



Association Bylaws

The Alberta Real Estate Association

February 2018~~9~~9

This track changes document compares the current published bylaws with the proposed changes.

Additional formatting may be required should the changes proceed by positive vote at the AGM.

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BYLAWS

THE ALBERTA REAL ESTATE ASSOCIATION

INCORPORATION

A SOCIETY INCORPORATED UNDER THE SOCIETIES ACT OF ALBERTA
February 11, 1947

1. NAME

The name of the ~~Association~~ society is THE ALBERTA REAL ESTATE ASSOCIATION (the “Association”).

2. OPERATIONS

The operations of the Association are to be carried on throughout the Province of Alberta and elsewhere, if permitted by law and in the interests of the Association.

BYLAWS

BYLAW 1 - MEMBERSHIP

1. The members ("Members") of the Association shall consist of the following classes:
 - (a) Professional Members;
 - (b) Real Estate Board ("REB") Members;
 - (c) Honourary Life Members; and
 - (d) Other Members.

2. The classification of membership and conditions of membership are:
 - (a) **Professional Members is a Member who has:**
 - (i) ~~shall be those persons who are members of a Real Estate Board Member;~~
 - (ii) ~~shall make~~ application for membership in the Association;
 - (iii) ~~shall make~~ application for and thereafter be remained a member ~~in good standing in of~~ the Canadian Real Estate Association in accordance with the Charter, Bylaws, Rules, Regulations, REALTOR® Code, Standard of Business Practices, Principles of Competition and policies of the Canadian Real Estate Association;
 - (iii) made application for and thereafter remained a member of an REB operating in a geographic jurisdictional area of Alberta in which the Professional Member carries on business (this requirement may be waived by the Board of Directors of the Association ("Board of Directors"));
 - (iv) ~~who hold~~ in the event the Professional Member holds a real estate broker's license ~~shall;~~
 - A. upon applying for membership in the Association, immediately presented applications for each associate broker or associate employed by the Professional Member at the time of the application; and
 - B. upon the employment of associate brokers or associates subsequent thereto, immediately presented an application for membership in the Association for each such associate broker or associate;
 - (v) shall be entitled to exercise voting rights as herein described and provided for; and
 - (vi) shall pay all membership dues as herein provided for.
 - (b) **Real Estate Board Members** ~~(i) shall be Real Estate Boards~~ is an REB operating in the Province of Alberta and registered under the laws of the Province of Alberta, subject to the following;

- (i) ~~there shall be restricted in number to one Real Estate Board Member for each boundary or~~ only one REB Member for each separate geographic jurisdictional area of Alberta;
 - (ii) ~~there shall maintain~~ be the following classes or equivalent classes of REB membership:
 - A. ~~P~~ professional B ~~board M~~ members who shall be broker, associate broker or associate members of the ~~REB~~ Real Estate Board Member; and
 - B. ~~H~~ honourary M ~~members~~ who shall be individuals recognized for special reasons by the ~~Real Estate Board~~ REB Member.
 - (iii) ~~the REB shall~~ make written application for membership in the Association, which application shall be accompanied by:
 - A. a roster containing the names and addresses of all its members in good standing; and
 - B. an application for membership for each of those classes of members set forth in paragraph 2(b)(iii) herein;
 - (iv) ~~the REB shall, subsequent to its application, immediately present applications for membership for each new member of the Real Estate Board Member~~ REB falling within the classes set forth in paragraph 2(b)(iii) herein; and,
 - ~~(vi) shall be non-voting, non-assessable members.~~
- (c) **Honourary Life Members** ~~(i) shall be persons~~ is an individual so elected by unanimous vote of the Board of Directors ~~of the Association~~ at a regularly called meeting, provided the names of such nominees are mailed to each director (“Director”) at least thirty (30) days before each meeting; ~~and who shall:~~
- (i) ~~shall~~ not be required to pay any membership dues except such dues as are payable if the Honourary Life Member maintains some other class of membership in the Association;
 - ~~(iii) shall be entitled to exercise voting rights as herein described and provided for; and~~
 - (iv) shall not be entitled to vote or hold office, unless such right is granted by unanimous vote of the Board of Directors ~~at the election meetings as aforementioned;~~ and
 - ~~(iiiiv) The Association President shall be designated an Honourary Life Member of the Association upon successfully completing their term as President~~ include the Chair upon successful completion of a term as Chair.
- (d) **Other Members** ~~(i) shall~~ include classes of membership, the nature of the membership type and associated membership conditions, in addition to those set forth in paragraphs 2(d)(ii)-(vi) herein, ~~to be approved by the Board of Directors;~~ provided that they shall:
- (i) be approved by the Board of Directors;
 - (ii) ~~shall~~ be person(s) or organization(s) that do not hold a license and/or are not registered to trade in real estate in Alberta;

