

Annual Meeting of Members (AMM)

Wednesday, October 29, 2025 | 7:00 p.m. to 8:30 p.m. (ET)

Rescheduled to Monday, November 10, 2025 | 7:00 p.m. to 8:30 p.m. (ET)

Dr. Carrie Bernard presiding

- Virtual participation details: Members and invited guests have received instructions delivered via email.
- From the end of the AMM business until 8:30 p.m.: Moderated question session. Send your questions now or after the meeting to amm@cfpc.ca.
- The order of business for the AMM follows:

Agenda item	Supporting materials	Decision(s)	Presenter
1. Call to Order and Land Acknowledgement	Meeting norms (page 2).		C. Bernard
2. Memorial Roll	Page 3-4.		C. Bernard
3. Minutes of Previous AMM	Page 5-10.	THAT the minutes of the CFPC annual meeting of members held 30 October 2024 be approved.	C. Bernard
4. Report of the Honorary Secretary Treasurer	a. Financial statements for the year ended 28 February 2025 (external link). b. Financial statements for the period ended 31 August 2025 (external link). c. Briefing note for the public accountant appointment decision (page 11- 12).	THAT Deloitte LLP be appointed as public accountant to audit the accounts of the CFPC for the 2026-27 fiscal year.	S. Funnell
5. Bylaw Amendment: Sustainable Approach to Membership Fees	a. Video message from the President and the CEO (external link). b. Briefing note (page 13-67).	THAT the amendment to Bylaw section 10.5, as detailed in briefing note, be approved.	C. Bernard
6. Report of the Nominating Committee	None. Board Director election results are announced during the meeting.		D. Cutts
7. Support for Authorization to Extend the Time for Calling the 2024–2028 CFPC AMMs	Briefing note (page 68-72).	(special resolution) THAT the members of the CFPC hereby support the Deputy Director’s authorization for the CFPC to extend the time for calling its 2024–2028 AMMs.	C. Bernard
8. Conclusion	The next AMM: November 4, 2026.		C. Bernard

Meeting Norms

We look forward to welcoming you to the College of Family Physicians of Canada (CFPC)'s 2025 Annual Meeting of Members (AMM). This year marks the fourth AMM that the CFPC will be hosting virtually on Lumi's secure platform. Participant microphones will be enabled for those who wish to contribute during discussion.

Understanding that we have limited time available for important discussions and many engaged voices, we will be instituting the following meeting norms to ensure respectful, fair, and optimal participation conditions for all members in attendance:

- Arriving a few moments early is encouraged, to ensure any tech related disruptions can be quickly resolved with the Lumi support team at support-ca@lumiglobal.com.
- If you plan on contributing to discussion, please ensure you connect to the meeting in a quiet environment with stable Internet that is as free of background noise as possible.
- Participants are asked to direct questions and comments to the chair (and not the topic presenter), and to wait for chair acknowledgement before speaking.
- Each discussion participant will have a maximum of 90 seconds, with a visible timer projected on the meeting screen. A visual reminder will be provided as the timer counts down, and the participant's microphone will be muted once the time expires. An opportunity to speak a second time would be granted only after everyone has had a chance to speak, and the chair reserves the right to allow additional chances to speak as necessary.
- A speaker list will be maintained by the chair, or their designate, who:
 - will try to ensure that anyone with a raised hand has their point addressed.
 - may, at any time, choose to amend the order of speakers to ensure different perspectives are presented while respecting time.
- Restating or reiterating a previously presented point is strongly discouraged.
- A safe and respectful environment is encouraged at all times.
- Amendments to motions presented on the agenda or main motions made from the floor relating to corporate issues or by-law amendments, for example, are not in order at the AMM.
- Voting will be done using Lumi's secure platform, in compliance with the *Canada Not-for-profit Corporations Act*.
- Typed messaging will not be available during this meeting. Members with outstanding questions following the close of the AMM are encouraged to communicate with us at amm@cfpc.ca.

CFPC members in good standing will receive personalized instructions on how to participate. AMM observers will receive a separate link to join with no voting privileges.

I look forward to an engaging AMM.

Carrie Bernard, MD, MPH, CCFP, FCFP
CFPC President, and 2025 AMM Chair



Memorial Roll

CFPC members who died between October 1st, 2024, and August 31, 2025

Last Name	First Name	Province or State
Bothamley	William	Washington
Bowden	Helen	Alberta
Brennan	Michael James	Arizona
Carlson	Glen C.	British Columbia
Cassin	Stanley B.	Alberta
Cooper	Alfred J.	Ontario
Curtis	Donald D.	Ontario
Dodek	Morton	British Columbia
Duplain	Rejean	Quebec
Echlin	Thomas H.	Ontario
Eustace	Dominic	British Columbia
Garneau	Sara	Quebec
Gordon	Alfred	Nova Scotia
Hall	Pippa	Ontario
Hamm	Rudy W.	British Columbia
Haswell	Dorothy E.	Ontario
Henwood	Beverley L.	Texas
Hrushovetz	Semeon B.	Manitoba
Keltz	Irwin	Ontario
Khandelwal	Ajai	Manitoba
King	J. Barry	New Brunswick
Klepsch	Rondy	British Columbia
Lam	Anthony K.S.	Alberta
Liboiron	Gilles	Quebec
MacDougall	W. Gregory	British Columbia
Mark	Patricia	British Columbia
McGowan	Angus	Manitoba
McNeil	Maitland J.	Saskatchewan
Mickus	Vytautas A.	Ontario
Moffatt	Alexander J.	Ontario
O'Neill	Patrick Joseph	Alabama
Parsons	William D.	Quebec

Last Name	First Name	Province or State
Patey	Paul	Newfoundland and Labrador
Pecina	Filomena P.	Ontario
Popick	Dallas G.	Saskatchewan
Rice	Patrick	Manitoba
Rose	Lewis C.	Texas
Rubenzahl	Sam	Ontario
Saunoris	Algimantas	Ontario
Scholten	Renier	Ontario
Shearer	Robin S.	Ontario
Smialowski	Michal	British Columbia
Smith	John R.M.	Manitoba
Spring	Lawrence R.	Manitoba
Stanton	William T.	Ontario
Swanson	J. Graham	Ontario
Thomson	Brent R. J.	Manitoba
Wahby	Robert	Ontario
Walton	Sarah	Alberta
Webb	Ronald B.	Ontario
Webb	David	Alberta
Welton	Richard C.	Washington
Whittle	Michael R.	British Columbia
Wiebe	Arthur	Ontario
Winn	Peter A. S.	Oklahoma
Yudin	Howard S.	New York
Zuliani	Preston A.	Ontario



Minutes (Draft)
AMM (Annual Meeting of Members)
Held virtually October 30, 2024

Participation:

- 36,593 CFPC members were invited to vote
- 135 members participated by proxy in advance of the meeting
- 233 attendees joined:
 - 140 were voting members
 - The remaining attendees were non-voting, including: Members (Learners, Non-Practising, Associate); CFPC National and Provincial Chapter Staff; and Contracted support staff

1. Call to Order and Land Acknowledgement

Mike Green, CFPC President and meeting chair, called the Annual Meeting of Members (AMM) to order at 7pm ET and welcomed members. Each speaker shared an acknowledgement of the traditional land from which they joined the meeting.

2. Memorial Roll of CFPC Members

Members in attendance remembered colleagues who died between October 1, 2023 and September 30, 2024. Their names were included in the meeting materials. Brian Hutchison and Sarah Kredentser were recognized as CFPC champions.

3. Minutes of Previous AMM

The minutes were pre-circulated. M. Green provided an update on the action item to review and report back on life member class concerns. The CFPC is awaiting the results of its application to the court regarding the member class issue before the known fee structure and voting privilege issues can be re-considered.

Moved and seconded

THAT the minutes of the CFPC AMM held virtually on November 1, 2023, be approved.

Carried

4. Report of the President

The Annual Report was pre-circulated, and members were encouraged to attend the State of the College Address at the Family Medicine Forum.

5. Report of the CEO

Mike Allan, CEO, and Lennie Lalla, Deputy CEO, shared updates on the current work of the CFPC.

6. Report from the Honorary Secretary-Treasurer

Sarah Cook, Honorary Secretary-Treasurer, presented the report including the pre-circulated financial statements and briefing note outlining the public accountant appointment.

Moved and seconded

THAT Deloitte LLP be appointed as public accountant to audit the accounts of the CFPC for the 2025-26 fiscal year.

Discussion:

- The CFPC engages a public accountant for three years before contemplating an extension with the existing provider or moving to a request for proposal process to explore new service providers. Members approve the appointment annually.

Carried

a. Financial Statements for the Year Ended February 29, 2024

The pre-circulated financial statements were presented.

b. Financial Statements for the period ended August 31, 2024

As part of the terms to extend the time to call the AMM, the Canada Not for Profit Corporations Act (NFP Act) requires that the most recent unaudited quarterly financial statements, which are for the six months ended August 31, 2024, be provided to members. These were pre-circulated with the agenda package, and a summary was presented.

7. Report of the Nominating Committee

Christie Newton was recognized for completing service on the Board of Directors.

Danielle Cutts, Chair of the Nominating Committee, announced the results of the election and reported that 414 members participated. The 2024-25 Board of Directors was introduced:

- Alykhan Abdulla, Director-at-Large (continuing his term)
- Carrie Bernard, Director holding the office of President (acclaimed)
- Magaly Brodeur, Director-at-Large (re-elected for an additional 3-year term))
- Sarah Cook, Director holding the office of President Elect (newly elected)
- Amanda Condon, Director-at-Large (re-elected for an additional 3-year term))
- Helen Cuddihy, Director-at-Large (continuing her term)
- Sarah Funnell, Director holding the office of Honorary Secretary-Treasurer (newly elected)
- Michael Green, Director holding the office of Past President (acclaimed)
- Sarah Lespérance, Director-at-Large (newly elected)
- Meenakshi Natarajan, Director-at-Large (continuing her term)
- Avik Nath, Director-at-Large (continuing his term)
- Yan Yu, Director-at-Large (continuing his term)

8. Member Recognition

Each outgoing Committee Chair as noted below was recognized for their commitment:

- Tom Berekoff (British Columbia) Board of the Foundation for Advancing Family Medicine (FAFM)
- Kiran Dhillon (British Columbia) First Five Years in Family Practice
- Lisa Graves (Ontario) Committee on Examinations – Family Medicine
- Emmanuel Hébert (Nova Scotia) Section of Residents Council
- Sonya Lee (Alberta) Co-chair, Triple C Data Oversight Committee
- Andries Muller (Saskatchewan) Chapter Elected Leaders
- Dominique Pilon (Quebec) Board of Examinations and Certification
- Paul Sawchuk (British Columbia) Honours and Awards Committee
- Katherine Stringer (Nova Scotia) Family Medicine Specialty Committee
- Ross Upshur (Ontario) Ethics Committee
- Jobin Varughese (Ontario) Section of Teachers
- Keith Wycliffe-Jones (Calgary) Postgraduate Education Committee

The following new committee chairs, effective as of the close of the AMM, were welcomed:

- Douglass Dalton (Quebec) Committee on Examinations – Family Medicine,
- Tim Holland (Nova Scotia) Ethics Committee,
- Frank Martino (Ontario) Board of the Foundation for Advancing Family Medicine (FAFM)
- Kendall Noel (Ontario) Board of Examinations and Certification
- Steve Scales (Prince Edward Island) Chapter Elected Leaders
- Anna Schwartz (Manitoba) First Five Years in Family Practice Committee

9. Support for Authorization to extend the time for calling the 2024-2028 CFPC AMMs

M. Green introduced the pre-circulated briefing note. Members agreed at the 2020 AMM to change the CFPC's fiscal year end from the end of May to the end of February. Following this change, the CFPC's tradition of holding the AMM in the fall, the preferred time to ensure optimal member attendance, now falls outside of the NFP Act's requirement of holding the meeting within six months of year end. The CFPC applied for an exemption and has received authorization to extend the time of calling the meeting to November 15, up until the 2028 AMM. Member support is required, annually, to validate the exemption.

Moved and seconded

THAT the members of the CFPC hereby support the Deputy Director's authorization for the CFPC to extend the time for calling its 2024 - 2028 AMMs.

Discussion:

- The CFPC's fiscal year-end changed for clarity of reporting. Prior to the change, financial statements were difficult to review and understand given that the revenue and expense cycles did not align.
- The annual audit process is extensive, taking five to six months to complete. Statements are made available as soon as possible, likely not sooner than August. This is compliant with the NFP Act.

Carried

10. Question and Answer (Q&A) Session

The following questions were raised and responded to:

- The CFPC will not be continuing the Besroux Centre for Global Family Medicine. This difficult decision followed significant consultation with the CFPC Board over many years, and the present fiscal situation provided more urgency to critically consider the Centre's annual average cost of \$500-750K. All international work was reviewed prior to this decision, and the FAFM Board was also involved. This was a difficult decision given there is pride and belief in the importance and impact of the work.
- The *Canadian Family Physician (CFP) Journal*, provided at no additional cost to members, is funded by advertising revenues (\$852K this past year) and is produced with a planned deficit. The CFPC is exploring the introduction of a publication fee as an additional source of revenue for this service.
- The CFPC's reserve balance is approximately \$21M. The Board and staff continue to consider aggressive cost-cutting measures to reach a level of sustainability that is not dependent on reserves.
- Regarding exam fee increases, the CFPC leadership and staff agree with concerns raised and there is focus on ensuring that members are supported as they transition to practice. The CFPC staff are committed and eager to re-consider all exam expenses, while ensuring exams remain fair and secure. During this time of exploration, exam fees will not increase beyond a cost-of-living adjustment annually, subsidized by membership revenue as needed.
- There is significant cost to running a professional organization and the members will soon need to consider increasing membership fees to sustain critical activities without depleting reserves. The CFPC is currently on target for a balanced budget in 2025-26. There will, however, come a time when

this approach of cutting costs to meet revenues will become unsustainable. M. Allan explained that other revenue sources are being explored, in addition to new approaches to member categories and associated value. Member input will be sought regarding the potential to introduce different fee levels for different service levels.

