LONDON ST. THOMAS ASSOCIATION OF REALTORS®

LSTAR BYLAWS

(SUPERSEDES & REPLACES ALL PREVIOUS BYLAWS)

Approved by the Members of the London and St. Thomas Association of REALTORS® on June 27, 2023, at the LSTAR 2022 Annual General Meeting.



FOCUSED ON OUR
VISION
To be the resource of choice for REALTOR® members and their communities.

PURSUING OUR
MISSION
To enhance REALTOR® member professionalism by providing education, tools and advocacy to support them in serving the community.

UPHOLDING OUR
VALUES
- Member-Centric
- Thought-Leader
- Community-Minded
- Professionalism
- Integrity

APPROVED

Approved by the Members of the London and St. Thomas Association of REALTORS® on June 27, 2023 at the 2022 Annual General Meeting; it supersedes and replaces all previous By-laws.

AMENDMENTS

REVISION NUMBER	DATE OF RELEASE	SUMMARY OF CHANGES
0.1	2024-05-13	Members approved revisions to 1.11 ‘Borrowing Powers’ and 1.14 ‘Unbudgeted Expenditures’.
0.2	2024-06-25	Members approved revisions to replace all mentions of the Real Estate and Business Brokers Act (TRESA), with its successor legislation the Trust in Real Estate Services Act (TRESA) and other minor text corrections.
0.3	2025-06-23	Members approved updates meant to enhance clarity, ensure alignment with industry standards, and improve the overall governance of the association.

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SECTION 1 - GENERAL

1.1 Name

The name of the Association is the London and St. Thomas Association of REALTORS®.

1.2 Objects

The objects of the Association shall be those as set out in the Letters Patent or any supplementary Letters Patent, or Articles of Incorporation or Continuance filed pursuant to ONCA, or any successor legislation, as amended from time to time.

1.3 Definitions

(a) "**Annual Meeting or Annual General Meeting"** means a duly called business meeting of the Members and called each year pursuant to this Bylaw.

(b) "**Banking Institution**" means a bank as defined by Schedule 1 of the Bank Act, S.C. 1991, c. 46, as amended, and any successor legislation.

(c) "**Board or Board of Directors**" means the board of directors of LSTAR.

(d) "**Branch Office**" means any office of a Firm Member, other than the main office, which is registered in accordance with TRESA, and at which the business of trading in real estate is conducted.

(e) "**Broker**" means a broker as defined in TRESA.

(f) "**Broker of Record**" means the person who is the broker of record of that Member Firm for the purposes of RECO, if that person is a Member of LSTAR; or, at the option of the Firm Member, a Member who is a Broker and has been designated as the Broker of Record by the Firm Member for the purpose of the relationship between the Firm Member and LSTAR, even if the Firm Member's Broker of Record is a Member of LSTAR.

(g) "**Brokerage**" means a brokerage as defined in TRESA.

(h) "**Bylaw or Bylaws**" means this document of LSTAR, in force and effect, and which may be amended from time to time.

(i) "**CREA**" means The Canadian Real Estate Association or any successor organization.

(j) "**Director**" means an individual elected, acclaimed or appointed to the Board of Directors.

(k) "**Employed**" has the meaning set out in TRESA.

(l) "**LSTAR**" refers to the London and St. Thomas Association of REALTORS®, the association for which this Bylaw applies.

(m) "**Meeting of Members**" means the Annual Meeting or a Special Meeting.

(n) "**Member**" means a person or organization that has qualified under any category of membership established in this Bylaw and "Members" and "Membership" shall have corresponding meanings.

(o) "**Good Standing**" means a Member who is in compliance with all requirements established under LSTAR's Articles of Incorporation (or equivalent), Bylaw, and policies (which includes Rules and Regulations).

(p) "**Membership Assessment**" means a one-time charge levied by LSTAR.

(q) "**Membership Dues**" means the mandatory charge Members pay to maintain membership in LSTAR.

(r) "**Membership Fees**" means a charge for a specific service provided by LSTAR.

(s) "**MLS®**" System means the Multiple Listing Service® operated by or on behalf of LSTAR under the MLS® trademark.

(t) "**ONCA**" means the Ontario Not-For-Profit Corporations Act, 2010, as amended from time to time, or any successor legislation.

(u) "**Ordinary Resolution**" means a resolution passed by a majority of the votes cast, by Members in Good Standing, on that resolution, or that is consented to by each Member of LSTAR entitled to vote at a Meeting of the Members.

(v) "**OREA**" means the Ontario Real Estate Association or any successor organization.