- (iii) ~~shall not be entitled to exercise voting rights;~~(iv) ~~shall not be entitled to vote or~~ hold office, unless such right is granted by unanimous vote of the Board of Directors;
 - (iv) ~~shall~~ make application for membership in the Association; and
 - (vi) ~~shall~~ pay all membership dues as approved by the Board of Directors.
3. All applicants for membership shall agree in ~~writing in~~ a form satisfactory to the Board of Directors ~~of the Association~~ 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.
4. Applicants shall be enrolled as ~~m~~Members of the Association only after approval for membership is given by the Board of Directors and the applicants have met the uniform and reasonable financial and educational criteria or standards of competence, integrity and character that are reasonably necessary for the protection of the public.
5. ~~Except where otherwise provided in the Bylaws, Professional~~ ~~m~~Members of the Association in good standing shall have the privilege of:
- (a) participating in all the activities of the Association;
 - (b) applying for and receiving the advice and assistance of the Association, at the sole discretion of the Board of Directors; ~~and~~
 - ~~(c) exercising voting powers as herein described and provided for; and~~
 - ~~(d)~~ standing for office in the Association as herein described and provided for.
- ~~REB, Honourary Life and Other Members shall not have the privilege to vote, but shall have such other privileges as may be granted by the Board of Directors.~~
6. Members may withdraw from the Association by giving written notice: ~~(a) to the Real Estate Board in which a Professional Member is a member; or (b) to the Association, if the member is a Real Estate Board Member or an Honourary Life Member;~~ provided that:
- ~~(a)~~ such written notice of withdrawal shall only become effective when accepted by the Board of Directors ~~of the Association;~~
 - ~~(b)~~ the withdrawing ~~m~~Member shall not be relieved of any indebtedness for dues or monies payable to the Association; and
 - ~~(c)~~ on the written notice of withdrawal, the ~~m~~Member loses all rights and privileges in the Association.

BYLAW 2 - BOARD OF DIRECTORS

1. There shall be a Board of Directors consisting of:
 - (a) one (1) member of an REB from the Northern Region;
 - (b) one (1) member of an REB from the Capital Region;
 - (c) one (1) member of an REB from the Central Region;
 - (d) one (1) member of an REB from the Foothills Region;
 - (e) one (1) member of an REB from the Southern Region;
 - (f) one (1) member from the public who is not a member of the Association (“Public Director”);
and
 - (g) three (3) members of the Association elected at large, provided that no more than one member may be elected at large from any one Regions.

~~(a) — Two (2) members of the Calgary regional real estate board appointed by CREB®;~~

~~(b) — Two (2) members of the Edmonton regional real estate board appointed by the REALTORS® Association of Edmonton;~~

~~(c) — One (1) member from each of the remaining regional real estate boards in Alberta appointed by each such real estate board;~~

~~(d) — The Immediate Past President of the Association, who shall be one of the Directors specified in any one of the subsections (a), (b) or (c) above.~~
2. The Board of Directors shall meet at least three (3) times each year at the call of the PresidentChair, or any five (5) members of the Board of Directors upon written notice of at least fifteen (15) days to all Directors at the time and place specified in the call.
3. Subject to the provisions of Bylaw 18, the Board of Directors shall not incur any obligation or authorize any expenditure of money in excess of the available cash in hand without resolution of the Association at the Annual Meeting or at a special meeting called for that purpose.