- In terms of member engagement, this is an area of continuous improvement for the CFPC. It is also a current trend with professional associations, as it is increasingly difficult to encourage members to attend annual meetings and support their associations' direction. The CFPC represents a professional home for members, and members need to help it prosper. Members in attendance were encouraged to reach out to the CFPC with ideas on how to best engage their colleagues, and to consider inviting a friend to join the meeting next year.
- One member noted that this year's election process was onerous, hindering otherwise willing participants to cast their votes. In terms of improvement in this area, by-laws need to be reconsidered for changes to be made, which requires increased member trust before approval will be considered.
- In terms of life membership, the membership class issue needs to be resolved before the CFPC Board can further consider the issue.
- Regarding strategy, the CFPC has significant issues to address before it can develop a comprehensive member-driven strategic plan, which resulted in the Board's recent approval of four short-term strategic priorities. The process for the next plan will start soon, the short-term priorities are in place until 2027 latest, and the consultation time to achieve the next strategic plan will take more than a year to complete. Members are encouraged to submit their advice and ideas to amm@cpfc.ca.
- One member raised the importance of increasing membership fees instead of increasing fees on services that directly affect the CFPC's resident members.

The meeting concluded at 8.30 pm ET, and M. Green thanked participants for their time.

The next meeting will be held on October 29, 2025.

Attachment 1: CEO and Honourary Secretary Treasurer report summaries:

CEO report:

- The CFPC is responding to member feedback and doing more with less.
- Leadership within the organization is stabilizing following a year of change.
- The short-term strategic priorities were introduced:
 - Core business principles (revenue generation and cost containment).
 - Emphasize membership meaningful value activities
 - Approach continual improvement in governance.
 - Support and foster desired organizational culture.
 - Through these priorities, the CFPC will work with collaborators on family physician workforce capacity (including IMG membership) and advocacy.
- These concerns are top of mind for the CFPC: Member classes, life member fee structure, and exam fees. We hope to resolve the member classes soon so change can occur to generate more value.
- Advocacy highlights were shared with recent successful “Hill Days.” The focus was compensation (amount and mode), admin burden, and support (teams) for primary care.
- The CFPC hosted physician wellness programming in May 2024. It was highly rated, and more is planned for the next event taking place April 3-6 2025.
- The CFPC will be launching a refreshed Mainpro+ platform in December. In response to member feedback, one of the goals of the updated platform is to simplify credit entry.
- A French Language Working Group has been constituted including representation from the CFPC Board of Directors, Chapters, and CFPC staff. The working group’s mandate over the next two years is to develop short- and long-term solutions to address gaps in French-language services at the CFPC.
- Members were thanked for their time and dedication to family medicine.

Honourary Secretary-Treasurer report:

- The 2024 report includes last fiscal year audit, the current budget, financial results for the six months ended August 31, 2024, member fees effective July 1, 2025, and the appointment of public accountant.
- Deloitte LLP provided an unqualified audit report for the year ended February 29, 2024.
- The finance team of the College were thanked for their dedication and quality work.
- A summary of surplus and deficits was shared, with the total actual deficit for 2023/24 of \$2.18M, lower than the originally budgeted \$5.15M. This variance is largely due to investment gains.
- The total deficit for the 2023/24 fiscal year of \$2,180,248 has been funded through reserves.
- For the year ending February 28, 2025, a deficit of approximately \$5.4M is projected. This deficit will be funded through reserves, as occurred for 2023/24, though of course this is not sustainable to continue long term. As such, the Board has directed that a number of changes be made to ensure the CFPC does not require reserve funding for ongoing operational budget for 2025/26 and beyond.
- A breakdown of the membership fee was presented.
- The unaudited financial results for the first half of this fiscal year were provided as a condition to hold the AMM more than six months after the fiscal year end (February 29). This is a Canada Not for Profit Corporations Act requirement. The CFPC is on track, and managing funds appropriately.
- The CFPC’s by-laws require member approval for changes to membership fees. No changes were proposed this year, despite inflation nearing 24% since the last increase in 2017. Given these revenue constraints, work is underway to reimagine the CFPC, including focusing on ways to decrease costs and increase efficiencies.

Attachment 1: CEO and Honourary Secretary Treasurer report summaries:

- Over the past five years the CFPC has cumulated a net deficit of \$6M. The 2025/26 fiscal year plan is to balance the budget and ensure the funding model is sustainable.
- As required by the Canada Not for Profit Act, the members must appoint a public accountant annually. The CFPC's existing engagement with Deloitte LLP continues to provide value with respect to their audit of the accounts of the CFPC.

For member decision

Agenda item	Report from the Honorary Secretary Treasurer: Appointment of public accountant
Purpose	To appoint the public accountant to audit the CFPC's accounts
Decision(s) to consider	<i>THAT Deloitte LLP be appointed as public accountant to audit the accounts of the CFPC for the 2026-27 fiscal year.</i>
Votes required	Ordinary resolution (simple majority)
Meeting date	October 29, 2025 November 10, 2025
Presenter(s)	Sarah Funnell, Honorary Secretary Treasurer, Finance and Audit Committee Chair

Problem / Issue definition

- The Canada Not-for-profit Corporations Act requires that members, at each Annual Meeting of Members (AMM), appoint a public accountant (PA) to hold office until the close of the next AMM. The CFPC engages the appointed PA at least six months before fiscal year ends, so members appoint the PA for the ensuing fiscal year.
- The CFPC's PA selection process involves issuing a request for proposals (RFP), with the selected bidder being engaged for a three-year term, and an option to extend the engagement for an additional two years. Members approve the appointment annually during the Honorary Secretary-Treasurer's report.
- Following the last RFP process seeking external audit services issued in 2022, Deloitte LLP was the successful bidder and was appointed as the PA by members to audit the CFPC's accounts, beginning with the 2022-23 fiscal year. The 2024-25 auditor's report marks the end of Deloitte LLP's initial three-year term.
- Last year, members appointed Deloitte LLP for the 2025-26 fiscal year, extending the engagement for the first of two additional years as allowable. The 2026-27 fiscal year marks the second year of the two-year extension.

Proposed action/Recommendation

- Deloitte LLP has continued to demonstrate knowledge and provide extensive audit experience. It is proposed again that the term be extended for the second and final additional year, and that the firm hold office until the close of the 2027 AMM.
- It is recommended that members appoint Deloitte LLP to audit the accounts of the CFPC for the 2026-27 fiscal year.

Other options considered

- None, Deloitte LLP was selected as the preferred provider following the last RFP.

Financial implications

- Deloitte LLP has agreed to audit the CFPC accounts for a fee of \$49,850 for 2026-27 plus administrative charges and taxes (2025-26 was \$48,400).

Risks

- None.

Benefits (if decision(s) approved)

- The established relationship with Deloitte LLP provides an environment to increase efficiency and understanding.

Consultation

- The CFPC's Finance Staff Team prepare and disseminate the RFP to engage a PA, providing support to the CFPC Board's Finance and Audit Committee in forming their recommendation to the CFPC Board.
- The CFPC Board approved this recommendation.

Next steps (if decision(s) approved)

- Plans will be established to conduct a review of the CFPC accounts, ensuring a report is provided to members in time for their annual meeting.
- At the 2027 AMM, Deloitte LLP will have completed their final year of the 2-year extension.
- The next RFP for external auditor services is planned for circulation in 2026, to engage bidders for services to begin for fiscal year 2027-28. Members will be asked to appoint the successful bidder resulting from this process at the 2026 AMM.

Attachment(s)

- None.

For member decision

Agenda item	Bylaw amendment: sustainable approach to membership fees
Purpose	To consider a Bylaw amendment to promote organizational sustainability by fixing membership fees to inflation (Statistics Canada’s Consumer Price Index (‘CPI’))
Decision(s) to consider	<i>THAT section 10.5 of the CFPC Bylaws be amended as follows: <u>The Members shall pay the annual College membership fees applicable to their class of membership, as determined annually by a majority vote of the Board. If the Board intends to increase the existing membership fees for any class or category of membership by an amount that exceeds the annual Canada Consumer Price Index (as published by Statistics Canada for July of each year), and rounded up to the nearest dollar, such proposed increase must be ratified by an Ordinary Resolution of the Members at the Annual Meeting before it becomes effective. Any increase to the annual membership fees becomes effective on July 1 of the ensuing calendar year. Such membership fees shall subsequently be ratified by a simple majority of the membership eligible to vote at the Annual Meeting. Membership fees shall be directed towards the cost of College programs and activities, as determined by the Board.</u></i>
Votes required	Ordinary resolution (simple majority)
Meeting date	October 29, 2025 November 10, 2025
Presenter(s)	Carrie Bernard, Board President

Problem / Issue definition

- [Access the brief video](#) introduction to this topic from C. Bernard, President, and M. Allan, CEO.
- Under the CFPC Bylaws, the Board annually determines changes to the national membership fee. The Board’s decision is then presented to the membership for ratification by ordinary resolution, requiring a simple majority (50 per cent+1) of those eligible to vote at the AMM.
- Membership fees have remained unchanged since 2017. Since then, inflation has risen by more than 25 per cent, meaning the costs to deliver high-quality programs and sustain self-regulation have grown. This accounts for a cumulative financial impact of approximately \$6M; a shortfall that necessitated extensive reduction to staff and programs. The CFPC is a lean organization, with considerably lower administrative costs compared to similar organizations.
- Throughout these cuts and changes, the CFPC has maintained essential services and strengthened advocacy for family physicians, ensuring the highest standards in training and certification. However, the CFPC cannot continue to sustain these services without additional financial support. If members do not approve a mechanism to gradually increase membership fees, the CFPC will no longer be able to sustain programs such as advocacy, the *Canadian Family Physician*, exam subsidies, or reduced fee options.
- The CFPC is asking members to approve linking membership fees to inflation with a revision to existing Bylaw section 10.5. Through this amendment, members will authorize the Board to:
 - increase membership fees annually, using the Consumer Price Index (CPI) as published by Statistics Canada in July of each year as a specified threshold, serving as a maximum automatic increase in any given year (i.e. no member approval is needed). If the Board proposes a fee increase more than the CPI, it must be approved ("ratified") by members at the AMM that occurs in the calendar year prior to the increase taking effect. This ratification would be done by ordinary resolution, requiring a simple majority (50 per cent+1) of those eligible to vote at the AMM.

- have the flexibility and discretion to: 1) not increase the fees in any given year; 2) increase the fees in an amount that is less than the specified threshold in any given year.
- set policies that provide for fee reductions or waivers, in recognition of individuals' different life circumstances.
- Budget stabilization is essential to maintain core functions as a self-regulating profession, responsibilities within Canadian healthcare, and member services like advocacy.

Proposed action / recommendation

- That members support the Board-recommended Bylaw amendment.

Other options considered

- This Bylaw amendment proposal relates only to membership fees and will not affect member voting rights or classes. These topics will be considered in future years.
- Refinements to the CFPC's operations continue. With the CEO and staff committed to finding efficiencies, stability found through automatic CPI increases will avoid further cuts to value, including capacity to champion excellence in family medicine.
- The CFPC has applied several techniques over many years to manage the gap between stagnant membership fees and rising expenses. The continued work and effectiveness of the CFPC to support standards and credentials while advocating for, supporting, and serving members, is at growing risk if this gap continues to spread.

Financial implications

- Fixing fees to the CPI will result in a range in revenue increase from year to year. For the membership year from July 1, 2026 to June 30, 2027, it is estimated that fees collected will increase by just over \$470K using the current year's projected number of members.
- The CFPC continues to use reserves in line with policy and ensures that member equity is not growing without strategic intention.

Risks

- The risk of membership fees growing quickly without members being properly informed is mitigated through the specified threshold, specifically referencing the CPI publicized in July of the previous calendar year. Any increase proposed beyond the CPI would require an ordinary resolution passed by a simple majority of the membership eligible to vote at the AMM before it could come into effect. This gives members control over any significant or unanticipated proposed fee increases.
- Declining purchasing power related to membership fees jeopardizes critical functions:
 - Upholding high standards of accreditation and credentials (CCFP, FCFP).
 - Growing advocacy for family physicians across Canada.
 - Advancing the specialty of family medicine notably through practice supports, continuing professional development, and research, honours, and awards.

Benefits (if decision(s) approved)

- Gradual, minor annual increases to membership fees will ensure the professional home of family medicine can continue to meet core self-regulatory obligations and member service needs while experiencing rising expenses.

Consultation

- The CEO has had several touchpoints with staff and members as this amendment was socialized between June and September. Specifically, townhalls were open to all members to discuss this proposal on:
 - May 12 at 6p.m. (ET) ([replay](#))
 - July 14 at 8p.m. (ET) ([replay](#))
 - September 3 at 6p.m. (ET) ([replay](#))

Next steps (if decision(s) approved)

- The Bylaws will be updated with the amended text above.
- The membership fees for the 2026/27 membership year would increase by 1.7 per cent (reflecting [Statistic Canada's CPI determined for July 2025](#)) and would be:
 - Practising class membership fee will be \$837 (up \$14 from \$823)
 - Practising class – resident physician membership fee will be \$104 (up \$2 from \$102)
 - First year in practice class membership fee will be \$433 (up \$8 from \$425)
 - Associate class membership fee will be \$104 (up \$2 from \$102)

Note: Fees do not apply to Learners (medical students), and those who are members but no longer in practice (and therefore do not need to report CPD). Residents are subject to fees (noted above).
- If the Board intends to increase the 2027/28 membership fees beyond the CPI, members will be notified and asked to approve such increases at the 2026 AMM. Otherwise, members will be notified via the 2026 annual treasurer report of the CPI that will be applied to the 2027/28 membership fees (as determined based on CPI of July 2026).
- The CFPC will formalize a fee reduction policy to enable it to offer reduced fees for eligible members, accessible through the membership renewal portal.

