



Proposed Bylaw Changes

2020 AGM

Current Bylaw	Proposed Bylaw	Rationale
<p>BYLAW 1 – MEMBERSHIP</p> <p>3. All applicants for membership shall agree in a form satisfactory to the Board of Directors to adopt and abide by the Constitution and Bylaws of the Association and to abide by the REALTOR® Code, Standards of Business Practices, Privacy Code and Principles of Competition.</p>	<p>BYLAW 1 – MEMBERSHIP</p> <p>3. All applicants for membership<u>Members</u> shall agree in a form satisfactory to the Board of Directors to adopt and abide by the Constitution and Bylaws of the Association and to abide by the REALTOR® Code, Standards of Business Practices, Privacy Code and Principles of Competition.</p>	<p>3. This amendment aims to clarify that the standards of conduct apply to all members including REBs, Honorary Life Members, and Other Members and not only Professional Members.</p>
<p>BYLAW 7 – ARBITRATION</p> <p>1. The Board of Directors may appoint as required an arbitration panel ("Arbitration Panel") whose function shall be to adjudicate commission disputes and controversies over financial matters, where:</p> <p>(a) a Member brings a complaint against another Member who is not a member of the same REB;</p> <p>(b) the matter has been referred to the Association by the board of directors of an REB; or</p> <p>(c) one disputing party is not a member but the non-member consents in writing to binding arbitration.</p>	<p>BYLAW 7 – ARBITRATION <u>FINANCIAL DISPUTES</u></p> <p>1. The Board of Directors may appoint as required an arbitration <u>hearing</u> panel ("Arbitration <u>Hearing</u> Panel") whose function shall be to adjudicate commission disputes and controversies over financial matters, where:</p> <p>(a) a Member brings a complaint against another Member; who is not a member of the same REB;</p> <p>(b) the matter has been referred to the Association by the board of directors of an REB; or</p> <p>(c) one disputing party is not a member but the non-member consents in writing to binding arbitration.</p>	<p>Housekeeping: Rename bylaw "Financial Disputes" from "Arbitration". Financial disputes are the type of issues that are resolved using arbitration. No change in purpose, only terminology.</p> <p>Housekeeping: Rename "Arbitration Panel" to "Hearing Panel" to align with wording in administrative justice initiative. No change in purpose, only terminology.</p> <p>1a. The provincial administrative justice program will deal with all member complaints, not just complaints between members who are in different boards.</p>

<p>2. The Board of Directors and the Arbitration Panel shall be governed by Rules and Regulations established by the Association.</p>	<p>2. The Board of Directors and the Arbitration Hearing Panel shall be governed by Rules and Regulations established by the Association.</p>	
<p>BYLAW 8 – ETHICS AND STANDARDS OF BUSINESS PRACTICE</p> <p>1. The Board of Directors may appoint as required a professional standards panel ("Standards Panel") whose function shall be to investigate and consider the conduct of any Member, where:</p> <p>(a) a complaint is brought by a Member who is not a member of the same REB, or</p> <p>(b) the board of directors of an REB asks the Association to handle a complaint against the Member.</p> <p>2. The Board of Directors and the Standards Panel shall be governed by Rules and Regulations established by the Association</p>	<p>BYLAW 8 – ETHICS, CODE OF CONDUCT AND STANDARDS OF BUSINESS PRACTICE</p> <p>1. The Board of Directors may appoint as required a professional standards panel ("Standards Hearing Panel") whose function shall be to investigate and consider the conduct of any Member, where:</p> <p>(a) a complaint is brought by a Member; who is not a member of the same REB, or</p> <p>(b) the board of directors of an REB asks the Association to handle a complaint against the Member.</p> <p>2. The Board of Directors and the Standards Hearing Panel shall be governed by Rules and Regulations established by the Association</p>	<p>Housekeeping: Rename the bylaws to be more inclusive (adding code of conduct)</p> <p>Housekeeping: Rename "Standards Panel" to "Hearing Panel" to align with wording in administrative justice initiative. No change in purpose, only terminology.</p> <p>1a. The provincial administrative justice program will deal with all member complaints, not just complaints between members who are in different boards.</p>
<p>BYLAW 24 – DEFINITIONS</p> <p>1. In these Bylaws, unless the context otherwise requires, the following words shall have the meaning ascribed:</p>	<p>BYLAW 24 – DEFINITIONS</p> <p>1. In these Bylaws, unless the context otherwise requires, the following words shall have the meaning ascribed:</p> <p>(a) "Act" means the Real Estate Act, R.S.A. 2000, c.R-5 (as amended from time to time); and</p>	<p>Best practice to add the definition of a member in good standing.</p>