Surplus funds may, at the discretion of the Board of Directors, be utilized for any purpose which in their opinion shall be beneficial to the interests of the Association and/or its members. No part of the income of the Association is to be payable to, or made otherwise available for the personal benefit of any member unless, in the opinion of the Board of Directors, to do so would be beneficial to the interests of the Association.
4. The ~~Office~~ of Director shall be vacated if the Director:
 - (a) ~~a Director shall resign their office~~resigns by delivering to the Chief Executive Officer of the Association a written resignation which shall be effective when accepted by the Board of Directors;
 - (b) ~~they are~~is legally certified as mentally incompetent; ~~or~~
 - (c) ~~they ceases~~ceases to be a ~~member~~Member of the Association (where such status is required in the Bylaws);-
 - (d) fails to attend three meetings of the Board of Directors without reasonable excuse approved by the Chair; or

(e) is removed for cause, including a breach of any code of conduct of the Association, by a two-thirds vote of the Directors, after reasonable notice and hearing.

5. All Directors shall be elected to the Board of Directors through the following process:

(a) a standing nominating committee (“nominating Committee”), of five (5) voting members and two (2) non-voting members shall be appointed in accordance with Association policy and shall be responsible for nominating individuals for election as Directors under this Bylaw 2;

(b) the Nominating Committee shall submit nominations to the Board of Directors at least fifteen (15) days prior to the meeting date set by the Board of Directors for which consideration of Directors to be approved for election by a general meeting of the Association occur;

(c) the Board of Directors shall provide notice to Members of the names recommended as Directors at least thirty (30) days in advance of a general meeting of the Association;

(d) in the event a voting Member of the Association desires to object to a recommendation of the Board of Directors under Bylaw 2, section 5(c), the voting Member must notify the Chair at least fifteen (15) days prior to the general meeting of the Association;

(e) in the event no objection is made under Bylaw 2, section 5(d), then the Board of Directors shall be acclaimed without a vote at the general meeting of the Association;

(f) in the event an objection is made under Bylaw 2, section 5(g), then the Nominating Committee shall hold a meeting in advance of the AGM and consider submissions from voting Members regarding the recommendation;

(g) upon the recommendation of the Nominating Committee, the Board of Directors may make a recommendation of the same candidate for election as a Director, notwithstanding any objection by voting Members;

(h) should a voting Member continue to maintain an objection to the election of a Director recommended under Bylaw 2, section 5(g), the voting Member may object to the recommendation at the general meeting of the Association and a vote shall be conducted with respect to such Director;

(i) in the event a recommendation is not accepted by vote of the voting Members at the AGM, the Nominating Committee and the Board of Directors shall immediately meet and a new recommendation shall be made to the general meeting of the Association and the individual elected by a majority of the voting Members voting shall serve as Director; and

(j) where no objection is raised by a voting Member to a recommendation of the Board of Directors, the individual recommended shall be acclaimed without a vote.

The appointments pursuant to subsection (a), (b), and (c) of Bylaw 2(1) shall be in writing and shall be delivered to the Chief Executive Officer prior to December 31 of the applicable calendar year.