Attachment(s)

- The CFPC Bylaws (two versions: one with visible text change, and one clean version)
- If not already accessed above, [watch the video introducing this item here](#).
- See the Honorary Secretary Treasurer report for financial information, including how membership fee revenue is used.

**THE COLLEGE OF
FAMILY PHYSICIANS
OF CANADA**



**LE COLLÈGE DES
MÉDECINS DE FAMILLE
DU CANADA**

Bylaw No. 1

A Bylaw relating generally to the transaction of the business and affairs of

**THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/LE COLLÈGE DES MÉDECINS DE
FAMILLE DU CANADA**

CFPC Bylaws
with visible text change to section 10.5

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CFPC Bylaws
with visible text change to section 10.5

SECTION ONE - Interpretation

Definitions

- 1.1** “**Act**” means the *Canada Not-for-profit Corporations Act* [S.C. 2009, c.23], or any statute that may be substituted therefore, and the regulations to the Act, as from time to time amended.
- 1.2** “**Administrator**” means the administrative head of a Chapter.
- 1.3** “**Articles**” means the Articles of Continuance for the Corporation pursuant to the Act, and as may be amended from time to time by a special resolution of the Members.
- 1.4** “**Board**” means the National Board of Directors of the College of Family Physicians of Canada (CFPC).
- 1.5** “**Bylaw**” means this Bylaw and any Bylaw of the College in force and effect.
- 1.6** “**Chapter**” means a provincial/territorial Corporation having the same purposes as the College and established in accordance with Section Three (3) of these Bylaws.
- 1.7** “**Committee**” unless otherwise specified means any Committee, subcommittee, working group, or task force of the Corporation.
- 1.8** “**Corporation**” means the Corporation continued under the Act by the said certificate to which the Articles are attached and named, THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/ LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA. The Corporation may also be referred to as the College in these Bylaws.
- 1.9** “**Director**” means an elected Member of the Board.
- 1.10** “**Executive Committee**” means the Executive Committee of the Board, more specifically described in Section Seven of this Bylaw, and “**Executive**” means any Member of the Executive Committee of the College.
- 1.11** “**Executive Director**” means the person appointed by the Board to act as the chief executive Officer of the College.
- 1.12** “**In-Camera Meeting**” means a confidential Meeting of the Board or any of its Committees at which attendance is restricted to voting Directors/Committee Members plus others specifically invited by the Chair.
- 1.13** “**Meeting of Members**” means an Annual Meeting of Members or a Special Meeting of Members.
- 1.14** “**Member**” means a person assigned to one of the College’s classes of membership.
- 1.15** “**Ordinary Resolution**” as defined in the Act means a resolution passed by a majority of the votes cast on that resolution.
- 1.16** “**Officer**” means a person elected to one of the offices established by the Bylaws.
- 1.17** “**President**” means the Member elected as senior Officer and a designated spokesperson for the College.

1.18 “Regions” means the five (5) Regions of the College designated as follows: 1) British Columbia/Alberta, 2) Saskatchewan/Manitoba, 3) Ontario, 4) Québec, 5) Atlantic Canada.

1.19 “Section” means a group of College Members with common interests who form a Board-approved entity with an executive Committee representing them.

1.20 “Special Meeting” includes a Meeting of the Board or any class or classes of Members entitled to vote at an annual meeting other than a regularly scheduled Board meeting or annual meeting.

1.21 “Special Resolution” as defined in the Act means a resolution passed by not less than two-thirds of the votes cast on that resolution by the Members entitled to vote on such resolution at a Meeting of Members duly called for that purpose.

Interpretation and Bylaw Publication Languages

1.22 Interpretation

In these Bylaws where the context requires, words importing the singular include the plural and vice versa, and words importing gender include the masculine, feminine, and neuter genders.

1.23 Bylaw Publication Languages

The Bylaws of the College shall be printed in English and French and both language versions shall be equally authoritative.

General Provisions

1.24 Head Office

The Registered office of the College shall be located in Ontario.

1.25 Coat of Arms, Crest, Corporate Seal, and Logo

The College’s Coat of Arms, Crest, Corporate Seal, and Logo shall each exist in a form approved by the Board. The custody of the Corporate Seal shall be entrusted to the Executive Director or designate to be affixed to documents as directed by the Executive, the Board, or the President.

1.26 Robes of Office

The College shall possess robes, hoods, chains of office, pins, and other items of regalia to identify and distinguish Members of the College as determined by the Board.

1.27 College Motto

The College’s motto shall be: *Nostrum in Studiis Robur*— In Study Lies Our Strength.

1.28 Ethics

The Code of Ethics of the Canadian Medical Association (CMA) shall be adopted as the Code of Ethics of the College.

1.29 Equity and Diversity

The College and its Chapters, their Boards, Committees, Sections, their employees shall act in accordance with the College’s policies on equity and diversity.

1.30 Official Languages

English and French shall be the official languages of the College. The Board shall establish policies to guide the use of the official languages.

1.31 Rules of Order and Meeting Procedure

All Board Meetings, Annual or Special Meetings of Members, and Committee Meetings shall follow Canadian Parliamentary procedure, as described in Bourinot's Rules of Order.

Bylaws/Amendments

1.32 Make, Amend, or Repeal Bylaws

Subject to the Articles, the Board of Directors may by resolution, make, amend, or repeal any Bylaws that regulate the activities or affairs of the College. Any such Bylaw, amendment, or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The Bylaw, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

1.33 Special Resolution

Special resolutions apply to the following, as outlined in the Act: change the Corporation's name; change of the province in which the Corporation's registered office is situated; add, change, or remove any restriction on the activities that the Corporation may carry on; create a new class or group of Members; change a condition required for being a Member; change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group; divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group; add, change, or remove a provision respecting the transfer of a membership; increase or decrease the number of—or the minimum or maximum number of—Directors fixed by the Articles; change the statement of the purpose of the Corporation; change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation; change the manner of giving notice to Members entitled to vote at a Meeting of Members; change the method of voting by Members not in attendance at a Meeting of Members; or add, change, or remove any other provision that is required by the Act to be set out in the Articles.

1.34 Amendments by the Membership

Any ten (10) or more voting Members in good standing may propose, in writing, an amendment to the Bylaws by submitting the same to the Executive Director at least sixty (60) days prior to the meeting of the Members at which the same is to be considered.

1.35 Notice for Proposed Amendments

Notice of such a proposed amendment shall be communicated by the Executive Director to all Members, together with the time and place of the meeting, at least twenty one (21) days before the meeting at which the proposed amendment is to be considered.

1.36 Amendments and the Bylaws Committee

Every proposal to amend the Bylaws, shall be referred to the Bylaws Committee which, in consultation with the proposer, shall amend any such proposal to the extent necessary to satisfy legal

requirements and to ensure that any proposed amendment is not inconsistent with any other provision of the Bylaws not intended to be amended.

1.37 Amendment and Board Referral

Any amendment originating by way of these Bylaws shall be referred to the Board for its consideration, which may, in consultation with the Bylaws Committee, make such revisions to the proposed amendment as it thinks advisable.

SECTION TWO - Affairs of the Corporation

2.1 Financial Year

Until changed by the Board, the Financial Year of the Corporation shall end on the last day of February in each year.

2.2 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of President or Executive Director, and the other of whom holds one of the said offices or the office of Secretary Treasurer, or any other office created by Bylaw or by the Board. In addition, the Board or such two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing Officer may affix the corporate seal, if any, to any instrument requiring the seal.

2.3 Banking Arrangements

The banking business of the Corporation, including the borrowing of money and the giving of security therefore, shall be transacted with such banks; trust companies; or other bodies, corporate or organizations, as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board may from time to time prescribe.

2.4 Income and Property

The income and property of the Corporation shall be applied solely towards the promotion of its objects as set forth in its Articles.

2.5 Books of Account

The Board shall cause to be kept books of account as are necessary to give a true picture of the state of the College Affairs and to explain its transactions.

2.6 External Audit

The books of account shall be audited annually by an external certified Public Accountant.

SECTION THREE - Chapters

3.1 Establishment/Approval of a Chapter

A Chapter may only be established with the approval of the National Board.

3.2 Province/Territory: Number of Members

The National Board may establish a Chapter in each province/territory within Canada provided there are fifty (50) or more active College Members residing and/or practising in that jurisdiction. No more than one Chapter shall be approved for any province or territory.

3.3 Chapter Name

A Chapter shall be known as the (name of province/territory) Chapter of the College of Family Physicians of Canada. Each Chapter shall be legally incorporated within its own province/territory.

3.4 Chapter Membership

College Members in the following classes shall be Members of both the National College and the Chapter in the area in which they reside and/or practise: Practising, Non-Practising, and Learners.

3.5 Paramountcy of National Bylaws

Should there be any discrepancy between the Chapter Bylaws and College Bylaws, the National College Bylaws will prevail provided that the National College Bylaw is not contrary to the incorporating statute, or any other laws, rules, or regulations in force in the Chapter's province/territory.

SECTION FOUR - Board of Directors

4.1 Qualification

No person shall be qualified for election as a Director if such person is less than 18 years of age, has been declared incapable by a court in Canada or elsewhere, or has the status of a bankrupt. A Director may but need not be a Member.

4.2 Consent

No person shall hold office as a Director unless such person, if present at the Meeting of Members when the election took place, did not refuse to hold office as a Director or, if absent at such Meeting of Members, consented to hold office in writing before the election or within ten (10) days after the election, or acted as a Director after the election.

4.3 Election of Directors in Rotation

The Directors of the Corporation shall be elected and shall retire in rotation. Directors shall be elected to fill the positions of those directors whose term of office have expired and each Director so elected shall hold office until the third annual meeting after such election, except the four (4) Directors who are also officers of the Corporation who shall be entitled to serve for one year while holding such office. A Director shall not be eligible for re-election to the board after serving as a Director for two (2) consecutive three year terms, unless elected to an Officer position. Such Director shall, however, be eligible for re-election after ceasing to be a Director for one year from the effective date of the expiration of such Director's term.

4.4 Removal of Directors

Subject to the Act, the Members may by ordinary resolution passed at a Special Meeting of Members remove any Director from office and the vacancy created by such removal may be filled at the same Meeting of Members, failing which it may be filled by the Board. A Director shall be expected to attend at least 75% of regularly scheduled meetings of the Board and of each committee of which such director is a member, unless the Board is advised of a valid reason why a Director cannot attend, and each Director shall be bound by such rules of conduct and standards of performance for directors as the Board may from time to time prescribe. Failure to attend the prescribed number of meetings or to act in accordance with the rules of conduct or standards of performance for Directors of the Corporation may result in removal from the Board.

4.5 Vacation of Office

A Director ceases to hold office on death, on removal from office by the Members, on becoming disqualified for election as a Director, on receipt of his or her written resignation by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later. Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board for the unexpired term of their predecessor.

4.6 Appointment of Additional Directors

As set out in the Articles, the Directors may, within the maximum number permitted by the Articles, appoint one (1) or more additional Directors, who shall hold office for a term expiring not later than the close of the next Annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual Meeting of Members.

4.7 Action by the Board

The Board shall manage, or supervise the management of, the activities and affairs of the Corporation. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a Meeting of the Board. If there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office. Only the Board has the authority to submit to the Members any question or matter requiring the approval of Members: filling a vacancy among the Directors or in the office of Public Accountant or appoint additional Directors; issuing debt obligations except as authorized by the Directors; approving any financial statements; adopting, amending or repealing Bylaws; or establishing contributions to be made, or dues to be paid, by Members.

4.8 Meeting by Means of Electronic Communication

Subject to the Act, if all the Directors of the Corporation consent generally or in respect of a particular meeting, a Director may participate in a Meeting of the Board or of a Committee of the Board by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the meeting and enables the votes to be gathered in a manner that permits their subsequent verification. A Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all Meetings of the Board and of Committees.

4.9 Calling of Meetings

Meetings of the Board shall be held from time to time at such time and at such place as determined by the Board, or upon the call of the Chair of the Board.

4.10 Notice of Meeting

Notice of the time and place of each Meeting of the Board shall be given to each Director not less than forty-eight (48) hours before the time when the meeting is to be held if the notice is given personally, is delivered, or is communicated by telephone, facsimile, or other electronic means. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, as required by the Act, any proposal to:

- a) Submit to the Members any question or matter requiring approval of the Members
- b) Fill a vacancy among the Directors or in the office of Public Accountant, or appoint additional Directors
- c) Issue debt obligations except as authorized by the Board
- d) Approve any annual financial statements
- e) Adopt, amend or repeal Bylaws
- f) Establish contributions to be made or dues to be paid by Members.

4.11 First Meeting of New Board

Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

4.12 Adjourned Meeting

Notice of an adjourned Meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

4.13 Chair

The Chair of any Meeting of the Board shall be the first mentioned of the following Officers as have been appointed and who is a Director and is present at the meeting: President, President-Elect, Past President. If no such Officer is present, the Directors present shall choose one of such Directors to be Chair.

4.14 Quorum

The quorum for the transaction of business at any Meeting of the Board shall consist of a majority of the Directors or such greater number of Directors as the Board may from time to time determine. No person shall act for an absent Director at a Meeting of the Board.

