

# NOTICE

## ANNUAL ELECTION MEETING

Royal Botanical Gardens

680 Plains Rd. W., Burlington

**TUESDAY, DECEMBER 5, 2017**

Registration/Coffee 8:45 a.m.

Meeting: 9:30 a.m.

### Agenda Highlights

- 2018 Board of Directors Election
- Karan Barker Memorial Scholarship Presentations
- 2017 Year in Review
- RAHB Bylaw Amendments
- OREA Update
- Draw for 2018 RAHB Dues (must be in attendance to WIN)

**The deadline for depositing proxies for this meeting is  
Friday, December 1, 2017 – 9:30 a.m.**

### RAHB PROXY

THE UNDERSIGNED \_\_\_\_\_

HEREBY APPOINTS \_\_\_\_\_

or failing him \_\_\_\_\_

as the proxy of the undersigned to attend, vote at, and act at the meeting of Members of the REALTORS<sup>®</sup> Association of Hamilton-Burlington to be held on the 5<sup>th</sup> day of December 2017, and at any adjournments thereof, in the same manner, to the same extent, and with the same power as if the undersigned was present at the said meeting or such adjournment or adjournments thereof:

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_

\_\_\_\_\_  
SIGNATURE OF VOTING MEMBER

Please print Name and Address of Firm Member:  
\_\_\_\_\_  
\_\_\_\_\_

#### Article 5-Voting and Elections, Section 2, Sub-Section 2.05

*The Directors may specify in the notice calling a meeting of Members, a time, not exceeding 48 hours (excluding Saturdays, Sundays and holidays) preceding the meeting or any adjournment thereof, before which proxies must be deposited with the Executive Officer, at the offices of the Association. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Executive Officer, at the offices of the Association or, where no such time is specified in such notice, if it has been received by the Executive Officer at the offices of the Association, or the chairman of the meeting or any adjournment thereof before the time of voting.*

**Proxies can be faxed ATTENTION: CAMRYN to 905.529.4349  
Prior to 9:30 a.m. on Friday, December 1, 2017**

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## **STANDING RULES FOR MEMBERSHIP MEETINGS**

### **RECOGNITION**

1. All persons entitled and wishing to speak must use the floor microphones provided.
2. Voting Members may speak, once recognized by the Chair.
3. Where 2 or more persons wish to speak at the same time, the Chair will decide the order in which it will recognize the speakers.
4. Once recognized by the Chair, the person must state their own name and the name of the Firm they represent.

### **MOTIONS**

1. Motions may be made and seconded only by Voting Members.
2. All motions other than routine adoption or acceptance of a report from the floor are to be written on the blank sheets provided to Voting Members. Once the motion has been read into the record, the sheet is to be provided to the Secretary.
3. Once accepted by the Chair, a motion can only be withdrawn by a majority vote of the Voting members.
4. A motion to Amend an Amendment is permitted, but no further motions to amend are allowed.
5. A motion to Refer, Postpone or Table to the next General Membership meeting is permitted.

### **DEBATE**

1. Anyone present may speak to a motion when recognized by the Chair.
2. No person may speak to a motion a second time until everyone who is entitled and wishes to speak to the motion has spoken. The mover of the motion has the right to speak first and last on the motion.
3. Speakers may speak for no more than three minutes on a motion.
4. Unless asking for information or clarification, speakers should always begin by indicating clearly whether they are speaking for or against the motion.

### **VOTING**

1. Only registered members may vote.
2. Any vote shall be determined as set out in the approved RAHB Bylaws.
3. Ballot forms are to be marked with an "X" in the appropriate place. Any other marks will result in the ballot being spoiled.

### **DECORUM IN DEBATE**

1. All speakers making points in debate, requests for information or clarification, must direct their remarks through the Chair. It is improper to speak directly to another member of the meeting during debate.
2. Speakers shall avoid attacking other members and shall avoid personal remarks. The measure of the motion, not the person making the proposal, is the subject of debate.
3. Courtesy and respect must be given to all speakers. During debate, it is improper to show dissent, and likewise support for a speaker's remarks. Support or dissent of a speaker's remarks may only be given during further debate.
4. In debate, a speaker's remarks must be relevant to the motion before the meeting.
5. If at any time the Chair rises to state a point of order or otherwise speak, the person speaking must take his/her seat until the Chair has been heard.

1  
**MINUTES**

**ANNUAL GENERAL MEETING  
Grand Olympia Convention Centre**

**March 9, 2017**

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**Motion**

**Follow-Up**

**CALL TO ORDER / WELCOME**

The President welcomed everyone to the 96<sup>th</sup> Annual General Meeting and called the meeting to order at 9:00 a.m.

At the time the meeting was called to order we had 341 members in attendance.