6. The appointment procedures and term of office for each Director shall be two (2) years and a Director may be re-elected twice. A Director may be elected again after at least two (2) years have elapsed from the end of a third consecutive term as Director. are as follows:

- (a) ~~The Boards that appoint Directors in the even numbered years are those that serve the Calgary region and all other regional real estate boards of the South Region, which, for these purposes, comprises the geographical area in Alberta inclusive of Red Deer and all areas south.~~
 - (b) ~~The Boards that appoint Directors in the odd numbered years are those that serve the Edmonton region and all other regional real estate boards of the North Region, which, for these purposes, comprises the geographical area in Alberta north of Red Deer.~~
 - (c) ~~Each appointment pursuant to subsections (a), (b), (c) and (d) of Bylaw 2(1) at all times shall be two (2) year appointments. A Director shall not be eligible for re-appointment as such for the year immediately following any six (6) successive years in which they are Director. However, if a Director is elected as an Officer during such six (6) year period, they may maintain their office as Director until their term as Officer has ended.~~
7. With the exception of the Public Director, four (4) Directors shall be elected at each annual general meeting of the Members of the Association. The Public Director shall be elected at the end of each Public Director term of office or upon a vacancy in the office of Public Director. If there is a vacancy on the Board of Directors in the position of a member who was appointed pursuant to subsections (a), (b) and (c) of Bylaw 2(1), then the Real Estate Board who previously appointed such member may appoint a substitute member to fill the balance of the term for that vacant position.
 8. Notwithstanding the foregoing, with the exception of the Public Director, in 2019 the Board shall choose four Directors randomly to serve one (1) year terms on a one time basis to create a rotation system for the election of Directors. The appointed Board of Directors term of office shall be January 1 to December 31 inclusive.
 9. The REBs constituting the Northern, Capital, Central, Foothills and Southern Regions shall be designated from time to time by the Board of Directors.
 10. Should a vacancy occur on the Board of Directors, the vacancy shall be filled by the Board of Directors, subject to approval by the next general meeting of Members.
 11. The term of each Director shall commence on January 1, with the exception of Directors elected to fill a vacancy created prior to the expiration of the term of a Director and provided that the term of a Director shall continue until the day their replacement is elected, or January 1, whichever is later.
 12. Notwithstanding the foregoing, the Chair and Chair-Elect shall be acclaimed as Directors to the extent necessary to ensure that the Chair and Chair-Elect are Directors during the term of office to which they are appointed.

BYLAW 3 - OFFICERS

1. The ~~Off~~ officers of the Association shall be a ~~President~~**Chair, President Chair-Elect, Vice President, the Chief Executive Officer and a Treasurer**, and the ~~Immediate Past President~~ holding active membership in the Association and willing to serve. The ~~President shall not be eligible for re-election as such for the year immediately following any two (2) successive years in which they are President.~~ The office of the Chief Executive Officer and Treasurer may be held by the same person.

2. Within sixty (60) days prior to December 31, the Board of Directors shall meet and elect the ~~Chair~~President-Elect and Vice President for the subsequent year. Their term of office shall be one (1) year commencing January 1 to December 31, inclusive.
- ~~3.~~ If there is a vacancy in the position of ~~President~~Chair, President~~Chair-Elect or Vice President~~, the Board of Directors shall meet and elect a successor. Such successor's term of office shall end on December 31 of that calendar year.
- ~~34.~~ All Officers of the Association, with the exception of the Chief Executive Officer and the Treasurer, shall be members of the Board of Directors.
- ~~45.~~ The ~~Chair~~President and ~~President~~Chair-Elect shall have been Directors of the Association for at least one (1) term ~~immediately~~ preceding the date of their election. The Chair and Chair-Elect may be re-elected to serve one successive term.
- ~~56.~~ The Board of Directors shall appoint members for Alberta to the Assembly of the Canadian Real Estate Association in accordance with the Bylaws of the Canadian Real Estate Association.
- ~~67.~~ The Board of Directors may hire a Chief Executive Officer who, in turn, may retain consultants and engage such employees as he shall deem necessary from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Chief Executive Officer at the time of appointment. The Chief Executive Officer shall pay such staff from Association funds allocated in the annual operating budget approved by the Board of Directors.