4.15 Guests and Observers

Guests and observers may attend Board Meetings at the discretion of the Chair but are not permitted to vote.

4.16 Votes to Govern

At all Meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the Chair of the meeting shall be entitled to a second or tie-breaking vote.

4.17 Conflict of Interest

A Director of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such Director has in a material contract or transaction, whether made or proposed, with the Corporation, if such Director a) is a party to the contract or transaction, b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or c) has a material interest in a party to the contract or transaction. Such Director shall not vote on any resolution to approve the same except as provided by the Act.

4.18 Remuneration and Expenses

Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from such position, provided that a Director may be reimbursed for reasonable expenses incurred in the performance of the Director's duties as such. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

4.19 Executive Committee

The Executive Committee of the College shall serve as the Executive Committee of the Board. Between Meetings of the Board the Executive may act on behalf of the Board to the extent permitted by law.

4.20 Board Powers

The Board may from time to time establish or discontinue a Committee or Section, set and amend its terms of reference and vary its number and composition.

4.21 Agenda

The agenda of each Board meeting shall include reports from the Executive, committees of the Board and other business as determined by the Board.

4.22 Motions and Resolutions

A motion or resolution approved in writing, including electronically-transmitted text, so long as it is signed by all Directors, shall be as valid and effective as if it had been passed at a Meeting of the Board, duly called and constituted. Such resolution may be in two (2) or more counterparts, which together shall be deemed to constitute one (1) resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Board and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

4.23 Foundation for Advancing Family Medicine Membership

Directors shall serve as the membership of the Foundation for Advancing Family Medicine of the College of Family Physicians of Canada.

SECTION FIVE - Election of Directors

5.1 Elections

Elections for Directors and Officers shall be conducted electronically in the weeks leading up to the Annual Meeting of Members with the results announced at the Annual Meeting of Members.

5.2 Member opportunity to apply for a Board Director position

The Nominating Committee shall circulate a Call for Interest to all Members. It will outline the vacancies and indicate priority attributes, as determined by the Board and Nominating Committee, to sustain a balance of skills and experience on the Board and reflect the diversity of the profession.

The Nominating Committee shall review the applicants and propose one or more nominee per vacancy to the Board for approval. The Board will review the list of nominees provided by the Nominating Committee to determine, in its sole discretion, the list of nominees to be presented to the Members for consideration. The Board-approved nominees will be circulated electronically to the Members. Members will have at minimum two weeks to review the nominees. During this review phase, if Members feel the nominees for the Director-at-Large vacancies are not appropriate, they may identify themselves or other nominee(s), provide information about why they would be appropriate (the same information available for the Nominating Committee's nominees), and to be added to the final list of nominees that Members will vote on.

If no additional names are submitted during the review phase, the nominees approved by the Board will stand. If additional names are received, the additional nominees, if qualified, will be added to the list of nominees for consideration by the Members. The Members will vote and the nominees for the Director-at-Large vacancies receiving the most votes will be elected.

Where one nominee is proposed per vacancy, Members will be asked to vote to confirm that they support the nominee. A minimum of 100 Members must vote for the election to be valid. In the event the resolution to elect a nominee director for a vacancy on the Board is not passed by a majority of the electronic votes by the Members, the Directors shall fill the vacancy on the Board with the best qualified nominee and advise the Members of the Board's decision.

5.3 Number of Nominations

The President and Past-President positions will be acclaimed. One nomination will be put forward for each of the Honorary Secretary-Treasurer and President-Elect positions. One or more nomination will be put forward for vacancies in the 7 Director-at-Large positions.

5.4 Term for Board Directors

Board Directors shall assume the duties of their positions immediately following election at the Annual Meeting. For Directors-at-large it will be a term of three (3) years, renewable once. For Officers it will be a term of one (1) year. The exception for some of the Director-at-large terms will be at the time of the first election of the newly constituted board, in order to establish a stagger in end dates of Directors going forward.

5.5 Conduct of Election

The survey platform used shall permit invitations to all eligible Members to vote in their language of choice; ensure they can only vote once; include a completion time/date stamp; send reminders to non-respondents; maintain confidentiality.

SECTION SIX - Officers

6.1 Appointment

The Officers of the College shall be those individuals elected at the Annual Meeting to the following offices: President, President Elect, Past President, Chair of the Board, Honorary Secretary Treasurer. The offices of President and Chair of the Board may be combined. The Board may specify the duties of and, in accordance with this Bylaw and subject to the Act, delegate to such Officers powers to manage the activities and affairs of the Corporation.

6.2 Chair of the Board

The Board may assign to the Chair any of the powers and duties that are by any provisions of this Bylaw assigned to the Executive Director.

6.3 President

The President shall be the senior Officer and a designated spokesperson for the College and, subject to the authority of the Board, shall have general supervision of the activities of the Corporation and such other powers and duties as the Board may specify. The President shall chair the Board of Directors and the Executive Committee.

6.4 Past President

The Past President shall be a designated spokesperson for the College and chair the forum.

6.5 President Elect

The President Elect shall be a designated spokesperson for the College. In the absence or disability of the President the President Elect shall perform the duties of the President. In the absence or disability of the Honorary Secretary Treasurer, the President Elect shall perform the duties of this Officer.

6.6 Honorary Secretary Treasurer

The Honorary Secretary Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Corporation. The Honorary Secretary Treasurer shall render to the Board whenever required an account of all transactions as Treasurer and of the financial position of the Corporation and shall have such other powers and duties as may be specified by the Board. The Honorary Secretary Treasurer shall enter or cause to be entered in records kept for that purpose minutes of all Board proceedings and shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, and Public Accountants.

6.7 Executive Director

The Board may from time to time also appoint an Executive Director. If appointed, the Executive Director shall be the Chief Executive Officer and, subject to the authority of the Board, shall have general supervision of the activities and affairs of the Corporation and such other powers and duties as the Board may specify.

6.8 Powers and Duties of Officers

The powers and duties of all Officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the President may specify. The Board and (except as aforesaid) the President may, from time to time and subject to the provisions of the Act, vary, add to, or limit the powers and duties of any Officer.

6.9 Term of Office

The Board, in its discretion, may remove any Officer of the Corporation. Each Officer appointed by the Board shall hold office until a successor is appointed, the Officer resigns, or the Board removes the Officer, whichever occurs first.

SECTION SEVEN - College Committees

7.1 Executive Committee

The Corporation shall have an Executive Committee comprised of the Past President; the President; the President Elect; the Secretary-Treasurer (all 1-year positions); and the Executive Director, who shall be non-voting.

7.2 Committees of the Board

The Board may appoint one (1) or more Committees of the Board, however designated, and delegate to any such Committee any of the powers of the Board except those which pertain to actions which, under the Act, a Committee of the Board has no authority to exercise. Rules of order are as outlined in 1.31. The Board may from time to time appoint such advisory bodies as it may deem advisable.

7.3 Transaction of Business

The powers of a Committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all Members of such Committee who would have been entitled to vote on that resolution at a meeting of such Committee.

7.4 Quorum and Procedure

Unless otherwise determined by the Board, each Committee and advisory body shall have power to fix its quorum at not less than a majority of its Members, and to regulate its procedure.

7.5 Sections

The Board may establish Sections to address areas of major interest and/or involvement of College Members.

SECTION EIGHT - Indemnification: Protection of Directors, Officers, and Others

8.1 Limitation of Liability

All Directors and Officers of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a Director or an Officer under the Act or otherwise, no Director or Officer shall be liable for:

- a) The acts, omissions, failures, neglects, or defaults of any other Director, Officer, or employee
- b) Any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation
- c) The insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested
- d) Any loss, damage, or expense arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of the Corporation shall be deposited
- e) Any loss, damage, or expense arising from any error of judgment or oversight on the part of such Director or Officer
- f) Any other loss, damage, or expense arising from the execution of the duties of office or in relation thereto provided that nothing in this Section shall relieve any Director or

Officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

8.2 Indemnity

Subject to the Act, the Corporation shall indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and their 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 the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of that association with the Corporation or such other entity.

8.3 Advance of Costs

The Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges, and expenses of a proceeding referred. The individual shall repay the moneys if the individual does not fulfill the conditions of acting honestly and in good faith with a view to the best interests of the Corporation.

8.4 Limitation

The Corporation shall not indemnify an individual unless a) the individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request, and b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

8.5 Additional Circumstances

The Corporation shall also indemnify an individual referred to in 8.2 in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

8.6 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of Directors and Officers as the Board may from time to time determine.

SECTION NINE - MAINPRO+® (Maintenance of Proficiency) Program

9.1 Practising Member Requirement.

Practicing members, with the exception of resident physicians, are required to participate in the Maintenance of Proficiency (Mainpro+®) program as approved by the Board of Directors.

9.1.1 Failure to complete the Mainpro+® requirements may result in discontinuation of Practicing members' membership, which includes forfeiture of the privilege to use CFPC-related designations.

9.2 Non-Member Mainpro+ Participants

Non-Member Mainpro+ Participants (NMMPs) are non-member physicians who wish to avail themselves of the Maintenance of Proficiency (Mainpro+®) program to meet mandatory continuing

professional development (CPD) requirements of external bodies (e.g., provincial licensing authorities).

NMMPs:

- Pay annual Corporation fees to participate in the Mainpro+® program as set by the Board;
- Do not belong to a Chapter; and
- Do not have any right to receive notice of or vote in respect of meetings of members of the Corporation.

This category is closed to new applicants effective January 1, 2023. Those in the NMMP category prior to January 1, 2023, are eligible to remain in this category until discontinuation or attrition closes this category.

9.3 Compliance

In the case of Members and Non-Member Mainpro+ Participants, the CFPC reserves the right to report on continuing professional development participation and compliance to the Medical Regulatory Authorities.

9.4 Credit submission

In the event that an activity is submitted for CPD and does not comply with Mainpro+® guidelines, the CFPC reserves the right to remove and/or modify that credit submission.

9.5 Mainpro+ Activity Audit

In the event of an activity audit, Mainpro+® users will be asked to provide proof of participation for all certified activities. In the event that proof cannot be provided or is deemed to be insufficient, CFPC staff may remove the undocumented credits from the users Mainpro+ account.

SECTION TEN - Membership

10.1 Granting and Maintenance of Membership

The right to grant new and renewing memberships, assign Members to classes of membership, grant and award special designations, and remove any or all of the above shall remain at all times with the College.

10.2 Members in Good Standing

In order to remain a Member in good standing an individual must meet the requirements of the class of membership to which he or she has been assigned, including compliance with the requirements for certification and the maintenance of certification (including requirements for continuing professional development (CPD) and any other criteria as determined by the Board from time to time).

10.3 Certification

Certification in the College of Family Physicians of Canada (CCFP) may be granted to College Members who have:

- a) Successfully completed residency training accredited by the Corporation and successfully completed the College's Certification Examination in Family Medicine or an approved equivalent
- OR**
- b) Met the College's criteria for practice eligible candidates as determined by the Board
- OR**
- c) Successfully completed discipline-specific training in family medicine in a jurisdiction other than Canada that has been approved by the College as comparable to accredited Canadian training in family medicine and who currently hold certification in good standing in family medicine or the equivalent qualification from a jurisdiction other than Canada which has been judged by the College to be comparable to Certification in the College of Family Physicians of Canada ("CCFP"), and been granted registration to practice in a Canadian province or territory.

Those Members who have earned Certification in the College of Family Physicians of Canada (CCFP) shall receive a certificate recognizing their achievement.

10.4 Fellowship and Certificates of Special or Added Competence

Other special designations, including Fellowship and Certificates of Special or Added Competence, may be granted by the College as determined by the Board. In order to maintain these special designations Members will be required to fulfil the College's CPD requirements and meet any other criteria as determined by the Board from time to time, consistent with these Bylaws.

10.5 Membership Fees

~~The Members shall pay the annual College membership fees applicable to their class of membership, as determined annually by a majority vote of the Board. If the Board intends to increase the existing membership fees for any class or category of membership by an amount that exceeds the annual Canada Consumer Price Index (as published by Statistics Canada for July of each year), and rounded up to the nearest dollar, such proposed increase must be ratified by an Ordinary Resolution of the Members at the Annual Meeting before it becomes effective. Any increase to the annual membership fees becomes effective on July 1 of the ensuing calendar year. Such membership fees shall subsequently be ratified by a simple majority of the membership eligible to vote at the Annual Meeting. Membership fees shall be directed towards the cost of College programs and activities, as determined by the Board.~~

10.6 Membership Classes

There shall be four classes of Membership as determined by the Board: a class of Practising members, a class of Non-Practising members, a class of Learner members, and a class of Associate members. The rights of each class of members are set out below. Only Practising members have voting rights. Voting Members are entitled to vote at the College's Annual Meeting. All Members, whether voting or non-voting, may participate on, vote on, and chair College Committees.

10.7 Voting Members

A **Practising member** is:

- A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise; or

- Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College; or
- A resident physician, being a physician enrolled as a resident in an approved postgraduate training program in family medicine or a physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine.

Practising Class members are entitled to receive notice of, attend, and vote at all meetings of members and each such Practising Class Member shall be entitled to one (1) vote at such meetings.

Practising members are required to:

- Pay annual Corporation membership fees as set by the Board;
- Pay annual Chapter fees as set by the Chapter Boards, with the exception of resident physicians;
- Fulfill CPD requirements as determined by the Board, with the exception of resident physicians who may voluntarily register for CPD; and
- Be members of both the Corporation and a Chapter (with the exception of members practising in the territories or outside of Canada).

10.8 Non-Voting Members

Notwithstanding any other privileges, National Board Directors have the privilege to vote at the annual Meeting.