<p>(a) "Act" means the Real Estate Act, R.S.A. 2000, c.R-5 (as amended from time to time); and</p> <p>(b) "broker", "license", "licensed", "associate broker", "associate" and "industry member" shall have the meanings of those words in the Act.</p>	<p>(b) "broker", "license", "licensed", "associate broker", "associate" and "industry member" shall have the meanings of those words in the Act.</p> <p>(c) <u>"Good Standing" means a Member which has fulfilled and continues to fulfil the requirements for membership as set out in BYLAW 1, has paid all membership dues as herein provided, and who neither has voluntarily withdrawn from membership nor has had their membership terminated after appropriate proceedings consistent with lawful provisions of these bylaws and the rules and regulations associated therewith.</u></p>	
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Annual General Meeting
of the
Alberta Real Estate Association
Cambridge Hotel and Conference Centre, Red Deer Alberta
January 21, 2020

Welcome and Introduction of Head Table

Chief Executive Officer, Brad Mitchell, acknowledged the traditional lands of the Treaty 6 and 7 nations and recognized the meeting location as a historic Metis gathering site.

B. Mitchell expressed his thanks to everyone in attendance and introduced the head table:

Jennifer Gilbert -2019 AREA Chair
Kristie Kruger-2020 AREA Chair
Brad Mitchell-AREA CEO
Maryam Fatima-AGM Secretary

Call to Order

Jennifer Gilbert, 2019 Chair, called the meeting to order at 12:15 pm and noted quorum had been reached.

Approval of Agenda

There were no additional items added to the Agenda.

It was **MOVED** and **SECONDED** that the Agenda be approved as presented.

CARRIED

Approval of Minutes

It was **MOVED** and **SECONDED** that the Minutes of the Annual General Meeting of the Alberta Real Estate Association held in Fairmont Springs Hotel, Banff AB on January 24, 2019 be approved as presented.

CARRIED

2019 Chair's Report – Jennifer Gilbert

The 2019 Chair's Report is attached to and forms a part of these Minutes as Appendix A.

Presentation – AREA Services

The Chair highlighted the accomplishments of the 2019 Board of Directors and AREA committees which included partnership with SAIT, AREA Wireless, AREA Advance, AREA Advocacy, Commission Protection Program, Pillar9, REALTOR® Safety app (Kinetic Global), Administrative Justice, harmonizing practice rules, provincial forms and member research. AREA members have consistently supported more streamlining of services and consistency across the local Boards. The bylaw changes the Board of Directors has proposed this year enable the work to progress, all without increasing member dues.

Overview of AREA Finances

AREA Managing Director Tammy Williams advised that the 2019 audited financial statements are included in the Annual Report provided and available on AREA's website as well.

Members were provided with a consolidated Financials of both AREA and Services Corp (which could be found on page 22 in the report). The consolidated net income of \$1,306,663 in year 2019. In a time where multiple large initiatives are underway AREA has held expenses in 2019. Those larger projects such as Pillar9 and the Real Estate Act Review are identified under "other items". Revenue increased in 2019 by just over \$225,000. We saw strong performance on investment income which contributed to the significant excess of revenue over expenses.

In 2019 the Board allocated \$1 million from cash into investments. The commitment by Boards to remit AREA dues payments when received freed up our cash flow allowing the money to be invested and earn interest. The investment portfolio saw a 11.9% return last year and 8.41% return since 2012.