BYLAW 4 - DUTIES OF OFFICERS

1. The ~~Chair~~**President** shall be the Chief Elected Officer of the Association. ~~They and~~ shall preside at all meetings of the Association and of the Board of Directors of the Association. ~~They~~ Chair shall have authority to represent the Association and act in its name, subject only to the Board of Directors of the Association. ~~They~~ Chair shall see that all orders and resolutions of the Board of Directors of the Association are carried into effect, ~~and they,~~ ~~†~~The Chair and President-Elect or Vice President ~~with~~ the Chief Executive Officer or other ~~Off~~officers appointed by the Board of Directors for the purpose, shall sign all Bylaws requiring the signatures of the ~~Off~~officers of the Association. ~~They~~ Chair and Chief Executive Officer shall be an ex-officio member of all ~~Com~~committees of the Association.

2. The ~~President~~**Chair-Elect**, ~~or in lieu thereof the Vice President~~, shall, in the absence or disability of the ~~President~~Chair, perform the duties as shall from time to time be imposed ~~upon them~~ by the Board of Directors. In the absence or disability of both the Chair and Chair~~President-Elect and Vice President~~, the Board of Directors shall appoint one of their number to discharge the duties of the Chair~~President~~.

3. There shall be a Chief Executive Officer who shall be hired by the Board of Directors which shall determine the terms of ~~their~~ remuneration. ~~They shall be of~~ the Chief Executive~~Administrative~~ Officer. ~~The Chief Executive Officer need not be a Member of the Association, subject to the Board of Directors, and shall perform such other duties as may be delegated to them by the Board of Directors.~~

The Chief Executive Officer or ~~their~~ ~~D~~designate shall attend all meetings of the Association and of the Board of Directors, and act as Secretary thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. ~~They~~ Chief Executive Officer shall be an ex-officio member of all committees and sit as a non-voting ~~member invitee of~~ the Board of Directors. The Chief Executive Officer shall be custodian of the records and of the Seal of the Association, which they shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

~~They~~ shall ~~provide~~be a fidelity bond for the Chief Executive Officer in such amount as shall be determined by the Board of Directors; the expense of such bond shall be paid by the Association.

4. The **Treasurer** shall be appointed by the Board of Directors and need not be a ~~m~~Member of the Association. ~~They~~ Treasurer shall be the custodian of the Association funds and securities and, subject to the control of the Board of Directors, shall be the disbursing ~~Off~~officer of the Association as well as of special funds or securities held or administered by the Association. The Chief Executive Officer or other staff member may also be appointed Treasurer.

~~They~~ Treasurer shall deposit the funds and securities in such depositories as the Board of Directors may designate and shall be relieved of responsibility therefor while in the custody of such depository subject, however, to any liability under their bond.

~~They~~ shall ~~provide~~be a fidelity bond for the Treasurer in such amount as shall be determined by the Board of Directors; the expense of such bond shall be paid by the Association.

5. The ~~S~~signing ~~Off~~officers of the Association shall be any two (2) of the President~~Chair~~, the Chair-Elect, the Chief Executive Officer and the Treasurer, ~~or any one (1) of these and the Past President~~,

~~President Elect or Vice President~~, provided that no person may sign in more than one capacity. The Board of Directors shall have the power by resolution to appoint alternate ~~S~~igning ~~O~~fficers.

BYLAW 5 - COMMITTEES

1. ~~There shall be Board Committees, the Chairpersons of which shall be appointed by the Governance Committee subject to the approval of the Board of Directors.~~
2. There shall be a Nominating Committee, a finance and audit committee, a governance committee (“Governance Committee”) and such other task forces and committees (collectively “Committees”)~~Committees and/or Task Forces~~ as may be designated by the Board of Directors, ~~the Chairpersons of which shall be appointed by the President or the Chief Executive Officer, as required.~~
2. ~~The chairpersons of Committees shall be appointed by the Governance Committee, subject to the approval of the Board of Directors.~~
3. The duties and functions of ~~Board Committees and/or Task Forces~~ shall be as assigned to them by the Board of Directors or the ~~President while the duties and functions of all other Committees and/or Task Forces shall be as assigned to them by the Board of Directors, the President or the Chief Executive Officer~~Chair.
4. All actions of ~~Board Committees and/or Task Forces~~ shall be subject to the approval of the Board of Directors ~~while all actions of other Committees and/or Task Forces shall be subject to the approval of the Board of Directors or the Chief Executive Officer~~Chair.