The following classes of members, subject to the Act and the articles, shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

- a) A **Non-Practising** member is a non-voting member in good standing who is:
- No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour;
 - An individual of distinction and not a family physician, who has made outstanding contributions to family medicine; or
 - A member of the public with a role on the CFPC Board and/or its Committees.

Non-Practising members:

- Are not required to pay annual Corporation or Chapter fees;
- Are not required to fulfill CPD requirements; and
- Are members of both the Corporation and a Chapter.

- b) A **Learner member** is a non-voting member in good standing who is:

- An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or
- An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.

Learner members:

- Are not required to pay annual Corporation or Chapter fees;
- Are not required to fulfill CPD requirements; and
- Are members of both the Corporation and a Chapter.

c) **An Associate member** is a non-voting member in good standing who is:

- A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine.

Associate members:

- Pay annual Corporation fees as set by the Board;
- Are not required to fulfill CPD requirements; and
- Are not required to belong to a Chapter nor pay annual Chapter fees.

10.9 Corporation Employees and Membership

Family physicians who are employees of the Corporation, including its provincial Chapters, are eligible to be active Members but must declare an interest in matters before the Members that may relate to their employment.

10.10 Suspension or Revocation of Membership/Special Designation

Individuals who fail to comply with the College's membership requirements or special designation requirement, including those related to annual membership fees and/or continuing professional development and any other applicable criteria as determined by the Board:

- a) shall have their College membership, Certification, Fellowship and any special designations suspended or revoked; and
- b) shall lose the right to continue to use any College special designations until such rights have been reinstated by the College.

Individuals who fail to comply with the College's requirements for maintaining Certificates of Added Competence shall have their Certificate of Added Competence and its special designation suspended or revoked, but this does not affect the individual's membership status, Certification in The College of Family Physicians of Canada (CCFP), or Fellowship (FCFP).

10.11 Medical Regulatory Authority Notice

On receipt of notification from a medical regulatory authority of the suspension or revocation of the licence of a College Member, the College shall immediately suspend or revoke that Member's College membership and special designations and shall notify the Member of this action.

10.12 Restoration of Membership/Special Designations

A licensed physician in good standing whose College membership and/or special designations were suspended or revoked may apply for reinstatement of such membership and/or special designations. To have membership and/or special designations restored a physician must:

- a) Submit the membership fee for the current year

- b) Provide evidence of having carried out continuing professional development which meets the requirements of the College and any other applicable criteria as determined by the Board
- c) In the case of a physician whose licence has been suspended or revoked by a medical regulatory authority, also provide evidence of such licence having been reinstated.

SECTION ELEVEN - Meetings of Members

11.1 Annual Meetings

Subject to the Act, the Board shall call an Annual Meeting of Members a) not later than eighteen (18) months after the Corporation comes into existence, and b) subsequently, not later than fifteen (15) months after holding the last preceding Annual Meeting of Members but no later than nine (9) months after the end of the Corporation's preceding financial year. The Annual Meeting of Members shall be held for the purpose of considering the financial statements and reports, electing Directors and Officers, appointing a Public Accountant, receiving Board Reports, and for the transaction of such other business as may properly be brought before the Meeting of Members.

11.2 Special Meetings

The Board shall have power to call a Special Meeting of Members at any time.

11.3 Member Requisition of Meetings

Members of the Corporation holding 5 per cent or more of the votes that may be cast at a Meeting of Members may requisition the Directors to call a Meeting of the Members for the purposes stated in the requisition.

11.4 Place of Meetings or Virtual Meetings

Meetings of Members shall be held in locations determined by the Board. If the Directors call a Meeting of Members under the Act, those Directors may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

11.5 Audited Report to Members

A copy of the audited annual report must be sent out to Members no less than twenty-one (21) days before the Annual Meeting.

11.6 Participation in Meeting by Electronic Means

Any person entitled to attend a Meeting of Members may participate and vote in the Meeting of Members, in accordance with the Act, by means of a telephonic, electronic, or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the Meeting of Members, enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member votes. A person participating in a Meeting of Members by such means is deemed for the purposes of the Act to be present at the Meeting of Members.

11.7 Notice of Meetings

Notice in writing of the time and place of each Meeting of Members shall be given not less than 21 days before the date of the Meeting of Members to each Director, to the Public Accountant, and to each Member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of Members of the Corporation. Notice of a Meeting of Members called for any purpose other than consideration of the financial statements and Public Accountant's report and Board's report, election of Directors, and reappointment of the incumbent Public Accountant shall state the general nature of the business to be transacted at the Meeting in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the Meeting of Members. Notice of a Meeting of Members adjourned for less than thirty-one (31) days is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members.

11.8 Chair, Secretary, and Scrutineers

The Chair of any Meeting of Members shall be the first mentioned of such of the following Officers as have been appointed and who is present at the Meeting of Members: President, President-elect. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the Meeting of Members, the persons present and entitled to vote shall choose one of their number to be Chair. If the Secretary of the Corporation is absent, the Chair shall appoint some person, who need not be a Member, to act as Secretary of the Meeting of Members. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the chair with the consent of the Meeting of Members.

11.9 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at such Meeting of Members; the Directors; the Public Accountant of the Corporation; and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or Bylaws to be present at the Meeting of Members. Any other person may be admitted only on the invitation of the Chair of the Meeting of Members or with consent of the Meeting of Members.

11.10 Quorum

The quorum for the transaction of business at any Meeting of Members shall be fifty (50) persons, each being a Member entitled to vote at a Meeting of Members or a duly appointed proxyholder or representative for a Member so entitled. If a quorum is present at the opening of any Meeting of Members, the Members present may proceed with the business of the Meeting of Members notwithstanding that a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of any Meeting of Members, the Members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

11.11 Right to Vote

Subject to the Act and the Articles, at any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the books of the Corporation as a Member of the Practising class.

11.12 Proxies

Subject to the right of individual Members to be represented at a Meeting of Members, Members not in attendance may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the Meeting of Members in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to the following requirements:

- a) A proxy is valid only at the Meeting of Members in respect of which it is given or at a continuation of such Meeting of Members after an adjournment
 - b) A Member may revoke a proxy by depositing a proxy form in writing executed or, in Quebec, signed by the Member or by their agent or mandatary:
 - i) At the registered office of the Corporation no later than the last business day preceding the day of the Meeting of Members at which the proxy is to be used, or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members
- OR**
- ii) With the chair of the Meeting of Members on the day of the Meeting of Members or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members
- AND**
- c) A proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the Meeting of Members, to demand a ballot at the Meeting of Members and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the Meeting of Members by way of a show of hands.

11.13 Votes to Govern

Unless the Act, the Articles, or any Bylaw otherwise provide for approval by special resolution, at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question.

11.14 Show of Hands

Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the Chair of the Meeting of Members that the vote upon the question has been carried, carried by a particular majority, or not carried and an entry to that effect in the minutes of the Meeting of Members shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the Members upon such question.

11.15 Ballots

On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the Chair may require, or any Member who is present and are entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each Member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the Members upon such question.

11.16 Casting Vote

In the case of an equality of votes at any Annual or Special Meeting of the Members, whether by a show of hands or at a closed ballot, the person chairing the Meeting shall cast a second or tie-breaking vote.

11.17 Adjournment

The Chair at a Meeting of Members may, with the consent of the Meeting of Members and subject to such conditions as the Meeting of Members may decide, adjourn the Meeting of Members from time to time and from place to place.

SECTION TWELVE - Notices

12.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served) pursuant to the Act, the Articles, the Bylaws, or otherwise to a Member, Director, Officer, or Member of a Committee of the Board or to the Public Accountant shall be sufficiently given:

- a) If sent to the intended recipient by telephone, facsimile, or other electronic means to the intended recipient's recorded address for that purpose, provided that any notice given in the form of an electronic document shall be in accordance with Part 17 of the Act, Documents in Electronic or Other Form, during a period of twenty-one (21) to sixty (60) days before the meeting
- b) By notice in a publication of the Corporation that is sent to all its Members twenty-one (21) to sixty (60) days before the day on which the meeting is held
- c) By affixing the notice, no later than thirty (30) days before the Meeting, to a notice board where information about the Corporation's activities is regularly posted in a location that is frequented by the Members

A notice so sent by means of telephone, facsimile, or other electronic means shall be deemed to have been given when transmitted, dispatched, or delivered for dispatch. The secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Public Accountant, or Member of a Committee of the Board in accordance with any information believed by the secretary to be reliable.

12.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

12.3 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because the Member cannot be found, the Corporation shall not be required to give any further notices to such Member until informed in writing by the Member of a new address.

12.4 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, Public Accountant or Member of a Committee of the Board or the non-receipt of any notice by any such person or any error

in any notice not affecting the substance of the notice shall not invalidate any action taken at any Meeting held pursuant to such notice or otherwise founded on such notice.

12.5 Waiver of Notice

Any Member, Director, Officer, Public Accountant or Member of a Committee of the Board, or any other person entitled to receive notice of a Meeting of Members or any other notice from the Corporation, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the Act, the Articles, the Bylaws, or otherwise. Any such waiver or abridgement, whether given before or after the Meeting of Members or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a Committee of the Board which may be given in any manner.

12.6 Resolutions Committee

At all Annual or Special Meetings there shall be a Resolutions Committee appointed by the Chair. This Committee will be responsible for receiving all resolutions from the floor.

SECTION THIRTEEN - Effective Date and Repeal

13.1 Effective Date

This Bylaw shall come into force when made by the Board in accordance with the Act and shall be effective until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the Bylaw is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. This Bylaw ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

13.2 Repeal of Bylaws

All previous Bylaws are repealed as of the coming into force of This Bylaw. Such repeal shall not affect the previous operation of any Bylaw so repealed, or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any such Bylaw prior to its repeal. All Officers and persons acting under any Bylaw so repealed shall continue to act as if appointed under the provisions of This Bylaw and all resolutions of the Members or the Board or a Committee of the Board with continuing effect passed under any repealed Bylaw shall continue to be good and valid except to the extent inconsistent with This Bylaw and until amended or repealed.

APPROVED by an order of the Superior Court of Justice (Ontario) under Section 288(4) of the Act on March 6, 2025.

**THE COLLEGE OF
FAMILY PHYSICIANS
OF CANADA**



**LE COLLÈGE DES
MÉDECINS DE FAMILLE
DU CANADA**

Bylaw No. 1

A Bylaw relating generally to the transaction of the business and affairs of

**THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/LE COLLÈGE DES MÉDECINS DE
FAMILLE DU CANADA**

*CFPC Bylaws
With section 10.5 changes (not visible)*

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CFPC Bylaws

SECTION ONE - Interpretation

Definitions

- 1.1** “**Act**” means the *Canada Not-for-profit Corporations Act* [S.C. 2009, c.23], or any statute that may be substituted therefore, and the regulations to the Act, as from time to time amended.
- 1.2** “**Administrator**” means the administrative head of a Chapter.
- 1.3** “**Articles**” means the Articles of Continuance for the Corporation pursuant to the Act, and as may be amended from time to time by a special resolution of the Members.
- 1.4** “**Board**” means the National Board of Directors of the College of Family Physicians of Canada (CFPC).
- 1.5** “**Bylaw**” means this Bylaw and any Bylaw of the College in force and effect.
- 1.6** “**Chapter**” means a provincial/territorial Corporation having the same purposes as the College and established in accordance with Section Three (3) of these Bylaws.
- 1.7** “**Committee**” unless otherwise specified means any Committee, subcommittee, working group, or task force of the Corporation.
- 1.8** “**Corporation**” means the Corporation continued under the Act by the said certificate to which the Articles are attached and named, THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/ LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA. The Corporation may also be referred to as the College in these Bylaws.
- 1.9** “**Director**” means an elected Member of the Board.
- 1.10** “**Executive Committee**” means the Executive Committee of the Board, more specifically described in Section Seven of this Bylaw, and “**Executive**” means any Member of the Executive Committee of the College.
- 1.11** “**Executive Director**” means the person appointed by the Board to act as the chief executive Officer of the College.
- 1.12** “**In-Camera Meeting**” means a confidential Meeting of the Board or any of its Committees at which attendance is restricted to voting Directors/Committee Members plus others specifically invited by the Chair.
- 1.13** “**Meeting of Members**” means an Annual Meeting of Members or a Special Meeting of Members.
- 1.14** “**Member**” means a person assigned to one of the College’s classes of membership.
- 1.15** “**Ordinary Resolution**” as defined in the Act means a resolution passed by a majority of the votes cast on that resolution.
- 1.16** “**Officer**” means a person elected to one of the offices established by the Bylaws.
- 1.17** “**President**” means the Member elected as senior Officer and a designated spokesperson for the College.

1.18 “Regions” means the five (5) Regions of the College designated as follows: 1) British Columbia/Alberta, 2) Saskatchewan/Manitoba, 3) Ontario, 4) Québec, 5) Atlantic Canada.

1.19 “Section” means a group of College Members with common interests who form a Board-approved entity with an executive Committee representing them.

1.20 “Special Meeting” includes a Meeting of the Board or any class or classes of Members entitled to vote at an annual meeting other than a regularly scheduled Board meeting or annual meeting.

1.21 “Special Resolution” as defined in the Act means a resolution passed by not less than two-thirds of the votes cast on that resolution by the Members entitled to vote on such resolution at a Meeting of Members duly called for that purpose.

Interpretation and Bylaw Publication Languages

1.22 Interpretation

In these Bylaws where the context requires, words importing the singular include the plural and vice versa, and words importing gender include the masculine, feminine, and neuter genders.

1.23 Bylaw Publication Languages

The Bylaws of the College shall be printed in English and French and both language versions shall be equally authoritative.

General Provisions

1.24 Head Office

The Registered office of the College shall be located in Ontario.