(w) "**Person**" includes, where applicable, any individual, partnership, corporation, firm, joint venture, association and any other form of entity or organization.

(x) "**Policy**" subject to ONCA, refers generally to two categories: (1) Rules and Regulations, governance activities, and other membership requirements established by the Board and (2) operational policies established by the CEO that support the administration and day-to-day management of LSTAR. Neither category requires ratification by the Membership. Each may be amended from time to time and take effect upon approval.

(y) "**REALTOR®**" is a registered trademark of REALTOR® Canada Inc., a company owned equally by CREA and the National Association of REALTORS® and refers to licensed real estate practitioners who are Members of CREA and/or the National Association of REALTORS (NAR) respectively.

(z) "**REALTOR® Code**" means the Code of Ethics and Standards of Business Practice of CREA, as amended from time to time.

(aa) "**RECO**" means the Real Estate Council of Ontario, or any successor organization.

(bb) "**RECO Code of Ethics**" means the Code of Ethics for all registrants contained in the regulations to TRESA and any successor Code.

(cc) "**Salesperson**" means a salesperson as defined in TRESA.

(dd) "**Special Meeting**" means any business meeting of the Members other than the Annual Meeting.

(ee) "**Special Resolution**" has the meaning as defined in ONCA.

(ff) "**Trade**" has the meaning set out in TRESA.

(gg) "**Telephonic or electronic (TE)**" refers to any means that use the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks; including but not limited to video conference and Internet-based real-time conference facilities that permit all participants to communicate adequately with each other during the meeting;

(hh) "**TRESA**" means the Trust in Real Estate Services Act (2002), and its regulations, and any successor legislation.

1.4 Interpretation

In the interpretation of this Bylaw, unless the context otherwise requires, the following rules shall apply:

(a) except where specifically defined herein, all terms contained herein and which are defined in the Act or ONCA shall have the meanings given to such terms in TRESA or ONCA as applicable;

(b) to the extent of any conflict between the provisions of the Bylaw and the provisions of any of TRESA, ONCA, or any successors thereto, the Letters Patent, or any Articles of Continuance, the provisions of TRESA, ONCA, or the Letters Patent, as applicable, shall govern;

(c) words importing the singular number only shall include the plural and vice versa;

(d) words referring to gender include all genders;

(e) the invalidity or unenforceability of any provision of the Bylaw shall not affect the validity or enforceability of the remaining provisions of the Bylaw;

(f) the headings used in the Bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.5 Jurisdictional Area

LSTAR's jurisdictional area shall be as described in Policy.

1.6 Head Office

The head office of LSTAR shall be located at such place in the City of London in the province of Ontario as the Directors may determine from time to time.

1.7 Fiscal Year

(a) LSTAR's fiscal year shall end on the 31st day of December in each year unless otherwise determined by the Directors.

(b) The financial records of LSTAR shall be audited annually by an independent firm of auditors prior to the Annual Meeting and shall be approved by the Directors in accordance with ONCA.

(c) Subject to ONCA, the Members at each Annual Meeting shall appoint an auditor to audit the accounts of LSTAR for the next Annual Meeting.

1.8 Books and Records

All necessary books and records of LSTAR required by ONCA shall be regularly and properly kept by LSTAR.

1.9 Execution of Documents

(a) **Cheques, Notes, Drafts, etc.**

All cheques, drafts, electronic transfers, orders for payment or other financial instruments issued by LSTAR shall be signed or authorized by the person or persons designated in accordance with LSTAR policy.

(b) **Other Documents**

Contracts, documents or any instruments in writing requiring the signature of LSTAR shall be signed by the Officers of LSTAR, or such other persons as authorized by the Board of Directors, and all contracts, documents and instruments in writing so signed shall be binding upon LSTAR without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of LSTAR to sign specific contracts, documents and instruments in writing. The Directors may give LSTAR's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of LSTAR.

1.10 Borrowing Powers

The Board of Directors may borrow money in any amount up to $500,000 but may not make the total indebtedness of the Corporation over that amount while managing the operations of LSTAR, without prior approval by Ordinary Resolution of the Members at a Meeting of the Members.

Terms are to be determined by the BOD.

1.11 Banking Arrangements

The banking business of LSTAR shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of LSTAR and/or other persons as the board of directors may by resolution from time to time designate, direct, or authorize.

1.12 Funds of LSTAR

(a) All monies received by LSTAR Shall be deposited forthwith by the Treasurer, or such other authorized representative(s) as are appointed by the Board of Directors, in such financial institutions(s) and investments as are decided upon by the Board of Directors.