BYLAW 6 - SUSPENSION AND TERMINATION

1. The Board of Directors may, after reasonable notice and hearing, fine, suspend or terminate the membership of any ~~m~~Member who fails to comply with the Bylaws of the Association or ~~the intent of the REALTOR® Code of the Association, or who has been convicted of a criminal offence that reflects on the integrity and character of the mMember, provided that Professional Board Members shall be subject first to the Bylaws of the local Real Estate Board of which they are a member.~~ On such suspension or termination, the ~~m~~Member shall lose all rights and privileges in the Association.
2. Notwithstanding any other provisions contained herein to the contrary, the Board of Directors shall immediately terminate the membership of any ~~m~~Member, except an Honourary Life Member who does not maintain some other class of membership in the Association, who is not a member in good standing of ~~the local Real Estate Board~~ an REB Member, if the jurisdiction within which they practice has such a member, and of the Canadian Real Estate Association.
3. The Board of Directors may at their discretion suspend or terminate the membership of any ~~m~~Member who has failed to pay, after thirty (30) days notice, any dues or other monies payable to the Association ~~provided that Professional Board Members shall be subject first to the Bylaws of the local Real Estate Board of which they are a member.~~
4. ~~Any member fined, suspended or whose membership has been terminated shall have the right to appeal the decision of the Board of Directors to the Court of Queen’s Bench, Alberta.~~

BYLAW 7 - ARBITRATION

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:
 - (a) a mMember brings a complaint against another mMember who is not a member of the same Real Estate BoardREB; ~~or~~
 - (b) the matter has been referred to the Association by the board of directors of a Real Estate BoardREB; or
 - (c) one disputing party is not a member but the non-member consents in writing to binding arbitration.
2. The Board of Directors and the Arbitration Panel shall be governed by Rules and Regulations established by the Association.

BYLAW 8 - ETHICS AND STANDARDS OF BUSINESS PRACTICE

1. The Board of Directors may appoint as required a Professional professional standards panel (“**Standards Panel**”) whose function shall be to investigate and consider the conduct of any mMember, where:
 - (a) a complaint is brought by a mMember who is not a member of the same Real Estate BoardREB, or
 - (b) the board of directors of an REB-Real Estate Board asks the Association to handle a complaint against the mMember.
2. The Board of Directors and the Professional-Standards Panel shall be governed by Rules and Regulations established by the Association.

BYLAW 9 - MEETINGS

1. Once each calendar year there shall be an Annual gGeneral mMeeting of the Association held in the Province of Alberta. The Board of Directors shall determine the time and place of such meeting.
2. Special meetings of the Association may be called by the ChairPresident or the Board of Directors, and a special meeting shall be called upon written petition signed by ten (10) percent of mMembers.
3. Notification of the time and place of all meetings of the Association shall be given in the name of the ChairPresident or Chief Executive Officer to each mMember of the Association at least fourteen (~~10~~) days before such meeting, but accidental omission to notify any mMember or the non-receipt of such notice by any mMember shall not invalidate the proceedings of any meeting of the Association.
4. The President or Board of DirectorsChair may determine the order of business of any meeting of the Association and the time and place at which it shall be held.

5. Proxy voting is not permitted at meetings of the Association. If the Board of Directors establishes an electronic system of participation in a meeting of the Association whereby the identity of the Members can be verified then Members may vote on motions proposed in the meeting by electronic means.