1.25 Coat of Arms, Crest, Corporate Seal, and Logo

The College’s Coat of Arms, Crest, Corporate Seal, and Logo shall each exist in a form approved by the Board. The custody of the Corporate Seal shall be entrusted to the Executive Director or designate to be affixed to documents as directed by the Executive, the Board, or the President.

1.26 Robes of Office

The College shall possess robes, hoods, chains of office, pins, and other items of regalia to identify and distinguish Members of the College as determined by the Board.

1.27 College Motto

The College’s motto shall be: *Nostrum in Studiis Robur*— In Study Lies Our Strength.

1.28 Ethics

The Code of Ethics of the Canadian Medical Association (CMA) shall be adopted as the Code of Ethics of the College.

1.29 Equity and Diversity

The College and its Chapters, their Boards, Committees, Sections, their employees shall act in accordance with the College’s policies on equity and diversity.

1.30 Official Languages

English and French shall be the official languages of the College. The Board shall establish policies to guide the use of the official languages.

1.31 Rules of Order and Meeting Procedure

All Board Meetings, Annual or Special Meetings of Members, and Committee Meetings shall follow Canadian Parliamentary procedure, as described in Bourinot's Rules of Order.

Bylaws/Amendments

1.32 Make, Amend, or Repeal Bylaws

Subject to the Articles, the Board of Directors may by resolution, make, amend, or repeal any Bylaws that regulate the activities or affairs of the College. Any such Bylaw, amendment, or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The Bylaw, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

1.33 Special Resolution

Special resolutions apply to the following, as outlined in the Act: change the Corporation's name; change of the province in which the Corporation's registered office is situated; add, change, or remove any restriction on the activities that the Corporation may carry on; create a new class or group of Members; change a condition required for being a Member; change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group; divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group; add, change, or remove a provision respecting the transfer of a membership; increase or decrease the number of—or the minimum or maximum number of—Directors fixed by the Articles; change the statement of the purpose of the Corporation; change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation; change the manner of giving notice to Members entitled to vote at a Meeting of Members; change the method of voting by Members not in attendance at a Meeting of Members; or add, change, or remove any other provision that is required by the Act to be set out in the Articles.

1.34 Amendments by the Membership

Any ten (10) or more voting Members in good standing may propose, in writing, an amendment to the Bylaws by submitting the same to the Executive Director at least sixty (60) days prior to the meeting of the Members at which the same is to be considered.

1.35 Notice for Proposed Amendments

Notice of such a proposed amendment shall be communicated by the Executive Director to all Members, together with the time and place of the meeting, at least twenty one (21) days before the meeting at which the proposed amendment is to be considered.

1.36 Amendments and the Bylaws Committee

Every proposal to amend the Bylaws, shall be referred to the Bylaws Committee which, in consultation with the proposer, shall amend any such proposal to the extent necessary to satisfy legal

requirements and to ensure that any proposed amendment is not inconsistent with any other provision of the Bylaws not intended to be amended.

1.37 Amendment and Board Referral

Any amendment originating by way of these Bylaws shall be referred to the Board for its consideration, which may, in consultation with the Bylaws Committee, make such revisions to the proposed amendment as it thinks advisable.

SECTION TWO - Affairs of the Corporation

2.1 Financial Year

Until changed by the Board, the Financial Year of the Corporation shall end on the last day of February in each year.

2.2 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of President or Executive Director, and the other of whom holds one of the said offices or the office of Secretary Treasurer, or any other office created by Bylaw or by the Board. In addition, the Board or such two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing Officer may affix the corporate seal, if any, to any instrument requiring the seal.

2.3 Banking Arrangements

The banking business of the Corporation, including the borrowing of money and the giving of security therefore, shall be transacted with such banks; trust companies; or other bodies, corporate or organizations, as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board may from time to time prescribe.

2.4 Income and Property

The income and property of the Corporation shall be applied solely towards the promotion of its objects as set forth in its Articles.

2.5 Books of Account

The Board shall cause to be kept books of account as are necessary to give a true picture of the state of the College Affairs and to explain its transactions.

2.6 External Audit

The books of account shall be audited annually by an external certified Public Accountant.

SECTION THREE - Chapters

3.1 Establishment/Approval of a Chapter

A Chapter may only be established with the approval of the National Board.

3.2 Province/Territory: Number of Members

The National Board may establish a Chapter in each province/territory within Canada provided there are fifty (50) or more active College Members residing and/or practising in that jurisdiction. No more than one Chapter shall be approved for any province or territory.

3.3 Chapter Name

A Chapter shall be known as the (name of province/territory) Chapter of the College of Family Physicians of Canada. Each Chapter shall be legally incorporated within its own province/territory.

3.4 Chapter Membership

College Members in the following classes shall be Members of both the National College and the Chapter in the area in which they reside and/or practise: Practising, Non-Practising, and Learners.

3.5 Paramountcy of National Bylaws

Should there be any discrepancy between the Chapter Bylaws and College Bylaws, the National College Bylaws will prevail provided that the National College Bylaw is not contrary to the incorporating statute, or any other laws, rules, or regulations in force in the Chapter's province/territory.

SECTION FOUR - Board of Directors

4.1 Qualification

No person shall be qualified for election as a Director if such person is less than 18 years of age, has been declared incapable by a court in Canada or elsewhere, or has the status of a bankrupt. A Director may but need not be a Member.

4.2 Consent

No person shall hold office as a Director unless such person, if present at the Meeting of Members when the election took place, did not refuse to hold office as a Director or, if absent at such Meeting of Members, consented to hold office in writing before the election or within ten (10) days after the election, or acted as a Director after the election.

4.3 Election of Directors in Rotation

The Directors of the Corporation shall be elected and shall retire in rotation. Directors shall be elected to fill the positions of those directors whose term of office have expired and each Director so elected shall hold office until the third annual meeting after such election, except the four (4) Directors who are also officers of the Corporation who shall be entitled to serve for one year while holding such office. A Director shall not be eligible for re-election to the board after serving as a Director for two (2) consecutive three year terms, unless elected to an Officer position. Such Director shall, however, be eligible for re-election after ceasing to be a Director for one year from the effective date of the expiration of such Director's term.

4.4 Removal of Directors

Subject to the Act, the Members may by ordinary resolution passed at a Special Meeting of Members remove any Director from office and the vacancy created by such removal may be filled at the same Meeting of Members, failing which it may be filled by the Board. A Director shall be expected to attend at least 75% of regularly scheduled meetings of the Board and of each committee of which such director is a member, unless the Board is advised of a valid reason why a Director cannot attend, and each Director shall be bound by such rules of conduct and standards of performance for directors as the Board may from time to time prescribe. Failure to attend the prescribed number of meetings or to act in accordance with the rules of conduct or standards of performance for Directors of the Corporation may result in removal from the Board.

4.5 Vacation of Office

A Director ceases to hold office on death, on removal from office by the Members, on becoming disqualified for election as a Director, on receipt of his or her written resignation by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later. Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board for the unexpired term of their predecessor.

4.6 Appointment of Additional Directors

As set out in the Articles, the Directors may, within the maximum number permitted by the Articles, appoint one (1) or more additional Directors, who shall hold office for a term expiring not later than the close of the next Annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual Meeting of Members.

4.7 Action by the Board

The Board shall manage, or supervise the management of, the activities and affairs of the Corporation. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a Meeting of the Board. If there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office. Only the Board has the authority to submit to the Members any question or matter requiring the approval of Members: filling a vacancy among the Directors or in the office of Public Accountant or appoint additional Directors; issuing debt obligations except as authorized by the Directors; approving any financial statements; adopting, amending or repealing Bylaws; or establishing contributions to be made, or dues to be paid, by Members.

4.8 Meeting by Means of Electronic Communication

Subject to the Act, if all the Directors of the Corporation consent generally or in respect of a particular meeting, a Director may participate in a Meeting of the Board or of a Committee of the Board by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the meeting and enables the votes to be gathered in a manner that permits their subsequent verification. A Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all Meetings of the Board and of Committees.

4.9 Calling of Meetings

Meetings of the Board shall be held from time to time at such time and at such place as determined by the Board, or upon the call of the Chair of the Board.

4.10 Notice of Meeting

Notice of the time and place of each Meeting of the Board shall be given to each Director not less than forty-eight (48) hours before the time when the meeting is to be held if the notice is given personally, is delivered, or is communicated by telephone, facsimile, or other electronic means. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, as required by the Act, any proposal to:

- a) Submit to the Members any question or matter requiring approval of the Members
- b) Fill a vacancy among the Directors or in the office of Public Accountant, or appoint additional Directors
- c) Issue debt obligations except as authorized by the Board
- d) Approve any annual financial statements
- e) Adopt, amend or repeal Bylaws
- f) Establish contributions to be made or dues to be paid by Members.

4.11 First Meeting of New Board

Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

4.12 Adjourned Meeting

Notice of an adjourned Meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

4.13 Chair

The Chair of any Meeting of the Board shall be the first mentioned of the following Officers as have been appointed and who is a Director and is present at the meeting: President, President-Elect, Past President. If no such Officer is present, the Directors present shall choose one of such Directors to be Chair.

4.14 Quorum

The quorum for the transaction of business at any Meeting of the Board shall consist of a majority of the Directors or such greater number of Directors as the Board may from time to time determine. No person shall act for an absent Director at a Meeting of the Board.

4.15 Guests and Observers

Guests and observers may attend Board Meetings at the discretion of the Chair but are not permitted to vote.

4.16 Votes to Govern

At all Meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the Chair of the meeting shall be entitled to a second or tie-breaking vote.

4.17 Conflict of Interest

A Director of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such Director has in a material contract or transaction, whether made or proposed, with the Corporation, if such Director a) is a party to the contract or transaction, b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or c) has a material interest in a party to the contract or transaction. Such Director shall not vote on any resolution to approve the same except as provided by the Act.

4.18 Remuneration and Expenses

Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from such position, provided that a Director may be reimbursed for reasonable expenses incurred in the performance of the Director's duties as such. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

4.19 Executive Committee

The Executive Committee of the College shall serve as the Executive Committee of the Board. Between Meetings of the Board the Executive may act on behalf of the Board to the extent permitted by law.

4.20 Board Powers

The Board may from time to time establish or discontinue a Committee or Section, set and amend its terms of reference and vary its number and composition.

4.21 Agenda

The agenda of each Board meeting shall include reports from the Executive, committees of the Board and other business as determined by the Board.

4.22 Motions and Resolutions

A motion or resolution approved in writing, including electronically-transmitted text, so long as it is signed by all Directors, shall be as valid and effective as if it had been passed at a Meeting of the Board, duly called and constituted. Such resolution may be in two (2) or more counterparts, which together shall be deemed to constitute one (1) resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Board and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

4.23 Foundation for Advancing Family Medicine Membership

Directors shall serve as the membership of the Foundation for Advancing Family Medicine of the College of Family Physicians of Canada.

SECTION FIVE - Election of Directors

5.1 Elections

Elections for Directors and Officers shall be conducted electronically in the weeks leading up to the Annual Meeting of Members with the results announced at the Annual Meeting of Members.

5.2 Member opportunity to apply for a Board Director position

The Nominating Committee shall circulate a Call for Interest to all Members. It will outline the vacancies and indicate priority attributes, as determined by the Board and Nominating Committee, to sustain a balance of skills and experience on the Board and reflect the diversity of the profession.

The Nominating Committee shall review the applicants and propose one or more nominee per vacancy to the Board for approval. The Board will review the list of nominees provided by the Nominating Committee to determine, in its sole discretion, the list of nominees to be presented to the Members for consideration. The Board-approved nominees will be circulated electronically to the Members. Members will have at minimum two weeks to review the nominees. During this review phase, if Members feel the nominees for the Director-at-Large vacancies are not appropriate, they may identify themselves or other nominee(s), provide information about why they would be appropriate (the same information available for the Nominating Committee's nominees), and to be added to the final list of nominees that Members will vote on.

If no additional names are submitted during the review phase, the nominees approved by the Board will stand. If additional names are received, the additional nominees, if qualified, will be added to the list of nominees for consideration by the Members. The Members will vote and the nominees for the Director-at-Large vacancies receiving the most votes will be elected.

Where one nominee is proposed per vacancy, Members will be asked to vote to confirm that they support the nominee. A minimum of 100 Members must vote for the election to be valid. In the event the resolution to elect a nominee director for a vacancy on the Board is not passed by a majority of the electronic votes by the Members, the Directors shall fill the vacancy on the Board with the best qualified nominee and advise the Members of the Board's decision.

5.3 Number of Nominations

The President and Past-President positions will be acclaimed. One nomination will be put forward for each of the Honorary Secretary-Treasurer and President-Elect positions. One or more nomination will be put forward for vacancies in the 7 Director-at-Large positions.

5.4 Term for Board Directors

Board Directors shall assume the duties of their positions immediately following election at the Annual Meeting. For Directors-at-large it will be a term of three (3) years, renewable once. For Officers it will be a term of one (1) year. The exception for some of the Director-at-large terms will be at the time of the first election of the newly constituted board, in order to establish a stagger in end dates of Directors going forward.

5.5 Conduct of Election

The survey platform used shall permit invitations to all eligible Members to vote in their language of choice; ensure they can only vote once; include a completion time/date stamp; send reminders to non-respondents; maintain confidentiality.

SECTION SIX - Officers

6.1 Appointment

The Officers of the College shall be those individuals elected at the Annual Meeting to the following offices: President, President Elect, Past President, Chair of the Board, Honorary Secretary Treasurer. The offices of President and Chair of the Board may be combined. The Board may specify the duties of and, in accordance with this Bylaw and subject to the Act, delegate to such Officers powers to manage the activities and affairs of the Corporation.