(b) Any and all funds collected shall be applied towards carrying out the objects of LSTAR in accordance with the requirements of ONCA and will the direction of this Bylaw and the Board of Directors.

1.13 Unbudgeted Expenditures

That no single expenditure in excess of $500,000 per year or multi-year commitments in excess of four (4) years where the cumulative expenditure would exceed $500,000 shall be made by the Directors without prior majority approval of the Members at a Meeting of the Members, unless a Special Resolution is required pursuant to the ONCA or pursuant to the Bylaws.

Additionally, items to be considered to have a significant impact on the membership including a change of MLS® system, sale of the LSTAR building, restructuring of membership classes, or any change that impact LSTAR's voting structure shall require majority approval of the Members at a Meeting of the Members, unless a Special Resolution is required pursuant to the ONCA or pursuant to the Bylaws.

1.14 Minutes

(a) Minutes of all proceedings at Meetings of the Members, Board of Directors, and all committee and task force meetings shall be recorded and filed at LSTAR's head office.

(b) Minutes of the Meetings of the Members and Board of Director meetings shall be made available to the Members on request.

(c) Minutes that have been posted on LSTAR's website shall be deemed to have been made available to Members for the purposes of this section.

1.15 Dissolution of LSTAR

Upon dissolution of LSTAR and after payment of all its debts and liabilities, any remaining assets shall be given to such charitable or other organizations whose objects are beneficial to the community, and as may be allowed by ONCA.

SECTION 2 – BYLAW AMENDMENTS

2.1 Bylaw Amendment

(a) All amendments to the Bylaw become effective from the date of approval by the relevant body (membership or Board), unless otherwise provided for within the resolution.

(b) Subject to ONCA, a Bylaw may be made, amended, or repealed in the following ways:

(i) **Member-Submissions**: A Member in Good Standing may be able to submit a proposed resolution to the membership.

(ii) **Board Authorized Amendments**: The Board may, by ordinary resolution, make changes to the Bylaws as it deems appropriate. These changes are effective immediately upon approval by the Board but must be presented to the Members at the next Meeting of the Members. At this meeting, the Members can confirm, reject, or modify the Bylaw changes by ordinary resolution. If the changes are not presented to the Members or are rejected, they cease to be effective.

(c) The Chief Executive Officer is authorized to correct section and sub-section designations, punctuation, cross- references and to make such other technical conforming changes including date adjustments as may be necessary to reflect the intent of these resolutions.

2.2 Invalidity of any provisions of this Bylaw

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

SECTION 3 - MEMBERSHIP

3.1 Classes of Membership

There shall be two classes of Membership in LSTAR, namely:

(a) **Individual Members** - individuals who are registered as Brokers or Salespersons under RECO; and

(b) **Firm Members** - Organizations that are registered as Brokerages under RECO.

3.2 Eligibility for Membership

Membership may be available to those individual and firm applicants who:

(a) Meet the qualifications established in this Bylaw, as well as the Policies of LSTAR;
(b) Submit an application in the form required by LSTAR;
(c) Execute any agreements or undertakings required by LSTAR;
(d) Agree to be bound by and comply with the Bylaws and Policies of LSTAR, OREA and CREA;
(e) Agree to be bound by and comply with the RECO Code of Ethics and the REALTOR® Code;
(f) Agree to pay all membership dues, fees and assessments as required by LSTAR, including any arrears that may be owing to LSTAR at the time of application for membership.
(g) For Individual applicants, at the time of application, must be endorsed by a Firm Member in Good Standing.
(h) For Firm applicants, at the time of applying, provide in writing:
    (i) the Firm's legal name,
    (ii) the name under which it is registered (if different from the legal name),
    (iii) the names and addresses of the partners, directors, officers, and shareholders, as applicable, and
    (iv) the name and address of the person designated as its Broker of Record.
(i) Have completed all required courses as determined by LSTAR.

3.3 Membership Obligations

3.3.1 All Members

In order to maintain membership in LSTAR, all Members must:

(a) agree to be bound by and comply with the Bylaws, Rules and Policies of LSTAR, OREA and CREA;
(b) agree to be bound by and comply with the RECO Code of Ethics and the REALTOR® Code;
(c) pay all membership dues, fees and assessments as required by LSTAR including any arrears that may be owing to LSTAR at the time of application for membership.