BYLAW 10 - QUORUM

1. The following numbers of members shall constitute a quorum at:
 - (a) ~~A~~ meeting of the Board of Directors - a majority;
 - (b) ~~A~~ny meeting of the Association - fifty (50) voting members.
 - (c) ~~M~~meetings of Committees - a majority of the members of the Committee shall constitute a quorum.

BYLAW 11 - FISCAL YEAR

1. The fiscal year of the Association shall be from November 1 to October 31 inclusive.

BYLAW 12 - DUES

1. The Board of Directors shall determine prior to each fiscal year the schedule of annual dues for the ensuing year to be paid by the classes of membership as set out in Bylaw 1, Sections 1 and 2 and such dues shall be payable by each Member in accordance with the conditions established from time to time by the Board of Directors in full annually in advance.
2. In all cases where membership in the Association is contingent upon membership in an REB ~~local Real Estate Board~~, the Board of Directors may agree with a REB that ~~local Real Estate Board Member shall:~~
 - (a) in January of each year file with the Association the names and addresses of all of its members; and
 - (b) collect on behalf of and pay to the Association the annual dues of each of its members, provided that the names and addresses of new members enrolled by the Real Estate Boards ~~REB~~ during the year shall be filed with the Association accompanied by the appropriate annual dues.
3. Each person attending the Annual ~~C~~onference of the Association shall pay such registration fee as shall be determined by the Board of Directors, provided there shall be no registration fee to attend the Annual ~~G~~eneral Mmeeting or any special ~~or~~ general meeting of the Association.

BYLAW 13 - REALTOR® CODE, STANDARDS OF BUSINESS PRACTICES, PRIVACY CODE AND PRINCIPLES OF COMPETITION

1. The Association adopts and will comply with the REALTOR® Code, Standards of Business Practices and Principles of Competition of the Canadian Real Estate Association (CREA). The mMembers of the Association, as a requirement for their continued Association membership, must

also comply with CREA's REALTOR® Code, Standards of Business Practices and Principles of Competition.

2. The Association and its ~~m~~Members will comply with CREA's Privacy Code provided that CREA's Privacy Code (the 10 published principles) does not conflict with the *Personal Information Protection Act*, S.A. 2003, c.P-6.5 ("PIPA"). In the event that the Privacy Code of CREA may be in conflict with PIPA, the Association and its ~~m~~Members must comply with PIPA.
3. The Association and its ~~m~~Members will comply with the Association's privacy policies as published and the Association and its ~~m~~Members' personal information practices will comply with Alberta Law, including PIPA.

BYLAW 14 - AMENDMENT OF THE BYLAWS

1. At any ~~A~~annual ~~G~~general ~~M~~meeting or special meeting of the Association, the Bylaws of the Association may be repealed, added to, or altered by a special resolution passed by a majority vote of not less than 75% of the ~~m~~Members of that meeting. The substance of the proposed amendments shall be delivered to each ~~m~~Member of the Association at least twenty-one (21) days prior to the meeting at which the amendments will be voted upon. Such delivery to the ~~m~~Member shall be made at the last Alberta business address for that ~~m~~Member which is on file at the office of the Association.

BYLAW 15 – AMENDMENT OF THE RULES AND REGULATIONS

1. The Board of Directors of the Association may from time to time make, amend and repeal any Rule or Regulation of the Association.
2. The Chief Executive Officer shall, in any manner they deem proper, publish to the members any decision of the Board of Directors to make, amend or repeal any Rule or Regulation.
3. A member shall not violate any Rule or Regulation of the Association.

BYLAW 16 - AUDITORS

1. The Board of Directors of the Association shall appoint an Auditor at the first meeting following each ~~A~~annual general ~~M~~meeting of ~~m~~Members. The accounts of the Association shall be audited at least annually and an audited statement submitted for approval to the membership at the Annual Meeting. The remuneration of the Auditor shall be fixed by the Board of Directors.