6.2 Chair of the Board

The Board may assign to the Chair any of the powers and duties that are by any provisions of this Bylaw assigned to the Executive Director.

6.3 President

The President shall be the senior Officer and a designated spokesperson for the College and, subject to the authority of the Board, shall have general supervision of the activities of the Corporation and such other powers and duties as the Board may specify. The President shall chair the Board of Directors and the Executive Committee.

6.4 Past President

The Past President shall be a designated spokesperson for the College and chair the forum.

6.5 President Elect

The President Elect shall be a designated spokesperson for the College. In the absence or disability of the President the President Elect shall perform the duties of the President. In the absence or disability of the Honorary Secretary Treasurer, the President Elect shall perform the duties of this Officer.

6.6 Honorary Secretary Treasurer

The Honorary Secretary Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Corporation. The Honorary Secretary Treasurer shall render to the Board whenever required an account of all transactions as Treasurer and of the financial position of the Corporation and shall have such other powers and duties as may be specified by the Board. The Honorary Secretary Treasurer shall enter or cause to be entered in records kept for that purpose minutes of all Board proceedings and shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, and Public Accountants.

6.7 Executive Director

The Board may from time to time also appoint an Executive Director. If appointed, the Executive Director shall be the Chief Executive Officer and, subject to the authority of the Board, shall have general supervision of the activities and affairs of the Corporation and such other powers and duties as the Board may specify.

6.8 Powers and Duties of Officers

The powers and duties of all Officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the President may specify. The Board and (except as aforesaid) the President may, from time to time and subject to the provisions of the Act, vary, add to, or limit the powers and duties of any Officer.

6.9 Term of Office

The Board, in its discretion, may remove any Officer of the Corporation. Each Officer appointed by the Board shall hold office until a successor is appointed, the Officer resigns, or the Board removes the Officer, whichever occurs first.

SECTION SEVEN - College Committees

7.1 Executive Committee

The Corporation shall have an Executive Committee comprised of the Past President; the President; the President Elect; the Secretary-Treasurer (all 1-year positions); and the Executive Director, who shall be non-voting.

7.2 Committees of the Board

The Board may appoint one (1) or more Committees of the Board, however designated, and delegate to any such Committee any of the powers of the Board except those which pertain to actions which, under the Act, a Committee of the Board has no authority to exercise. Rules of order are as outlined in 1.31. The Board may from time to time appoint such advisory bodies as it may deem advisable.

7.3 Transaction of Business

The powers of a Committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all Members of such Committee who would have been entitled to vote on that resolution at a meeting of such Committee.

7.4 Quorum and Procedure

Unless otherwise determined by the Board, each Committee and advisory body shall have power to fix its quorum at not less than a majority of its Members, and to regulate its procedure.

7.5 Sections

The Board may establish Sections to address areas of major interest and/or involvement of College Members.

SECTION EIGHT - Indemnification: Protection of Directors, Officers, and Others

8.1 Limitation of Liability

All Directors and Officers of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a Director or an Officer under the Act or otherwise, no Director or Officer shall be liable for:

- a) The acts, omissions, failures, neglects, or defaults of any other Director, Officer, or employee
- b) Any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation
- c) The insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested
- d) Any loss, damage, or expense arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of the Corporation shall be deposited
- e) Any loss, damage, or expense arising from any error of judgment or oversight on the part of such Director or Officer
- f) Any other loss, damage, or expense arising from the execution of the duties of office or in relation thereto provided that nothing in this Section shall relieve any Director or

Officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

8.2 Indemnity

Subject to the Act, the Corporation shall indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and their 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 the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of that association with the Corporation or such other entity.

8.3 Advance of Costs

The Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges, and expenses of a proceeding referred. The individual shall repay the moneys if the individual does not fulfill the conditions of acting honestly and in good faith with a view to the best interests of the Corporation.

8.4 Limitation

The Corporation shall not indemnify an individual unless a) the individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request, and b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

8.5 Additional Circumstances

The Corporation shall also indemnify an individual referred to in 8.2 in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

8.6 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of Directors and Officers as the Board may from time to time determine.

SECTION NINE - MAINPRO+® (Maintenance of Proficiency) Program

9.1 Practising Member Requirement.

Practicing members, with the exception of resident physicians, are required to participate in the Maintenance of Proficiency (Mainpro+®) program as approved by the Board of Directors.

9.1.1 Failure to complete the Mainpro+® requirements may result in discontinuation of Practicing members' membership, which includes forfeiture of the privilege to use CFPC-related designations.

9.2 Non-Member Mainpro+ Participants

Non-Member Mainpro+ Participants (NMMPs) are non-member physicians who wish to avail themselves of the Maintenance of Proficiency (Mainpro+®) program to meet mandatory continuing

professional development (CPD) requirements of external bodies (e.g., provincial licensing authorities).

NMMPs:

- Pay annual Corporation fees to participate in the Mainpro+® program as set by the Board;
- Do not belong to a Chapter; and
- Do not have any right to receive notice of or vote in respect of meetings of members of the Corporation.

This category is closed to new applicants effective January 1, 2023. Those in the NMMP category prior to January 1, 2023, are eligible to remain in this category until discontinuation or attrition closes this category.

9.3 Compliance

In the case of Members and Non-Member Mainpro+ Participants, the CFPC reserves the right to report on continuing professional development participation and compliance to the Medical Regulatory Authorities.

9.4 Credit submission

In the event that an activity is submitted for CPD and does not comply with Mainpro+® guidelines, the CFPC reserves the right to remove and/or modify that credit submission.

9.5 Mainpro+ Activity Audit

In the event of an activity audit, Mainpro+® users will be asked to provide proof of participation for all certified activities. In the event that proof cannot be provided or is deemed to be insufficient, CFPC staff may remove the undocumented credits from the users Mainpro+ account.

SECTION TEN - Membership

10.1 Granting and Maintenance of Membership

The right to grant new and renewing memberships, assign Members to classes of membership, grant and award special designations, and remove any or all of the above shall remain at all times with the College.

10.2 Members in Good Standing

In order to remain a Member in good standing an individual must meet the requirements of the class of membership to which he or she has been assigned, including compliance with the requirements for certification and the maintenance of certification (including requirements for continuing professional development (CPD) and any other criteria as determined by the Board from time to time).

10.3 Certification

Certification in the College of Family Physicians of Canada (CCFP) may be granted to College Members who have:

- a) Successfully completed residency training accredited by the Corporation and successfully completed the College's Certification Examination in Family Medicine or an approved equivalent
OR
- b) Met the College's criteria for practice eligible candidates as determined by the Board
OR
- c) Successfully completed discipline-specific training in family medicine in a jurisdiction other than Canada that has been approved by the College as comparable to accredited Canadian training in family medicine and who currently hold certification in good standing in family medicine or the equivalent qualification from a jurisdiction other than Canada which has been judged by the College to be comparable to Certification in the College of Family Physicians of Canada ("CCFP"), and been granted registration to practice in a Canadian province or territory.

Those Members who have earned Certification in the College of Family Physicians of Canada (CCFP) shall receive a certificate recognizing their achievement.

10.4 Fellowship and Certificates of Special or Added Competence

Other special designations, including Fellowship and Certificates of Special or Added Competence, may be granted by the College as determined by the Board. In order to maintain these special designations Members will be required to fulfil the College's CPD requirements and meet any other criteria as determined by the Board from time to time, consistent with these Bylaws.

10.5 Membership Fees

The Members shall pay the annual membership fees determined by the Board. If the Board intends to increase the existing membership fees for any class or category of membership by an amount that exceeds the annual Canada Consumer Price Index (as published by Statistics Canada for July of each year), and rounded up to the nearest dollar, such proposed increase must be ratified by an Ordinary Resolution of the Members at the Annual Meeting before it becomes effective. Any increase to the annual membership fees becomes effective on July 1 of the ensuing calendar year.

10.6 Membership Classes

There shall be four classes of Membership as determined by the Board: a class of Practising members, a class of Non-Practising members, a class of Learner members, and a class of Associate members. The rights of each class of members are set out below. Only Practising members have voting rights. Voting Members are entitled to vote at the College's Annual Meeting. All Members, whether voting or non-voting, may participate on, vote on, and chair College Committees.

10.7 Voting Members

A Practising member is:

- A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise; or
- Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College; or

- A resident physician, being a physician enrolled as a resident in an approved postgraduate training program in family medicine or a physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine.

Practising Class members are entitled to receive notice of, attend, and vote at all meetings of members and each such Practising Class Member shall be entitled to one (1) vote at such meetings.

Practising members are required to:

- Pay annual Corporation membership fees as set by the Board;
- Pay annual Chapter fees as set by the Chapter Boards, with the exception of resident physicians;
- Fulfill CPD requirements as determined by the Board, with the exception of resident physicians who may voluntarily register for CPD; and
- Be members of both the Corporation and a Chapter (with the exception of members practising in the territories or outside of Canada).

10.8 Non-Voting Members

Notwithstanding any other privileges, National Board Directors have the privilege to vote at the annual Meeting.

The following classes of members, subject to the Act and the articles, shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

- a) A **Non-Practising** member is a non-voting member in good standing who is:
- No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour;
 - An individual of distinction and not a family physician, who has made outstanding contributions to family medicine; or
 - A member of the public with a role on the CFPC Board and/or its Committees.

Non-Practising members:

- Are not required to pay annual Corporation or Chapter fees;
- Are not required to fulfill CPD requirements; and
- Are members of both the Corporation and a Chapter.

- b) A **Learner member** is a non-voting member in good standing who is:

- An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or
- An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.

Learner members:

- Are not required to pay annual Corporation or Chapter fees;
- Are not required to fulfill CPD requirements; and

- Are members of both the Corporation and a Chapter.
- c) **An Associate member** is a non-voting member in good standing who is:
- A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine.

Associate members:

- Pay annual Corporation fees as set by the Board;
- Are not required to fulfill CPD requirements; and
- Are not required to belong to a Chapter nor pay annual Chapter fees.

10.9 Corporation Employees and Membership

Family physicians who are employees of the Corporation, including its provincial Chapters, are eligible to be active Members but must declare an interest in matters before the Members that may relate to their employment.

10.10 Suspension or Revocation of Membership/Special Designation

Individuals who fail to comply with the College's membership requirements or special designation requirement, including those related to annual membership fees and/or continuing professional development and any other applicable criteria as determined by the Board:

- a) shall have their College membership, Certification, Fellowship and any special designations suspended or revoked; and
- b) shall lose the right to continue to use any College special designations until such rights have been reinstated by the College.

Individuals who fail to comply with the College's requirements for maintaining Certificates of Added Competence shall have their Certificate of Added Competence and its special designation suspended or revoked, but this does not affect the individual's membership status, Certification in The College of Family Physicians of Canada (CCFP), or Fellowship (FCFP).

10.11 Medical Regulatory Authority Notice

On receipt of notification from a medical regulatory authority of the suspension or revocation of the licence of a College Member, the College shall immediately suspend or revoke that Member's College membership and special designations and shall notify the Member of this action.

10.12 Restoration of Membership/Special Designations

A licensed physician in good standing whose College membership and/or special designations were suspended or revoked may apply for reinstatement of such membership and/or special designations. To have membership and/or special designations restored a physician must:

- a) Submit the membership fee for the current year
- b) Provide evidence of having carried out continuing professional development which meets the requirements of the College and any other applicable criteria as determined by the Board
- c) In the case of a physician whose licence has been suspended or revoked by a medical regulatory authority, also provide evidence of such licence having been reinstated.

SECTION ELEVEN - Meetings of Members

11.1 Annual Meetings

Subject to the Act, the Board shall call an Annual Meeting of Members a) not later than eighteen (18) months after the Corporation comes into existence, and b) subsequently, not later than fifteen (15) months after holding the last preceding Annual Meeting of Members but no later than nine (9) months after the end of the Corporation's preceding financial year. The Annual Meeting of Members shall be held for the purpose of considering the financial statements and reports, electing Directors and Officers, appointing a Public Accountant, receiving Board Reports, and for the transaction of such other business as may properly be brought before the Meeting of Members.

11.2 Special Meetings

The Board shall have power to call a Special Meeting of Members at any time.

11.3 Member Requisition of Meetings

Members of the Corporation holding 5 per cent or more of the votes that may be cast at a Meeting of Members may requisition the Directors to call a Meeting of the Members for the purposes stated in the requisition.

11.4 Place of Meetings or Virtual Meetings

Meetings of Members shall be held in locations determined by the Board. If the Directors call a Meeting of Members under the Act, those Directors may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

11.5 Audited Report to Members

A copy of the audited annual report must be sent out to Members no less than twenty-one (21) days before the Annual Meeting.

11.6 Participation in Meeting by Electronic Means

Any person entitled to attend a Meeting of Members may participate and vote in the Meeting of Members, in accordance with the Act, by means of a telephonic, electronic, or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the Meeting of Members, enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member votes. A person participating in a Meeting of Members by such means is deemed for the purposes of the Act to be present at the Meeting of Members.

11.7 Notice of Meetings

Notice in writing of the time and place of each Meeting of Members shall be given not less than 21 days before the date of the Meeting of Members to each Director, to the Public Accountant, and to each Member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of Members of the Corporation. Notice of a Meeting of Members called for any purpose other than consideration of the financial statements and Public Accountant's report and Board's report, election of Directors, and reappointment of the incumbent Public Accountant shall state the general nature of the business to be transacted at the Meeting in sufficient

detail to permit the Members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the Meeting of Members. Notice of a Meeting of Members adjourned for less than thirty-one (31) days is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members.

