for any act or omission in relation to the administration or enforcement of this By-Law.

1.02

This Article may be pleaded as, and shall constitute, an absolute defence to any such claim or action.

SCHEDULE A

Jurisdictional area of the Association

“Beginning at the boundary of the Schomberg River between Simcoe County and York County and on the north boundary of Bradford, going west around Bradford limits, then south to Highway 88, going west on Highway 88 to County Road 27, north on County Road 27 to boundaries on south of Cookstown, taking in the Village of Cookstown, then going west on Highway 89 going around the north boundaries of the Town of Alliston, then going west on Highway 89 to the boundary line between Simcoe County and Dufferin County, going north on the boundary line to County Road 9, then east on County Road 9 to County Road 10 to Sunnidale Corners, east on Highway 26 to County Road 29 north on County Road 29 to Flos Road Seven of Springwater Township, going east on Flos Road Seven, Springwater Township to Penetanguishene Road, then going north to Orr Lake Road, east to Scarlett Line, then going south to Moonstone Road, and then going east to the 7th line of Oro-Medonte Township, then south on the 7th Line of Oro-Medonte Township to Old Barrie Road, then east to 9th Line, Oro- Medonte Township, then south on the 9th Line of Oro-Medonte Township to Lake Simcoe.”