3.3.2 Individual Members

In addition to the requirements in 3.3.1 above, Individual Members must:

(a) be Members in good standing of OREA and CREA;
(b) complete such courses of education as may be determined from time to time by LSTAR; and
(c) be employed by a Firm Member, who is in Good Standing, to trade in real estate on its behalf;
(d) within 10 calendar days advise LSTAR of any change in registration status or Firm Member affiliation.

3.3.3 Firm Members

In addition to the requirements in 3.3.1 above, a Firm Member must:

(a) have a Broker of Record who is an Individual Member and who has completed such courses of education as may be determined from time to time by LSTAR;

(b) Upon applying for membership, provide notice in writing to LSTAR of the Firm's legal name, the name under which it is registered (if different from the legal name), the names and addresses of the partners, directors, officers, and shareholders, as the case may be, and the name and address of the person designated as its Broker of Record;

(c) Within 10 calendar days, notify LSTAR of any corporate changes as set out in LSTAR policy;

(d) not employ any Salesperson or Broker registered under RECO to trade in real estate on its behalf and who is working within the jurisdictional area of LSTAR unless that person is a Member in Good Standing of LSTAR;

(e) Ensure that every partner or director, as the case may be, registered under RECO and trading within LSTAR's jurisdictional area, shall be a Member consistent with its RECO registration.

3.4 Dispute Resolution Mechanism

If a dispute or controversy among Members, Directors, Officers, or committee members of LSTAR arising out of or related to ONCA, the Bylaws or Policies, or out of any aspect of the activities or affairs of LSTAR is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution outlined in LSTAR Policy.

3.5 Membership Rights and Privileges

3.5.1 Individual Members in Good Standing are entitled to:

(a) Receive any notices required by these Bylaws, or LSTAR Policies;

(b) Attend and speak at any Meeting of the Members;

(c) Vote on any resolution proposed at a Meeting of the Members;

(d) Request to review the minutes of meetings of the Board of Directors or Members (other than in camera sessions) and/or financial statements; and

(e) Put their names forward for election as a Director on the Board, subject to ONCA and the LSTAR Bylaw.

3.5.2 Firm Members are entitled to such rights and privileges as are determined by the Board of Directors from time to time, but are not eligible to vote.

3.6 Termination of Membership

3.6.1 Causes for Termination

Subject to any procedural fairness requirements in ONCA, membership will terminate:

(a) When the Individual Member dies;

(b) Upon the dissolution, bankruptcy or insolvency of a Firm Member;

(c) When the Member's registration under RECO is suspended or terminated or the Member otherwise loses qualification or ceases to meet the conditions of registration in accordance with TRESA;

(d) When the Member ceases to meet the conditions for Membership pursuant to the Bylaw or Policies of LSTAR;

(e) When the Member ceases to be a Member in Good Standing of OREA or CREA;

(f) When the Member is convicted of an indictable offence or an offence involving theft, fraud or moral turpitude while a Member;

(g) When the Member delivers written notice of resignation to LSTAR;

(h) When a Member's dues are not paid within a period specified by the Board of Directors for their payment. The Board may then determine the date on which the Member's membership terminates.

3.6.2 Firm Member Termination

(a) In addition to the grounds in 3.6.1, the Board may elect to terminate the membership of a Firm Member in the event of a change in ownership or control of the Firm Member.

(b) An Individual Member affected by the termination of a Firm Member for any reason may, within 30 days of such termination, apply to the Board to have the Member's registration transferred to another Firm Member;

(c) The membership of an Individual Member who does not make application under (b) above within 30 days shall be deemed to have terminated and the Individual Member must re-apply for membership. In such case, the Board in its sole discretion may waive all or a portion of the dues and fees payable for such application.

3.6.3 Breach of OREA, CREA and/or LSTAR Articles, Bylaws and/or Policies.

(a) If a Member is found to have violated the Articles, Bylaws, or Policies of OREA, CREA, or LSTAR, their membership may be terminated if the breach justifies such action.

(b) If a Member fails to comply with a decision made by a Professional Standards body, approved by the Board, their membership may be terminated if deemed appropriate.

(c) The process shall be fair, reasonable, and in compliance with the Professional Standards procedures outlined in LSTAR's Policies, ensuring the Member is afforded due process.

3.6.4 Disciplinary Action and Suspension/Termination of Membership

(a) A Member may be subject to disciplinary action for violating LSTAR Articles or By-laws. Disciplinary action may be determined either by an LSTAR Professional Standards body or the Board of Directors.

(b) An LSTAR Professional Standards body shall have the authority to impose general sanctions, in accordance with LSTAR's approved disciplinary policy and procedures, provided such measures do not involve suspension or termination of membership.