During 2016 RAHB passed the 3,000<sup>th</sup> member mark; Justin Podmoroff of Royal LePage Burloak Real Estate Services received a gift basket from RAHB. RAHB also prepared a video presentation from three (3) members outlining their experiences as a RAHB member.

**Carried** IT WAS MOVED AND SECONDED TO ADOPT THE STANDING RULES FOR MEMBERSHIP MEETINGS AS PRESENTED.

**Carried** IT WAS MOVED AND SECONDED THAT THE AGENDA BE APPROVED AS PRESENTED.

**Carried** IT WAS MOVED AND SECONDED THAT IT BE RECOMMENDED TO APPROVE THE NOVEMBER 30, 2016 MEMBERSHIP MEETING MINUTES.

**INTRODUCTIONS**

The 2017 Board of Directors were introduced to the members.

The President recognized the Past Presidents who are currently active members of the Association. It was also noted that RAHB Past President Mario Cupido, who was in his 58<sup>th</sup> year as a member of the Association passed away yesterday.

A warm welcome was extended to the new members who have joined the Association since November 30, 2016.

**2016 AUDIT REPORT AND FINANCIAL STATEMENTS**

Bob Van de Vrande Audit Committee Chairman presented the 2016 Audit Report and Financial Statements.

Each member received an electronic copy of the Year End Audited Statements on February 27, 2017, as audited by the accounting firm Deloitte LLP.

Representatives from Deloitte, LLP, Dave Tonin and Jesse Gardner were welcomed to the meeting and would be available to answer any questions at the conclusion of the Audit report.

**Motion****Follow-Up****2016 AUDIT REPORT AND FINANCIAL STATEMENTS (cont'd)**

The audited financial statements were reviewed by the 2016 Audit Committee in February. The primary role of the Audit Committee is to provide oversight over the financial reporting and disclosures, internal controls and the organization's risk

Highlights from the Statement of Revenue and Expenses, Schedule 1, Schedule 2 and the Balance Sheet were presented to the members by the Chair.

**Carried**

IT WAS MOVED AND SECONDED THAT THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR END 2016, AS DISTRIBUTED TO THE GENERAL MEMBERSHIP ON FEBRUARY 27, 2017 BE ADOPTED AS PRESENTED.

The Members were advised at this time RAHB is conducting an RFP for auditors for the year 2018. According to RAHB Bylaw, when there is no auditor appointed, the current firm will continue until the next AGM.

**MLS® REPORT**

Nikola Bucalo, 2017 MLS® Committee Chair provided an update on the MLS® activities in 2016 and initiatives for 2017.

**MATRIX UPDATE AND 2017 INITIATIVES**

George O'Neill, CEO provided the members with an update on RAHB's Matrix System, data sharing, and initiatives for 2017.

**DRAWS**

The winner of the 2018 RAHB dues was Debora Agro, Royal LePage State Realty.

**ADJOURN** - 9:34 a.m.

Cl/hs

# VOTING ITEMS – December 5, 2017

The following items will be presented to the General Membership for approval at the December 5, 2017 Annual Election Meeting:

**VOTING ITEM #1 THAT RAHB Bylaw Article 7 – Committees and Task Forces, Section 1 – Committees is amended as follows:**

**EXPLANATION:**

During the governance restructure at RAHB, several committees were removed from the Bylaw as they were deemed operational in nature and should report to the CEO. At that time, the MLS® Committee remained a Board Committee, reporting directly to the Board of Directors.

In the past, the RAHB MLS® Committee was responsible for making recommendations to the Board of Directors about RAHB’s MLS® System, which was a RAHB-owned and independent platform. However, for the past several years, our MLS® System has been provided through Corelogic and therefore RAHB no longer has the same ability to influence system changes. Therefore, the committee’s responsibilities have changed to more of an operational nature, such as reviewing MLS® fines, policies and issues. Reporting to the Board of Directors on some of these matters has slowed the process of effecting necessary changes.

Operational committees work with the CEO and the strategic priorities of the Association. As an operational committee, the proposed change would allow the MLS® Committee to be more responsive to the needs/requests of the members.

Any recommended changes to rules and policies would continue to be reviewed by the Governance and Bylaw Committee and still require Board approval.