Expenses have been reduced by 4.7% over the past 5 years and the staff team remain committed to managing costs while continuing to deliver additional services.

A great 2nd fiscal year for Services Corp. Over \$3 million in revenue, a net income of \$178,000 and a million in the bank. There was 31% increase in the revenue. Additional staff positions have been hired to support the programs, which accounts for the most significant expense increases. Attention to ensuring efficient delivery of programs and continued negotiations with vendors saw an increase in gross margin by 57% from last year to our current 18% gross margin. The 2019 fiscal year of Services Corp was strong.

It was **MOVED** and **SECONDED** that the audited financial statements in AREA's 2019 Annual Report be approved as presented.

CARRIED

Al Larson Memorial Scholarship Announcement

Jennifer Gilbert, 2019 Chair, delivered the scholarship announcement. Each year, the Association awards two scholarships of \$2,500 to deserving children or grandchildren of active Alberta REALTORS®.

The 2019 recipient of the Al Larson Scholarship for a student entering a college or technical school program is Talon Reardan, child of AREA and CARA member Shilo Reardan.

The 2019 recipient of the Al Larson Memorial Scholarship for a student entering a university degree program is Cole Beasant, child of AREA and CREB member Robert Beasant.

AREA congratulates both recipients and wishes them the very best of luck in pursuing their education.

Charlie Ponde Award

The Charlie Ponde Award (CPA) in Provincial Advocacy acknowledges the important contributions real estate professionals can make towards government relations in the province of Alberta.

The Charlie Ponde Award (CPA) for 2019 was presented to William (Bill) MacDougall.

Bylaw Changes

The bylaw changes were distributed in the notice of AGM and given to everyone in handout format who attended. All AREA members in good standing – REALTORS®, honorary life members voted. Guests were asked to leave the room. Board/Association staff stayed but did not vote. For a motion to pass, 75% of attending members must approve.

AREA CEO, Brad Mitchell lead through the proposed bylaw amendments. The key items included;

1) Proposed Clarification of the Application of Standard of Conduct for Member

This amendment aims to clarify that the standards of conduct apply to all members including REBs, Honourary Life Members, and Other Members and not only Professional Members.

2) Proposed Implementation of a Provincial Administrative Justice Program

The provincial administrative justice program will deal with all member complaints, not just complaints between members who are in different boards.

3) Proposed definition for “member in good standing”

The definition for “member in good standing” was added, which was missing in our existing bylaws.

Jennifer Gilbert, AREA’s 2019 Chair conducted the vote.

It was **MOVED** and **SECONDED** to approve bylaw amendments in the notice of AGM as presented.

CARRIED

Recognition of Members Deceased in 2019

Jennifer Gilbert recited names of members who had passed away in 2019 and requested a moment of silence.

Brenda Nault
Chuck Payne
Dan McDermott
Donald Laqua
Ed Benning
Graham Downey
Gwen Lee
Howard Sinclair
Jeffery (Jeff) Seegmiller
Jim Patterson
John J. Jarvis
John Riseborough
Joseph Meszaros
Katrina Buzogany

Kelly Grams
Ken Giblin
Ken Reeson
Leona Hamilton
Moh Harris
Raymond Blanchette
Richard Pankiw
Richard Wade
Ronald (Ron) Dobkins
Sally MacLean
Shabira Hussein
Shawna Low
Shelley Erickson
Valerie Davis

Commission Protection Program

AREA CEO, Brad Mitchell updated members regarding Commission Protection Program that AREA staff worked with a committee of Brokers from across the province to design a program that protects the commissions earned by Members when brokerages fail to pay commissions owed. This program represents a significant investment to protect AREA members going forward. The program details will be rolling out in the coming weeks.