(c) Where an LSTAR Professional Standards body determines that a situation warrants suspension of services or termination of membership, it must refer the matter and its recommendation to the Board for consideration and final decision.

(d) In all cases where disciplinary action is taken or where suspension or termination of membership is being considered, the Member shall be provided with at least fifteen (15) days' written notice setting out the reasons for the proposed action. The Member may submit a written response to the Professional Standards body or the Board, as applicable, opposing the action, provided it is received at least 5 days before the end of the notice period. The Professional Standards body or the Board, as applicable, will consider the Member's submission before making a final decision

3.6.5 Transfer of Membership

Subject to 3.6.2 (b) and (c) all rights and privileges of membership, are not transferable. All rights and privileges of membership cease when membership is terminated.

SECTION 4 – MEMBERSHIP DUES, FEES AND ASSESSMENTS

4.1 Establishing Dues, Fees and Assessments

All membership dues, fees and assessments shall be established by the Board from time to time and shall be payable in such amounts, at such times, and subject to such conditions as the Board shall decide, in accordance with LSTAR Policy.

4.2 OREA and CREA Dues

In addition to the payment of the dues, fees and assessments noted above, all Members who are required to do so, shall pay to LSTAR and LSTAR shall remit to OREA and CREA respectively, the annual OREA and CREA dues as well as any fees or assessments of OREA or CREA in the amounts as prescribed by OREA and CREA from time to time.

SECTION 5 – MEETINGS OF THE MEMBERS

5.1 Annual Meeting

The Annual Meeting shall be held each calendar year, not more than 15 months after the previous Annual Meeting, at such time and place in LSTAR's jurisdiction as may be determined by the Board of Directors.

5.2 Special Meeting

A Special Meeting may be called:

(a) By the Board, on its own initiative; or

(b) Upon the written request by at least 10% of the Members in Good Standing.

5.3 Notice of Meetings

(a) Notice of the time and place of any Meeting of the Members shall be given not less than ten (10) days and not more than fifty (50) days before the date of the meeting.

(b) The notice shall be in written or electronic format, and shall be communicated by regular mail, courier, facsimile, personal delivery, e-mail, or other electronic means to each Individual Member in Good Standing at their last known address as shown in the records of LSTAR. The notice shall also be sent to the Directors and the auditor.

(c) The inadvertent omission to notify any Members or other persons, or the non-receipt of such notice by any Member or other person, shall not invalidate the proceedings at any such meeting.

(a) Anyone entitled to a Notice of Meeting of the Members may waive notice, and attendance of the Member at the meeting is a waiver of notice of the meeting.

5.4 Persons Entitled to Attend

The only persons entitled to be present at a Meeting of the Members shall be Members in Good Standing, Directors and Officers of LSTAR, the auditor, LSTAR's legal counsel, the Chief Executive Officer, and other LSTAR staff as is necessary. Any other person may be admitted only on the invitation of the Chair of the meeting or by Ordinary Resolution of the Individual Members in Good Standing at the meeting.

5.5 Electronic Meetings and Participation by Members

The Board may, at its sole discretion, decide to hold a Meeting of the Members entirely by telephonic or electronic (TE) means, or in combination with in-person attendance. Members attending by TE are deemed to be present in person and may vote through the process provided by LSTAR.

5.6 Quorum

(a) A quorum for the transaction of any business at any Meeting of the Members shall be at least five (5) percent of Individual Members in Good Standing, whether present in person, by proxy, or TE (if permitted).

(b) If a quorum is present at the opening of a Meeting of the Members, the Members may continue with the business of the meeting even if the quorum is not maintained throughout.

5.7 Voting

(a) Unless required by ONCA or this Bylaw, all resolutions shall be passed by ordinary resolution.

(b) Pursuant to ONCA, any matter requiring a Special Resolution shall be passed by at least 2/3 of the votes cast.

(c) At the discretion of the Chair, any resolution at a Meeting of Members shall be decided by a show of hands, electronic vote or secret ballot.

(d) Every Member in Good Standing who is present, in person, by proxy or electronically, shall have one vote.

5.8 Proxies

Subject to ONCA, a Member in Good Standing may, by written proxy, appoint a proxyholder to attend and act at a specific Meeting of the Members, in the manner and to the extent authorized by the proxy, subject to the following:

(a) the proxyholder must be a Member in Good Standing at the meeting.

(b) a Member may only hold one proxy and may do so only for one other Member in Good Standing.