| CURRENT   | PROPOSED   |
|---|--|
| <p><b>Article 7 – Committees and Task Forces</b><br/><b>Section 1 – Committees</b></p> <p>1.01 The Board of Directors has the authority to appoint committees from time to time; and shall appoint the following committees, with the exception of the Past President’s Advisory Committee.</p> <p><b>Standing Committees</b><br/>The standing committees shall meet all requirements as outlined in the OREA Standard Board Bylaw; and outlined in Article 8 and Article 9 of the RAHB Bylaw.</p> <p>Arbitration Committee<br/>Discipline Committee<br/>Professional Standards Committee</p> <p><b>Board Committees</b><br/>The board committees guide the Board of Directors on good board governance and strategic leadership. They report directly to the Board of Directors.</p> <p>Audit, Finance &amp; Risk Committee<br/>Governance &amp; Bylaw Committee<br/>MLS® Committee<br/>Nomination Committee</p> | <p><b>Article 7 – Committees and Task Forces</b><br/><b>Section 1 – Committees</b></p> <p>1.01 The Board of Directors has the authority to appoint committees from time to time; and shall appoint the following committees, with the exception of the Past President’s Advisory Committee.</p> <p><b>Standing Committees</b><br/>The standing committees shall meet all requirements as outlined in the OREA Standard Board Bylaw; and outlined in Article 8 and Article 9 of the RAHB Bylaw.</p> <p>Arbitration Committee<br/>Discipline Committee<br/>Professional Standards Committee</p> <p><b>Board Committees</b><br/>The board committees guide the Board of Directors on good board governance and strategic leadership. They report directly to the Board of Directors.</p> <p>Audit, Finance &amp; Risk Committee<br/>Governance &amp; Bylaw Committee<br/><b>MLS® Committee</b><br/>Nomination Committee</p> |

| CURRENT  | PROPOSED   |
|--|--|
| <p><b>Article 7 – Committees and Task Forces</b><br/><b>Section 1 – Committees</b></p> <p><b><u>Operational Committees</u></b><br/>The CEO has the authority to appoint operational committees from time to time. These committees will guide the CEO on efficient and effective operations of the association in conjunction with the Board’s strategic plan. They report directly to the CEO.</p> <p>The operational committees will be established as required, and may change from time to time.</p> | <p><b>Article 7 – Committees and Task Forces</b><br/><b>Section 1 – Committees</b></p> <p><b><u>Operational Committees</u></b><br/>The CEO has the authority to appoint operational committees from time to time. These committees will guide the CEO on efficient and effective operations of the association in conjunction with the Board’s strategic plan. They report directly to the CEO.</p> <p>The operational committees will be established as required, and may change from time to time.</p> |

**VOTING ITEM #2 THAT RAHB Bylaw Article 6 – Board of Directors, Section 5 – Remuneration of Directors is amended as follows:**

**EXPLANATION:**

In 2009, the RAHB Bylaws were amended to include an honorarium for the President and President-Elect. Since that time, no changes or additions have been made to the existing Bylaw.

The Association currently has four Senior Officers. Three of which are Directors, and the fourth is the CEO. The current Bylaw provides remuneration for only two directors. All Officers who are Directors have different responsibilities on behalf of the Association which take them away from their day to day businesses. As a Signing Officer of the Corporation, each Officer carries the same liability.

The Association has researched other Boards/Associations in Canada and many are now offering different levels of remuneration for their Boards of Directors, some as high as \$50,000 per year for the President.

All Directors are required to attend 9 - 12 Board of Director meetings per year, along with the OREA and CREA Conferences. The preparation time for each meeting can be four+ hours with an agenda package containing 100 or more pages. In addition, Directors may also be required to serve as Chairperson on the various RAHB committees.

Based on these findings, it is recommended that the Director Officers and Directors of the Board receive remuneration for their services, as outlined in the proposed amendments.

| CURRENT  | PROPOSED   |
|--|--|
| <p><b>Article 6 – Board of Directors</b><br/><b>Section 5 – Remuneration of Directors</b></p> <p>5.01 No Director shall be paid for his services as a Director and no Director shall be allowed to profit directly or indirectly from his position as a Director, except as noted below:</p> <ul style="list-style-type: none"> <li>the President shall receive an honorarium during their term in the amount of \$12,000 (\$1,000/month), payable on a quarterly basis in arrears;</li> <li>the President-Elect shall receive an honorarium during their term in the amount of \$2,400 (\$200/month), payable on a quarterly basis in arrears.</li> </ul> <p>All Directors shall be paid reasonable expenses that may be incurred in the performance of his duties as a Director.</p> | <p><b>Article 6 – Board of Directors</b><br/><b>Section 5 – Remuneration of Directors</b></p> <p>5.01 No Director shall <del>be paid for his services as a Director and no Director shall</del> be allowed to profit directly or indirectly from his position as a Director, except as noted below:</p> <ul style="list-style-type: none"> <li>the President shall receive an honorarium during their term in the amount of <b>\$18,000 (\$1,500/month)</b>, payable on a quarterly basis in arrears;</li> <li>the President-Elect shall receive an honorarium during their term in the amount of <b>\$9,000 (\$750/month)</b>, payable on a quarterly basis in arrears.</li> <li><b>the Immediate Past President shall receive an honorarium during their term in the amount of \$9,000 (\$750/month), payable on a quarterly basis in arrears.</b></li> </ul> <p>All Directors <b>shall be paid \$200 per Board of Directors meeting attended</b>, plus reasonable expenses that may be incurred in the performance of his duties as a Director.</p> |