BYLAW 17 - LEGAL COUNSEL

1. The Board of Directors may retain legal counsel and fix the terms of compensation.

BYLAW 18 - EXERCISE OF BORROWING POWERS

1. The borrowing powers of the Association are limited:
 - (a) to the establishment of an operating line of credit in an amount not to exceed the current fiscal year's operating budget, the establishment and terms of which must be authorized by the

- Board of Directors at a regularly called meeting; ~~and~~
- (b) at no time, shall association borrowing exceed ~~a~~ Association assets; and
 - (c) in all other circumstances, to such amounts and on such terms as may be authorized at a special meeting of the Association called for the purpose of considering same or at the ~~A~~ annual general M meeting of the Association.

BYLAW 19 - SEAL AND RECORDS OF THE ASSOCIATION

- 1. The Seal of the Association shall be used only with the joint signatures of the ~~Chair~~ President and the Chief Executive Officer or Treasurer and shall remain in the custody of the Chief Executive Officer of the Association.
- 2. The votes and minutes of all proceedings of meetings of the Association and of the Board of Directors shall be recorded by the Chief Executive Officer ~~of the Association~~ or, in their absence, by a Secretary appointed at any such meeting. The minutes shall be given into the custody of the Chief Executive Officer ~~of the Association and~~ for retention.
- 3. The financial records shall remain in the custody of the Treasurer ~~of the Association~~.
- 4. The records and the Seal of the Association shall be delivered by the Chief Executive Officer only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
- 5. The books and records of the Association may be inspected by any ~~m~~ Member of the Association at the place of business of the Chief Executive Officer or Treasurer at any time during business hours upon five (5) days written notice having been given to the Chief Executive Officer or Treasurer of intention so to do.

BYLAW 20 - RULES OF ORDER

- 1. When the order of procedure is not established by the ~~Constitution or~~ Bylaws of the Association, the latest edition of *Robert's Rules of Order* shall be recognized as the authority governing the meetings of the Association, its Directors and Committees.
- 2. The Chair ~~person~~ may vote upon any question, but having done so shall not have a casting vote in the event of a tie. In the event of there being no majority in favour of a motion, the motion shall be declared lost.

BYLAW 21 - GENDER

- 1. In these Bylaws, wherever the pronoun “they” is used, it shall be read as singular or plural as the context requires.

BYLAW 22 - INDEMNITY

- 1. Every Director or ~~O~~ Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association shall be deemed to have assumed office or

undertaken such liability on the express understanding and agreement and consideration that every such Director or ~~Officer~~ or person or their heirs, executors and administrators and estate and effects respectively shall, from time to time and at all times, be indemnified and save harmless out of the funds of the Association for and against:

- (a) ~~All~~ costs, charges and expenses whatsoever which such Director, ~~Officer~~ or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever theretofore or hereafter made, done or permitted by them in or about the execution of duties of their office or in respect of such liability; and
 - (b) ~~All~~ other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by their own willful neglect or default.
2. No Director or ~~Officer~~ of the Association shall be liable for the acts, receipts, neglects or defaults of any other Directors or ~~Officers~~, or for joining in any receipts of other acts for conformity, or for any loss of expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or affects of the Association shall be deposited, or for any loss occasioned by any error of judgement or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen by or through their own willful act or default.

BYLAW 23 - DISSOLUTION

1. In the event of a liquidation or dissolution of the Association, all assets remaining after the payment and satisfaction of all debts and liabilities of the Association shall be distributed or disposed of to some charitable organization or educational cause designated by the ~~m~~Members of the Association at a special meeting called for that purpose.

BYLAW 24 - DEFINITIONS

1. In these Bylaws, unless the context otherwise requires, the following words shall have the meaning ascribed:
 - (a) “**Act**” means the *Real Estate Act*, R.S.A. 2000, c.R-5 (as amended from time to time); and
 - (b) “**broker**”, “**license**”, “**licensed**”, “**associate broker**”, “**associate**” and “**industry member**” shall have the meanings of those words in the Act.

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