(c) the proxy must be executed by the Member on the form provided by LSTAR and delivered in the manner established in LSTAR Policy.

(d) a Member may revoke a proxy prior to the meeting in the manner established in LSTAR Policy.

5.9 Auditor

The Members in Good Standing shall, at the Annual Meeting, appoint an auditor who will hold office until the next Annual Meeting, and if no such appointment is made, the auditor in office shall continue in office until a successor is appointed.

5.10 Chair

(a) The Chair of the Board shall preside over all Meetings of Members. In the Chair's absence, the Chair-Elect shall assume the role of the Chair.

(b) If both the Chair and Chair-Elect are absent, the Members present either in person, by proxy, or TE (if permitted) may choose any other Director to act as Chair.

(c) If no Director is present, or if all Directors present decline to act as Chair, the Members in Good Standing present either in person, by proxy, or TE (if permitted) may choose any Member in Good Standing present at the meeting to act as the Chair.

SECTION 6 – BOARD OF DIRECTORS

6.1 Composition of the Board of Directors

The stewardship of LSTAR shall be vested in a Board of Directors of ten (10) individuals comprised of:

(a) The following individuals who shall hold office as of right:
   (i) **Immediate Past Chair.** The individual who served as Chair in the preceding year. If that person is unable to serve, the position will be offered, in reverse chronological order, to each previous Past Chair, starting with the most recent.
   (ii) **Chair**. The individual who was Chair-Elect in the preceding year.

(b) A Member of the Commercial Committee, appointed by the Board;

(c) Seven (7) individuals who are elected by the membership, acclaimed or appointed in accordance with this Bylaw and LSTAR Policies.

6.2 Restrictions on Composition

(a) The Board of Directors shall include at least three (3) Directors who are Brokers of Record and three (3) Directors who are Salespersons or Brokers.

(b) If possible, the composition of the Board set out in 6.1 shall include a Director as recorded on the LSTAR membership management system, who is on the roster of a Brokerage or a Branch office with a physical address in St. Thomas, Ontario.

(c) Not more than two (2) Individual Members who are employed by or are partners or directors of the same Firm may serve as Directors at the same time.

(d) Notwithstanding (c) above, if a sitting Director, during the course of the Director's term, becomes non-compliant with (c), the Director may complete their term.

6.3 Qualifications of Directors

To qualify for election as a Director and throughout each Director's term, the person must:

(a) Not be disqualified by virtue of ONCA.

(b) Be an Individual Member, who has been in Good Standing, for the 12 months leading up to and including the election date, being the AGM.

(c) A new Individual Member who has transferred from another local real estate association to LSTAR shall also qualify, provided they were in Good Standing with their previous association for the 12 months leading up to and including the election date, being the AGM.

(d) Not have been convicted of a criminal offence involving fraud or moral turpitude.

(e) Have the qualifications established by the Board of Directors for Director candidates from time to time, based on skill sets relevant to the competent stewardship of LSTAR; and,

(f) If elected/acclaimed/appointed, complete the leadership courses as set out in LSTAR Policy, within 90 calendar days.

6.4 Duties of Directors

The Directors may do all things as permitted by ONCA, the Bylaw, LSTAR Policies, or as allowed by the Laws of, or any Act, in Ontario.

6.5 Amendment to Board Policy

Subject to ONCA, the Board may adopt, amend, or repeal Board policies (inc. procedures) by simple majority vote, provided they are consistent with the Bylaws.

6.6 Terms of Office

All Director terms are two (2) years from the date they take office.

6.7 Term Limits

(a) Subject to the provisions of this section, Directors cannot serve more than three (3) consecutive two-year terms, except as provided in clause 6.7(b).

(b) Notwithstanding clause 6.7(a), a Director who is elected to serve as Chair may serve one additional two-year term as a Director for the purposes of fulfilling their duties as Chair.

(c) A Director who has been off the Board for at least two (2) years after having served for three (3) consecutive two-year terms may run again as if the person were sitting for the first time.

6.8 Election of Directors

(a) Director elections shall be held each year, at the Annual Meeting.

(b) Each Member in Good Standing is entitled to carry one vote at the Director election.

(c) The election process shall be administered by the Nominating Committee, or as otherwise determined by the Board of Directors, in accordance with the Board Nomination and Election Policy.

(d) An elected or acclaimed Director will assume their role on January 1st.