Retiring AREA Directors

Jennifer Gilbert acknowledge and thank the retiring Directors of the 2019 AREA Board:

- Doug Singleton
- Janet Kuehn
- D'Arcy Donald (Not present)

Introduction and Installation of the 2020 AREA Board of Directors

Bill Harrington, Governance Advisor at tng Consulting and former CREA General Counsel introduced the 2020 AREA Board of Directors and administered the Oath of Office.

AREA Chair from LDAR: Kristie Kruger

AREA Chair-Elect from CREB: David P. Brown

From RALD: Jennifer Gilbert

From MHREB: Devon Felesky

From CREB: Ellyn Mendham

From FMREB: Greg Walsh

From RASCA: Jolene Ledene Reimer

From CARA: Marc Aubin

Public Member: Tash Taylor

Remarks from 2020 Chair Kristie Kruger


2020 Chair Kristie Kruger expressed her gratitude and excitement. Ms. Kruger personally thanked the Alberta Real Estate Association for their dedication throughout the years.

Ms. Kruger talked about AREA's Strategic Plan that we are continuing into our third year, AREA is guided by our vision to lead the real estate industry to help REALTORS® build sustainable careers and prosperity for Albertans.

Lastly, Ms. Kruger congratulated 2019 AREA Chair, Jennifer Gilbert on her Honorary Life Membership in the Alberta Real Estate Association and thanked Jennifer for her commitment to the industry and services to AREA members.

Adjournment

There being no further business, the meeting adjourned at 1:02pm. Jennifer Gilbert thanked the members for attending.



Chair



Chief Executive Office

October 25, 2023

David P. Brown
Chair, Alberta Real Estate Association

Sent via email

RE: AREA AGM Bylaw 8 Amendments

Dear David,

We have come to realize an error in the wording of Bylaw 8 as amended at the January 21, 2020 AREA AGM. As the agenda package and minutes clearly indicated, the basis for this change was the assumption the “proposed” provincial administrative justice program would be successfully launched. It was not and the unintended consequence is a section of the Bylaw that must be corrected.

Our board of directors has approved a motion at our meeting today recommending the attached “PROPOSED 2024 AMENDMENT” be tabled at the AREA AGM in January 2024. As we discussed in Ottawa at PAC Days, we see this as a friendly amendment, and we request AREA’s support in garnering approval from the membership at the upcoming AGM.

As we learned together during the proposed consolidation, our members expect a lot from both of our organizations as stewards of their business interests. We also heard repeatedly from our members that they view rules enforcement and dispute resolution as core member services for CREB[®] to deliver well for the benefit of CREB[®] members.

We look forward to your response to this request and we also look forward to playing whatever role is necessary to collaborate to bring the attached amendments to life, thus resetting our AREA Bylaws to properly reflect the present and the future.

Sincerely



Christian Twomey,
Chair

cc: Brad Mitchell, AREA CEO

2023 Board of Directors

Chair
Christian Twomey

Chair-Elect
Susanita de Diego

Directors – Dan Stante | Cathie Queen | Bob Jablonski | Lori Olijnyk | Lisa Wood | Kurtis Bain | Rob Campbell
President & CEO – Alan Tennant, ICD.D, EMBA, FRI (E), CAE

December 7, 2023

Christian Twomey
Chair, Calgary Real Estate Board

RE: AREA AGM Bylaw 8 Amendments

Dear Christian,

Thank you for your letter regarding Bylaw 8.

The AREA board reviewed and discussed CREB's letter dated October 25, 2023. We appreciate CREB's concerns about the AREA bylaw which was passed unanimously at the AGM in 2020. We disagree that there is an error in Bylaw 8 and the associated rationale CREB identifies as a need for changes.

AREA believes that the primary vehicle for administrative justice processes should be at the local board but also that our joint members should have the option at their discretion to avail themselves of an alternate process at a provincial level.

In the spirit of collaboration, we would like to propose a meeting to discuss the wording of the amendment and how we might come to a mutual agreement that accomplishes both parties' objectives while preserving the concept of member choice.

Please let us know your availability; and we look forward to reaching an agreement.

Sincerely,

David P. Brown
AREA Chair