11.8 Chair, Secretary, and Scrutineers

The Chair of any Meeting of Members shall be the first mentioned of such of the following Officers as have been appointed and who is present at the Meeting of Members: President, President-elect. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the Meeting of Members, the persons present and entitled to vote shall choose one of their number to be Chair. If the Secretary of the Corporation is absent, the Chair shall appoint some person, who need not be a Member, to act as Secretary of the Meeting of Members. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the chair with the consent of the Meeting of Members.

11.9 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at such Meeting of Members; the Directors; the Public Accountant of the Corporation; and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or Bylaws to be present at the Meeting of Members. Any other person may be admitted only on the invitation of the Chair of the Meeting of Members or with consent of the Meeting of Members.

11.10 Quorum

The quorum for the transaction of business at any Meeting of Members shall be fifty (50) persons, each being a Member entitled to vote at a Meeting of Members or a duly appointed proxyholder or representative for a Member so entitled. If a quorum is present at the opening of any Meeting of Members, the Members present may proceed with the business of the Meeting of Members notwithstanding that a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of any Meeting of Members, the Members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

11.11 Right to Vote

Subject to the Act and the Articles, at any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the books of the Corporation as a Member of the Practising class.

11.12 Proxies

Subject to the right of individual Members to be represented at a Meeting of Members, Members not in attendance may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the Meeting of Members in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to the following requirements:

- a) A proxy is valid only at the Meeting of Members in respect of which it is given or at a continuation of such Meeting of Members after an adjournment
- b) A Member may revoke a proxy by depositing a proxy form in writing executed or, in Quebec, signed by the Member or by their agent or mandatary:

- i) At the registered office of the Corporation no later than the last business day preceding the day of the Meeting of Members at which the proxy is to be used, or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members

OR

- ii) With the chair of the Meeting of Members on the day of the Meeting of Members or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members

AND

- c) A proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the Meeting of Members, to demand a ballot at the Meeting of Members and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the Meeting of Members by way of a show of hands.

11.13 Votes to Govern

Unless the Act, the Articles, or any Bylaw otherwise provide for approval by special resolution, at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question.

11.14 Show of Hands

Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the Chair of the Meeting of Members that the vote upon the question has been carried, carried by a particular majority, or not carried and an entry to that effect in the minutes of the Meeting of Members shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the Members upon such question.

11.15 Ballots

On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the Chair may require, or any Member who is present and are entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each Member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the Members upon such question.

11.16 Casting Vote

In the case of an equality of votes at any Annual or Special Meeting of the Members, whether by a show of hands or at a closed ballot, the person chairing the Meeting shall cast a second or tie-breaking vote.

11.17 Adjournment

The Chair at a Meeting of Members may, with the consent of the Meeting of Members and subject to such conditions as the Meeting of Members may decide, adjourn the Meeting of Members from time to time and from place to place.

SECTION TWELVE - Notices

12.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served) pursuant to the Act, the Articles, the Bylaws, or otherwise to a Member, Director, Officer, or Member of a Committee of the Board or to the Public Accountant shall be sufficiently given:

- a) If sent to the intended recipient by telephone, facsimile, or other electronic means to the intended recipient's recorded address for that purpose, provided that any notice given in the form of an electronic document shall be in accordance with Part 17 of the Act, Documents in Electronic or Other Form, during a period of twenty-one (21) to sixty (60) days before the meeting
- b) By notice in a publication of the Corporation that is sent to all its Members twenty-one (21) to sixty (60) days before the day on which the meeting is held
- c) By affixing the notice, no later than thirty (30) days before the Meeting, to a notice board where information about the Corporation's activities is regularly posted in a location that is frequented by the Members

A notice so sent by means of telephone, facsimile, or other electronic means shall be deemed to have been given when transmitted, dispatched, or delivered for dispatch. The secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Public Accountant, or Member of a Committee of the Board in accordance with any information believed by the secretary to be reliable.

12.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

12.3 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because the Member cannot be found, the Corporation shall not be required to give any further notices to such Member until informed in writing by the Member of a new address.

12.4 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, Public Accountant or Member of a Committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any Meeting held pursuant to such notice or otherwise founded on such notice.

12.5 Waiver of Notice

Any Member, Director, Officer, Public Accountant or Member of a Committee of the Board, or any other person entitled to receive notice of a Meeting of Members or any other notice from the

Corporation, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the Act, the Articles, the Bylaws, or otherwise. Any such waiver or abridgement, whether given before or after the Meeting of Members or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a Committee of the Board which may be given in any manner.

12.6 Resolutions Committee

At all Annual or Special Meetings there shall be a Resolutions Committee appointed by the Chair. This Committee will be responsible for receiving all resolutions from the floor.

SECTION THIRTEEN - Effective Date and Repeal

13.1 Effective Date

This Bylaw shall come into force when made by the Board in accordance with the Act and shall be effective until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the Bylaw is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. This Bylaw ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

13.2 Repeal of Bylaws

All previous Bylaws are repealed as of the coming into force of This Bylaw. Such repeal shall not affect the previous operation of any Bylaw so repealed, or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any such Bylaw prior to its repeal. All Officers and persons acting under any Bylaw so repealed shall continue to act as if appointed under the provisions of This Bylaw and all resolutions of the Members or the Board or a Committee of the Board with continuing effect passed under any repealed Bylaw shall continue to be good and valid except to the extent inconsistent with This Bylaw and until amended or repealed.

APPROVED by an order of the Superior Court of Justice (Ontario) under Section 288(4) of the Act on March 6, 2025.

For member decision

Agenda item	Support for Authorization to extend the time for calling the 2024-2028 CFPC Annual Meetings of Members (AMMs)
Purpose	To support the Deputy Director appointed under the Canada Not-for-profit Corporations Act's decision to permit the CFPC to extend the time for calling its AMMs from 2024 - 2028
Decision(s) to consider	<i>THAT the members of the CFPC hereby support the Deputy Director's authorization for the CFPC to extend the time for calling its 2024 - 2028 AMMs.</i>
Votes required	Special resolution (not less than two-thirds majority)
Meeting date	October 29, 2025 November 10, 2025
Presenter(s)	Carrie Bernard, Board Chair

Problem / Issue definition

- The Canada Not-for-profit Corporations Act (the Act) requires that an annual meeting of members (AMM) be held within six months of the Corporation's fiscal year-end.
- Since approved by the members in November 2020 to begin in fiscal year 2022-23, the CFPC's fiscal year runs from the first day of March to the last day of February. The change was made to more appropriately support reporting cycles.
- Due to the change to fiscal year-end (previously May 31), the CFPC applied for a multi-year extension to call its AMM outside of the period stipulated in Paragraph 160 of the Act. Rather than holding its AMM within six months after the end of the CFPC's preceding financial year, which would mean before August 31 annually, the CFPC has been granted an exemption to extend the time to hold the AMM, and continue to hold its AMM by November 15th, for the following reasons:
 - Holding the AMM at the end of August (to meet the six-month requirement) would result in lower member attendance. The CFPC experiences less participation generally for meetings and events held in the summer.
 - Family Medicine Forum (FMF) is the CFPC's annual conference and a signature learning event for family physicians, which attracts between three and five thousand registrants in early November. It is desired that the AMM be held the week before (the last week of October or first week of November) and hosted virtually to ensure accessibility for members. This allows for decisions to be made in advance of related ceremonies planned in person at FMF, including the president's installation, when a number of members are gathered in person. The new Board's first in-person meeting is also held immediately before FMF, informed through elections at the AMM.
- For each AMM for the financial years ending February 29, 2024, February 28, 2025, February 28, 2026, February 28, 2027, and February 29, 2028, the CFPC has been authorized by the Deputy Director appointed under the Act to extend the time for calling the AMM to November 15 of the same year. The extension is subject to the following terms being met:

Table A Term (as stated in attachment 1)	The CFPC's commitment
1. By August 31 in each of 2024, 2025, 2026, 2027 and 2028, the Corporation complies with Subsection 175(1) of the Act by sending a copy or summary of the documents referred to in Subsection 172(1) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents or summary to each member, other than a member who, in writing, declines to receive such documentation. If the Corporation sends a summary to a member, the Corporation shall also inform that member of the procedure for obtaining a copy of the documents free of charge.	The CFPC will ensure that annual financial statements, along with the report of the external auditor, are made available to the members before August 31 of each year. Members are notified via the weekly <i>Info Digest</i> , and through targeted AMM related communications. In 2025, the audited financial statements were shared with members via <i>Info Digest</i> .
2. At or before the AMM in each of 2024, 2025, 2026, 2027 and 2028, the Corporation provides to members a copy of its unaudited quarterly financial statements for the most recent quarter for the particular ongoing financial year, including year-to-date information.	The CFPC will ensure that financial results to August 31 will be presented to the members during the AMM each year. In 2025, the financial results are being presented during the Honorary Secretary's report.
3. The Corporation's members support this authorization by way of passing a special resolution at its annual meeting in each of 2024, 2025, 2026 and 2027.	The CFPC will include this decision on each agenda, up until and including the 2027 AMM.
4. The Corporation informs its members of this exemption as soon as possible but not later than by August 31.	Members were informed of the AMM date via <i>Info Digest</i> and encouraged to visit the AMM webpage .

Proposed action/Recommendation

- That the members support the authorized extension that will allow the CFPC to host the next AMM virtually on November 4, 2026, and commit to reporting to members as per table A above.

Other options considered

- Hosting the AMM over the summer months would result in decreased member attendance, as is reflected in other CFPC activities with schedule-specific commitments during these months. The CMA recently changed their AMM date from August to the fall to respect downtime preferred by a majority of members.

Financial implications

- None.

Risks

- None.

Benefits (if decision(s) approved)

- October continues to be the best month to optimize member attendance, current tradition, and obligations under the Act.

Consultation

- The members approved the change in fiscal year in November 2020.

Next steps (if decision(s) approved)

- The financial statements and report of the public accountant for fiscal year-end February 28, 2026, will be made available to members before August 31, 2026.
- Members will receive the most recent financial quarter reporting (without external audit opinion) at the annual meeting on November 4, 2026.
- Members will be asked to support this extension authorization again at each AMM, until and including the meeting in 2027, for the 2028 AMM.

Attachment(s)

- Attachment 1: Authorization of exemption request received from Corporations Canada (dated August 28, 2024)



Innovation, Science and
Economic Development Canada

Corporations Canada
C.D. Howe Building
West Tower, 7th floor
235 Queen Street
Ottawa, Ontario K1A 0H5

Innovation, Sciences et
Développement économique Canada

Corporations Canada
Édifice C.D. Howe
Tour ouest, 7^e étage
235, rue Queen
Ottawa (Ontario) K1A 0H5

August 28, 2024

BY EMAIL

Sarah Scott
sscott@cfpc.ca

Dear Sarah Scott:

RE: APPLICATION FOR EXEMPTION
The College of Family Physicians of Canada
Le collège des médecins de famille du Canada

Further to your letter dated August 27, 2024, that included your amended application, please find enclosed exemption No. D-007/24 granted to the above referenced corporation pursuant to subsection 160(2) of the *Canada Not-for-profit Corporations Act* (the “Act”).

Please know that a renewal application for this exemption will require a statement confirming that the corporation has given sufficient disclosure to its members so they are aware of their rights pursuant to paragraph 160(1)(b) and Part 11 of the Act and how those rights would be affected if the corporation is exempted from those requirements.

Also, a renewal application will require a statement confirming that the members have passed a special resolution authorizing the corporation to apply for the exemption.

Sincerely,

Madeleine Lawler
Officer, Case Assessment, Arrangements and Exemptions
Compliance, Policy and Integrity Directorate
Corporations Canada
Tel: 343-553-5604
madeleine.lawler@ised-isde.gc.ca

Encl. D-007/24



IN THE MATTER CONCERNING THE DIRECTOR APPOINTED UNDER
THE CANADA NOT-FOR-PROFIT CORPORATIONS ACT

AND

THE APPLICATION OF

The College of Family Physicians of Canada
Le collège des médecins de famille du Canada

(hereinafter called the "Corporation")

FOR AN EXEMPTION UNDER SUBSECTION 160(2) OF
THE CANADA NOT-FOR-PROFIT CORPORATIONS ACT

EXEMPTION

UPON APPLICATION BY the Corporation, in accordance with subsection 160(2) of the *Canada Not-for-profit Corporations Act* (the "Act"), to extend the time for calling each annual meeting of members for the financial years ending February 29, 2024, February 28, 2025, February 28, 2026, February 28, 2027 and February 29, 2028;

AND UPON reading the application documents and being satisfied that there is adequate justification for so doing;

IT IS HEREBY DETERMINED that the Corporation, for each annual meeting of members for the financial years ending February 29, 2024, February 28, 2025, February 28, 2026, February 28, 2027 and February 29, 2028, is authorized to extend the time for calling the annual meeting of members to November 15 of the same year;

THIS EXEMPTION is made subject to the following terms:

1. By August 31 in each of 2024, 2025, 2026, 2027 and 2028, the Corporation complies with Subsection 175(1) of the Act by sending a copy or summary of the documents referred to in Subsection 172(1) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents or summary to each member, other than a member who, in writing, declines to receive such documentation. If the Corporation sends a summary to a member, the Corporation shall also inform that member of the procedure for obtaining a copy of the documents free of charge;
2. At or before the annual meeting of members in each of 2024, 2025, 2026, 2027 and 2028, the Corporation provides to members a copy of its unaudited quarterly financial statements for the most recent quarter for the particular ongoing financial year, including year-to-date information;
3. The Corporation's members support this authorization by way of passing a special resolution at its annual meeting in each of 2024, 2025, 2026 and 2027; and
4. The Corporation informs its members of this exemption as soon as possible but not later than by August 31, 2024.

DATED, this 28th day of August, 2024.

Cheryl Ringor
Deputy Director