6.9 Loss of Qualification and Removal of Directors

A Director may cease to hold office under the following circumstances:

(a) **Automatic Removal** – A Director is automatically removed from office when they:

  (i) Die;

  (ii) Resign by delivering a written resignation to the Chair or the Chief Executive Officer;

  (iii) Makes an assignment for the benefit of creditors, become bankrupt or insolvent, or take the benefit of any statute for bankrupt or insolvent debtors;

  (iv) Are found by a court to be incapable of managing property.

(b) **Loss of Qualification** – A Director may become disqualified from continuing in office if they:

  (i) Breach the qualifications set out in section 6.3 of the Bylaw;

  (ii) Cease to be a Member or a Member in Good Standing;

  (iii) Have their registration under RECO suspended or terminated;

  (iv) Fail to take the oath of office or sign the Code of Conduct.

(c) **Board Recommendation for Removal** – Where a Director is disqualified under clause (b), or otherwise acts in a manner inconsistent with the Bylaws or the organization's Code of Conduct, the Board may, by resolution, recommend that the Director be removed from office. The Board may also suspend the Director from committee duties or officer roles pending further action but may not remove the Director from the Board.

(d) **Removal by Members** – A Director may only be removed from the Board by an Ordinary Resolution passed by the Members at a Special Meeting called for that purpose, in accordance with ONCA.

(e) **Notice and Opportunity to Respond** – The Director who is the subject of a removal recommendation under this section shall be given notice of the Special Meeting and an opportunity to respond before a vote is held.

6.10 Vacancies

If a vacancy occurs as a result of any of the foregoing reasons, the Directors remaining in office may exercise all of the powers of the Board of Directors provided that a quorum is sustained. The Board of Directors may fill a vacancy for the balance of the term:

(a) by appointing a qualified person; or

(b) by recommending that a qualified person be elected by the membership in accordance with this Bylaw.

6.11 Remuneration of Directors

Directors shall serve without remuneration except for any honoraria established by the Board in Policy and shall not directly or indirectly receive any profit from their position as such, provided Directors may be paid reasonable expenses incurred by them in the performance of their duties.

SECTION 7 – MEETINGS OF THE BOARD OF DIRECTORS

7.1 Calling of Meetings

(a) The Board of Directors shall meet as often as deemed necessary by the Chair but in no event less than four (4) times annually;

(b) A meeting may be called by the Chair, Chair-Elect, or any three (3) Directors;

(c) All meetings shall take place at the time specified in the call, at such place as determined by the Chair.

7.2 Notice of Meetings

(a) Notice of the time and place for a Board meeting may be communicated to each Director in any manner not less than three (3) days before the meeting.

(b) Notice of a meeting is not required if all of the Directors are present, and none object to the meeting, or absent Directors have waived notice or have otherwise consented to the meeting.

(c) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

(d) If the Board holds a meeting immediately after an Annual Meeting, no notice is required, provided a quorum of the sitting Directors are present.

7.3 Form of Meeting

(a) Any meeting of the Directors may be held in person, by teleconference or by other electronic means, including but not limited to video conference and Internet-based real-time conference facilities, upon the call of the Chair.

(b) With the permission of the Chair, any Director may participate in a meeting in person, or by TE means. A Director participating in a meeting by such means is deemed to be present at the meeting.

7.4 Voting

(a) Except as otherwise required, every resolution at a meeting of the Directors shall be decided by a majority of votes cast by the Directors present.

(b) Each Director has one vote.

(c) The Chair may vote but is not entitled to a second or tie-breaking vote.

7.5 Quorum

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

(b) Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum.

7.6 Resolution in Writing

Any resolution signed by all the Directors is as valid and effective as if it had been passed at a duly called and constituted meeting of the Board of Directors.

SECTION 8 - OFFICERS

8.1 Appointment of Officers

The Board may designate the Officers of LSTAR, appoint Officers on an annual or more frequent basis, specify their duties and, subject to ONCA, delegate to such Officers the power to steward the affairs of LSTAR. All Officers must be Directors, with the exception of the Chief Executive Officer.

8.2 Officer Positions and Terms

(a) There shall be the following Officers: Chair, Immediate Past Chair, Chair-Elect, Chief Executive Officer and such other Officers as the Board may from time to time establish.

(b) All Officer terms (except the Chief Executive Officer) shall be for one (1) year or until their successors are elected or appointed.

8.3 Officer Qualifications

(a) All Officers (except the Chief Executive Officer) must be Directors and Members in Good Standing.

(b) A candidate for Chair-Elect must be a sitting Director who has completed at least one (1) year in their first term OR have served as an LSTAR Director within the past three (3) years.

8.4 Election/Acclamation of Officers

(a) After the Annual Meeting and before the next fiscal year, the then sitting Directors will elect a Chair-Elect from among those who will continue to serve on the Board, in accordance with LSTAR Policy.

(b) All elections and acclamations will take effect on January 1 each year.

8.5 Vacancies

If the office of any Officer becomes vacant, the Board may appoint a qualified person to fill such a vacancy, which shall take effect as determined by the Board.

8.6 Description of Offices

The Officers shall have the following duties and powers, the details of which may be modified, restricted or supplemented by the Board in LSTAR policy:

(a) **Chair** - When present, the Chair shall preside at all meetings of the Board of Directors, and of the Members, and shall ensure that the provisions of the Bylaw and policies are enforced. The Chair shall also be an ex-officio Member of any Board committee and shall have such other duties and powers as the Board may specify.

(b) **Chair-Elect** - If the Chair is absent or is unable or refuses to act, the Chair-Elect, shall, when present, preside at all meetings of the Board of Directors and of the Members. The Chair-Elect shall have such other duties and powers as the Board may specify.

(c) **Immediate Past Chair** - The Immediate Past Chair shall have such duties and powers as the Board of Directors may specify.

8.7 Chief Executive Officer

(a) The Chief Executive Officer shall be employed by LSTAR and report to the Board; and,

(b) The Chief Executive Officer shall have operational authority over the day-to-day management and activities of LSTAR's business and shall have other duties and powers as the Board may specify in Policy.

SECTION 9 – COMMITTEES

9.1 Creation of Bodies

The Board may create any committee, task force, or other advisory body as it deems appropriate and establish their mandates..

SECTION 10 – LIABILITY AND INDEMNITY OF OFFICERS AND DIRECTORS

10.1 Limitation of Liability

(a) Every Director and Officer of LSTAR, in exercising their powers and discharging their duties shall:

  (i) act honestly and in good faith with a view to the best interests of LSTAR and

  (ii) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

(b) Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for any loss, damage or expense happening to LSTAR through the insufficiency or deficiency of title to any property acquired for or on behalf of LSTAR, or for the insufficiency or deficiency of any security in or upon which any of the monies of LSTAR shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of LSTAR shall be deposited, or for any loss occasioned by an error of judgment or oversight on the part of the Director, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the Director's office or in relation thereto.

10.2 Indemnity

LSTAR shall indemnify a Director or Officer, a former Director or Officer, and the Director's heirs and legal representatives against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, or administrative action or proceeding to which the Director is made a party by reason of being or having been a Director or Officer of LSTAR, if:

(a) The Director acted honestly and in good faith with a view to the best interests of LSTAR; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director had reasonable grounds for believing that the Director's conduct was lawful.

LSTAR shall also indemnify such person in such other circumstances as the Act permits or requires.

Nothing in this Bylaw limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

10.3 Insurance

LSTAR shall purchase and maintain insurance for the benefit of its Directors against any liability incurred by such Directors and Officers in their capacity as a Director or Officer of LSTAR.

SECTION 11 - MEMBERSHIP IN OREA AND CREA

11.1 Membership in OREA and CREA

LSTAR shall be a Member of OREA and CREA and by virtue of this membership all Members of LSTAR are deemed to be Members of OREA and CREA and shall be subject to their Bylaws, Rules and Policies.

SECTION 12 – REALTOR® CODE

12.1 Adoption

LSTAR hereby adopts CREA's REALTOR® Code, which is deemed to be part of this Bylaw.

12.2 RECO

If a complaint is forwarded to RECO, LSTAR shall be deemed to have enforced the corresponding section of the REALTOR® Code.

SECTION 13 – COMPLAINTS AND ARBITRATION

13.1 Complaints

Complaints received by LSTAR alleging violations of this Bylaw, the REALTOR® Code, MLS® Rules and Policies, or other policies and agreements affecting Members, shall be dealt with in accordance with LSTAR Policy.

13.2 Arbitration

Any dispute between Firm Members relating to the division, distribution or disposition of commission paid or to be paid shall be dealt with in accordance with LSTAR policy.

SECTION 14 – RULES OF ORDER

14.1 Order of Procedure

Where not otherwise provided for in ONCA or LSTAR's Bylaws, Policies or Standing Rules, for meetings, procedural issues at all LSTAR meetings shall be determined in accordance with the latest edition of "Robert's Rules or Order".

PASSED THIS 23 DAY OF June, 2025

_____ CHAIR

_____ CHIEF EXECUTIVE OFFICER